

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----X
 In re: : Chapter 11
 :
 THQ INC., *et al.*, : Case No. 12 - 13398 (MFW)
 :
 Debtors.¹ : Jointly Administered
 :
 : Re: Docket No. 6
 -----X

INTERIM ORDER (A) PROHIBITING UTILITIES FROM ALTERING, REFUSING, OR DISCONTINUING SERVICES TO, OR DISCRIMINATING AGAINST, THE DEBTORS ON ACCOUNT OF PREPETITION INVOICES; (B) DETERMINING ADEQUATE ASSURANCE OF PAYMENT FOR FUTURE PERFORMANCE; AND (C) ESTABLISHING PROCEDURES FOR RESOLVING REQUESTS FOR ADDITIONAL ADEQUATE ASSURANCE OF PAYMENT

Upon the Motion² of THQ Inc. and its affiliated debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”), for entry of interim and final orders (a) prohibiting the Utility Providers (defined below) from (i) altering, refusing, or discontinuing utility services to, or discriminating against, the Debtors on account of any outstanding amounts for services rendered prepetition, (ii) requiring additional adequate assurance of payment as a condition to providing utility service or (iii) drawing upon any existing security deposit, surety bond or other form of security to secure future payment for utility services; (b) determining that adequate assurance of payment for postpetition utility services has been furnished to the Utility Providers providing services to the Debtors; and (c) establishing procedures for resolving requests by any Utility Provider for additional adequate assurance of payment; and upon the First Day Declaration in support thereof; and the Court having found that it has jurisdiction to

¹ 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.

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



consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Motion is in the best interests of Debtors' estates, their creditors, and other parties in interest; and notice of the Motion and the opportunity for a hearing on the Motion was appropriate under the particular circumstances; and the Court having reviewed the Motion and having considered the statements in support of the relief requested therein at a hearing before the Court (the "**Hearing**"); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. Within twenty (20) days of the Petition Date, the Debtors will deposit \$69,343.55 (the "**Adequate Assurance Deposit**") into a newly created, segregated, interest-bearing account (the "**Adequate Assurance Deposit Account**"), with such Adequate Assurance Deposit to be held in escrow, for the purpose of providing each Utility Providers adequate assurance of payment of their postpetition utility services to the Debtors.

2. Until such time as the final order is entered by the Court, all Utility Providers are prohibited from discontinuing, altering or refusing service to the Debtors on account of any unpaid prepetition charges, or discriminating against the Debtors, or requiring payment of a deposit or receipt of any other security for continued service as a result of the Debtors' bankruptcy filings or any outstanding prepetition invoices.

3. The Motion and this Interim Order shall be served on each Utility Provider that the Debtors believe could be affected by the Motion and all other parties required to receive


service under Rule 2002-1(b) of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware.

4. The Debtors shall serve a copy of the Motion, together with the proposed final utility order, which includes the proposed Adequate Assurance Procedures, on each Utility Provider within three (3) business days after entry of this Order by the Court.

5. The deadline by which objections to the Motion and the proposed final utility Order must be filed is January 2, 201~~1~~³ at 4:00 p.m. (ET). A final hearing, if required, on the Motion will be held on January 4, 201~~1~~³ at 10:30 a.m. (ET). If no objections are filed to the Motion, the Court may enter the Final Order without further notice or a hearing.

6. This Court shall retain jurisdiction over any and all matters arising from or related to the interpretation and implementation of this Interim Order.

Dated: Wilmington, Delaware
December 20, 2012



Mary F. Walrath
United States Bankruptcy Judge

EXHIBIT B
LIST OF BANK ACCOUNTS

Bank Accounts

Bank	Address	Account Holder	Account Description	Account Number
Union Bank	Commercial Customer Service 1980 Saturn Street Monterey Park, CA 91755	THQ Inc.	Settlement Account	xxxxxxx1629
Union Bank	Same above address.	THQ Inc.	Collection Account (General Receipts)	xxxxxxx4710
Union Bank	Same above address.	THQ Inc.	Collection Account (Valusoft Receipts)	xxxxxxx8775
Union Bank	Same above address.	THQ Wireless Inc.	Collection Account (Wireless Receipts)	xxxxxxx8589
Union Bank	Same above address.	THQ Inc.	Collection Account (Online Gaming Receipts)	xxxxxxx1092
Union Bank	Same above address.	THQ Inc.	Vendor Checking Account	xxxxxxx9337
Union Bank	Same above address.	THQ Inc.	Payroll Account	xxxxxxx4729
Union Bank	Same above address.	THQ Inc.	Flex Spending Account	xxxxxxx6098
Union Bank	Same above address.	THQ Inc.	Money Market Account	xxxxxxx0215 (dormant)
Union Bank	Same above address.	THQ Inc.	Video Production Vendor Checking Account	xxxxxxx0320

Bank	Address	Account Holder	Account Description	Account Number
UBS Financial Services Inc.	One North Wacker Drive 25th, 26th & 35th Floor Chicago, IL 60606-2807	THQ Inc.	UBS Investment Account	x4463 (dormant)
Bank of America, N.A.	P.O. Box 25118 Tampa, FL 33622	THQ Inc.	<i>Account in process of being closed.</i>	xxxxxxxxx4876
JP Morgan Chase Bank, N.A.	2029 Century Park East 39th Floor Los Angeles, CA 90067	THQ Inc.	Yuke's Investment Account	xxxxx1006

EXHIBIT C
CASH MANAGEMENT DIAGRAM

**THQ
Cash Management System
North America**

