

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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 In re: : Chapter 11  
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 THQ INC., *et al.*, : Case No. 12 - 13358 (MFW)  
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 Debtors.<sup>1</sup> : Jointly Administered  
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 : RE: Docket No. 11  
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**ORDER AUTHORIZING THE PAYMENT OF PREPETITION CLAIMS OF SHIPPERS, WAREHOUSEMEN AND RELATED SERVICE PROVIDERS**

Upon the Motion<sup>2</sup> of THQ Inc. and its affiliated debtors and debtors in possession in the above-captioned cases (collectively, the “**Debtors**”), for entry of an order, pursuant to sections 105(a) and 363 of the Bankruptcy Code, authorizing the Debtors, in their discretion, to pay certain prepetition claims of Shippers and Warehousemen in the ordinary course of business; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334(b) and 157, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012; and it appearing that venue of these cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that notice of the Motion has been given as set forth in the Motion and that such notice is adequate and no other or further notice need be given; and a hearing having been held to consider the relief requested in the Motion; and upon the record of the hearing and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in

<sup>1</sup> The Debtors in these chapter 11 cases and the last four digits of each Debtor’s taxpayer identification number are as follows: THQ Inc. (1686); THQ Digital Studios Phoenix, Inc. (1056); THQ Wireless, Inc. (7991); Volition, Inc. (4944); and Vigil Games, Inc. (8651). The Debtors’ principal offices are located at 29903 Agoura Road, Agoura Hills, CA 91301.

<sup>2</sup> All capitalized terms used and not defined herein shall have the meanings ascribed to them in the Motion.



the best interests of the Debtors, their estates, their creditors and all other parties in interest; and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED, ADJUDGED, and DECREED that:**

1. The Motion is GRANTED in its entirety.
2. The Debtors are authorized, but not directed, in the ordinary course of business, to pay the Shipping and Warehousing Claims in an aggregate amount not to exceed \$33,350 without further order of the Court.
3. As a condition to receiving any payment pursuant to this Order, the Shippers and Warehousemen shall waive and release any previously asserted lien on the assets of the Debtors.
4. The Debtors, in their discretion, shall undertake appropriate efforts to cause the Shippers and Warehousemen to acknowledge in writing that payment of their prepetition claims is conditioned upon the applicable Shipper or Warehouseman continuing to supply services to the Debtors on trade terms that, at a minimum, such Shipper or Warehouseman provided to the Debtors within the six months prior to the Petition Date, or such other trade practices and programs that are at least as favorable to the Debtors as those in effect prior to the Petition Date, and the Debtors reserve the right to negotiate more favorable trade terms with any Shipper or Warehouseman as a condition to payment of any such prepetition claim.
5. Nothing herein shall impair the Debtors' ability to contest, in their discretion, the validity and amounts of the Shipping and Warehousing Claims.
6. All applicable banks and other financial institutions are hereby authorized and directed to receive, process, honor, and pay any and all checks and transfer requests evidencing amounts to be paid by the Debtors under this Order whether presented prior to or after the

Petition Date. Such banks and financial institutions are authorized to rely on the representations of the Debtors as to which checks are issued or authorized to be paid pursuant to this Order to the extent the Debtors have good funds standing to their credit with such bank or other financial institution without any duty of further inquiry and without liability for following the Debtors' instructions.

7. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained herein shall constitute, nor is intended to constitute, the assumption or adoption of any contract or agreement under 11 U.S.C. § 365.

8. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

9. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

10. Bankruptcy Rule 6003 has been met in that the relief granted herein is necessary to avoid immediate and irreparable harm to the Debtors and their estates.

11. The fourteen-day stay under Bankruptcy Rule 6004(h) is hereby waived with respect to this Order, and the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

12. Notwithstanding anything to the contrary contained in the Motion or this Order, any payment to be made, or authorization contained hereunder, shall be subject to the requirements imposed on the Debtors under any approved debtor-in-possession financing, or budget in connection therewith, or any order regarding the use of cash collateral.

13. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: December 20, 2012  
Wilmington, Delaware



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Mary F. Walkath  
United States Bankruptcy Judge