

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----X
: Chapter 11
In re: :
:
: Case No. 12-13398 (MFW)
THQ INC., et al., :
:
: Jointly Administered
Debtors.1 :
:
-----X RE: Docket Nos. 387 and 730

CERTIFICATION OF COUNSEL WITH RESPECT
TO ORDER APPROVING THE SALE OF MISCELLANEOUS
ASSETS TO SOUTHERN METHODIST UNIVERSITY

The undersigned hereby certifies the following:

1. On February 19, 2013, the Court entered the Order Establishing
Procedures for the Sale or Abandonment of Certain Miscellaneous Assets Outside the Ordinary
Course of Business Free and Clear of Liens, Claims, and Encumbrances [D.I. 387] (the
“Miscellaneous Asset Sale Procedures Order”).

2. On June 4, 2013, THQ Inc. (“THQI”) along with its affiliated debtors and
debtors in possession (collectively, the “Debtors”) filed and served Debtors’ Notice of Proposed
Sale of Miscellaneous Assets to Southern Methodist University [D.I. 730] (the “Notice of Sale”).2
Pursuant to the Sale Procedures and as set forth in the Notice of Sale, the deadline for the Notice
Parties to object to the Proposed Sale was June 11, 2013 at 4:00 p.m. (ET) (the “Objection
Deadline”).

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 Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Notice of
Sale.



3. Subsequent to the Objection Deadline, the Debtors received informal comments from Oracle America, Inc. that have been resolved through the addition of paragraph 7 in the proposed order (the “**Proposed Order**”) attached hereto as Exhibit A. No other responses or objections to the Notice of Sale have been received.

WHEREFORE, pursuant to the Miscellaneous Asset Sale Procedures Order, the Debtors respectfully request that the Court enter the Proposed Order attached hereto as Exhibit A approving the Proposed Sale at its earliest convenience without further notice or hearing.

Dated: June 13, 2013
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Jaime Luton Chapman

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Counsel to the Debtors and Debtors in Possession

EXHIBIT A

**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. 387, 730 and ____**
 -----X

**ORDER AUTHORIZING THE DEBTORS TO SELL
MISCELLANEOUS ASSETS TO SOUTHERN METHODIST UNIVERSITY**

On February 19, 2013, the Court entered the *Order Establishing Procedures for the Sale or Abandonment of Certain Miscellaneous Assets Outside the Ordinary Course of Business Free and Clear of Liens, Claims, and Encumbrances* [D.I. 387] (the “Sale Procedures Order”). On June 4, 2013, pursuant to the Sale Procedures Order, THQ Inc. (“THQI”) along with its affiliated debtors and debtors in possession (collectively, the “Debtors”) filed and served the *Debtors’ Notice of Proposed Sale of Miscellaneous Assets to Southern Methodist University*. [D.I. 730] (the “Notice of Sale”).² Information regarding the assets to be sold pursuant to the Notice of Sale (collectively, the “Miscellaneous Assets”) is set forth on Exhibits A and B to the Notice of Sale and on Exhibit 1 and Exhibit 2 hereto. The deadline for objection to the Notice of Sale was June 11, 2013 at 4:00 p.m. (ET).

On June 13, 2013, the Debtors filed a *Certification of Counsel with Respect to Order Approving the Sale of Miscellaneous Assets Southern Methodist University* (the “COC”).

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 Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Notice of Sale.

The COC states that no objections to the Notice of Sale have been filed by the Objection Deadline and/or the Notice Parties have consented to the sale of Miscellaneous Assets.

THE COURT HEREBY FINDS AND DETERMINES THAT:³

A. This Court has jurisdiction to hear and determine this matter pursuant to 28 U.S.C. §§ 157(b)(1) and 1334(a), and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware* dated as of February 29, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A), (N) and (O). Venue is proper in this District and in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

B. The statutory predicates for the relief granted herein are sections 105(a) and 363 of the Bankruptcy Code, Bankruptcy Rules 2002 and 6004 and Local Rule 6004-1.

C. This Order constitutes a final order within the meaning of 28 U.S.C. § 158(a). Notwithstanding Bankruptcy Rules 6004(h) or any similar Bankruptcy Rule or Local Rule, the Court expressly finds that there is no just reason for delay in the implementation of this Order.

D. As evidenced by the COC, the Notice of Sale was served on the Notice Parties and complied with all of the requirements of the Sale Procedures Order. No other or further notice need be provided and such notice was and is good, sufficient, and appropriate under the circumstances of the Debtors' chapter 11 cases.

E. The Southern Methodist University ("SMU") is not an "insider" of the Debtors, as that term is defined in section 101(31) of the Bankruptcy Code.

³ The findings and conclusions set forth herein constitute the Court's findings of fact and conclusions of law pursuant to Bankruptcy Rule 7052, made applicable to this proceeding pursuant to Bankruptcy Rule 9014. To the extent that any of the following findings of fact constitute conclusions of law, they are adopted as such, and vice-versa.

F. The Debtors provided the Notice Parties five (5) business days in which they could object to the proposed sale of the Miscellaneous Assets. There was a reasonable opportunity to object and to be heard with respect to the proposed sale of the Miscellaneous Assets and no objection was filed by any of the Notice Parties.

G. As noted above, no objections to the Notice of Sale have been filed. Accordingly, pursuant to the Sale Procedures Order, the Debtors may sell their interest in the Miscellaneous Assets free and clear of any liens, claims, and interests.

NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The sale of the Miscellaneous Assets to SMU is GRANTED and APPROVED.
2. The Debtors are authorized and empowered to take all actions necessary or appropriate to implement the relief granted herein as provided under the Sale Procedures Order.
3. Within five (5) business days of entry of this Order, SMU shall remit \$18,200 to the Debtors in accordance with payment instructions to be provided to SMU by the Debtors.
4. All rights of SMU to assert any rejection damages claims against the Debtors arising from the rejection of the Lease have been, and shall be deemed to be, waived by SMU.
5. All rights of SMU to assert administrative expense claims against the Debtors arising under or related to the Lease have been, and shall be deemed to be, waived by SMU.
6. The Debtors shall not be liable in the event any of the Miscellaneous Assets identified in Exhibits 1 and 2 are not in the THQ Usability Lab.
7. Notwithstanding anything to the contrary in this Order, the Debtors shall not transfer or sell to SMU (a) any software licensed to the Debtors from Oracle America, Inc. (or any of its predecessors-in-interests) ("Oracle"), or (b) any agreements between one or more

of the Debtors and Oracle pursuant to this Order. Further, to the extent that any IT Assets, computers, servers or other electronic data processing equipment, which embodies or contains any Oracle software, are transferred or sold to SMU, then the Debtors shall scrub or remove, or shall cause to be scrubbed or removed, any Oracle software from such equipment prior to the transfer of such equipment.

8. This Order shall be binding upon the Debtors, their estates, SMU, and each of their successors and assigns, including without limitation any trustees (including chapter 7 trustees) appointed in these proceedings, any trustees appointed in any subsequent proceedings under the Bankruptcy Code relating to the Debtors (including chapter 7 trustees), and all other parties-in-interest.

9. Notwithstanding any Bankruptcy Rule or Local Rule to the contrary, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

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

Dated: June ____, 2013
Wilmington, Delaware

Mary F. Walrath
United States Bankruptcy Judge

EXHIBIT 1

| Description of Miscellaneous Assets | The Economic Terms of the Proposed Sale | Buyer | Location of Miscellaneous Assets |
|---|--|--|---|
| All equipment remaining at the premises leased by THQI from SMU, such as desks, chairs, tables, and other furniture; computer monitors; televisions; personal computers; lighting; audio video; and customized computer systems; including, but not limited to, the items specifically listed on <u>Exhibit 2</u> . | <p>\$20,000, less \$1,800, which amount represents three months of outstanding postpetition rent owing by THQI to SMU.</p> <p>SMU also agrees not to assert and waives all rights to assert (i) any rejection damages claims against the Debtors arising from the rejection of the Lease and (ii) any administrative expense claims against the Debtors arising under or related to the Lease.</p> | Southern Methodist University, a Texas Non-Profit Corporation. | Certain rooms comprising the THQ Usability Lab, located on the first floor of Building 2, SMU-in-Plano, 5228 Tennyson Parkway, Plano, Texas 75024-3544. |

EXHIBIT 2

| THQ Tech Equipment Inventory Spreadsheet | | |
|---|--------------|--|
| Quantity | Brand | Description |
| 1 | Samsung | 71" 1080p DTV |
| 1 | | shreader |
| 1 | Sony | 42" flat panel TV |
| 1 | Audioengine | monitor speakers |
| 3 | Viewsonic | 19" monitors |
| 1 | Epson | copier/printer |
| 2 | Samsung | 22" monitors |
| 14 | Allienware | area 51 desktop computers |
| 1 | Dell | 21" TV |
| 1 | HP | 2015 Laserprinter |
| 1 | Brother | 4750 fax machine |
| 2 | Dell | 17" monitor |
| 1 | Dell | 19" monitor |
| 21 | Samsung | 22" monitors |
| 3 | Panasonic | DVD players |
| 2 | Panasonic | digital recorders |
| 4 | Panasonic | expansion drives |
| 1 | Samsung | 46" flat panel TV |
| 3 | Sony | evid70 cameras |
| 1 | Sony | video network station kit with traveling crate |
| 1 | | HDUlab kit |
| 1 | Diventix | video switcher |
| 1 | | Rack power filter |
| 1 | Soundcraft | Audioboard |
| 1 | Logitech | Speakers |
| 1 | | DVD recorder |
| 6 | Sony | Cameras |
| 1 | Sony | Serveillance System |
| 1 | | Video Scaler |
| 1 | | Audio compressor |
| 2 | Sony | Testing tool – HTPH1 – 500 |
| 6 | | boxes of cables and connectors |
| 3 | | Microphones |
| 12 | | Headphones |

THQ Furniture Inventory Spreadsheet

| Quantity | Description |
|----------|-------------------------------------|
| 3 | Computer desks |
| 6 | Rolling desk chairs |
| 1 | Computer table |
| 1 | fullsize rack |
| 1 | Mini rack |
| 1 | reception desk and chair |
| 3 | set of 3 bench style seats |
| 2 | Black leather sofas |
| 6 | reception chairs |
| 10 | Work station desks and chairs |
| 2 | Metal file cabinets |
| 2 | wooden mini cabinets |
| 1 | TV stand for 71" TV |
| 1 | TV stand for 42" TV |
| 2 | Wooden end tables |
| 1 | Glass end table |
| 1 | conference table |
| 5 | rolling chairs for conference table |
| 1 | mini refrigerator |