

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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 In re: : Chapter 11
 :
 THQ INC., : Case No. 12-13398 (MFW)
 :
 Debtor.¹ :
 :
 : **Obj. Deadline: January 28, 2021 at 4:00 p.m. (ET)**
 : **Hearing Date: February 11, 2021 at 11:30 a.m. (ET)**
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NOTICE OF MOTION

TO: (I) THE U.S. TRUSTEE; AND (II) ALL PARTIES WHO HAVE FILED A NOTICE OF APPEARANCE AND REQUEST FOR SERVICE OF PAPERS PURSUANT TO BANKRUPTCY RULE 2002

PLEASE TAKE NOTICE that THQ Inc. has filed the attached *THQ Inc. 's Motion for Entry of an Order and Final Decree (I) Closing Its Chapter 11 Case; (II) Authorizing the Donation of Remaining Funds to Charity; (III) Terminating Claims and Noticing Services; and (IV) Granting Related Relief* (the "Motion").

PLEASE TAKE FURTHER NOTICE that responses, if any, to the relief requested in the Motion must be filed with the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801 on or before **January 28, 2021 at 4:00 p.m. (ET)** (the "Objection Deadline"). At the same time, you must serve a copy of your response upon the undersigned counsel.

PLEASE TAKE FURTHER NOTICE THAT A HEARING ON THE MOTION WILL BE HELD TELEPHONICALLY AND BY VIDEO CONFERENCE² ON FEBRUARY 11, 2021 AT 11:30 A.M. (ET) BEFORE THE HONORABLE MARY F. WALRATH, UNITED STATES BANKRUPTCY JUDGE FOR THE DISTRICT OF DELAWARE.

PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO RESPOND TO THE MOTION IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED THEREIN WITHOUT FURTHER NOTICE OR A HEARING.

¹ The Debtor in this proceeding, along with the last four digits of its taxpayer identification number, is THQ Inc. (1686). The Debtor's current mailing address is c/o FTI Consulting, 350 South Grand Avenue, Suite 3000, Los Angeles, CA 90071.

² Information regarding how to appear telephonically and by video conference will be set forth on the hearing agenda filed on the docket of this chapter 11 case and made available, free of charge from the website of the Debtor's Court-appointed claims and noticing agent, Kurtzman Carson Consultants LLC: <http://www.kccllc.net/thq>.



Dated: January 14, 2021
Wilmington, Delaware

/s/ Jaime Luton Chapman

Michael R. Nestor (No. 3526)

M. Blake Cleary (No. 3614)

Jaime Luton Chapman (No. 4936)

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Counsel to THQ Inc.

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

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In re:	:	Chapter 11
	:	
THQ INC.,	:	Case No. 12-13398 (MFW)
	:	
Debtor. ¹	:	
	:	Obj. Deadline: January 28, 2021 at 4:00 p.m. (ET)
	:	Hearing Date: February 11, 2021 at 11:30 a.m. (ET)
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**THQ INC.’S MOTION FOR ENTRY OF AN ORDER AND FINAL DECREE
(I) CLOSING ITS CHAPTER 11 CASE; (II) AUTHORIZING THE
DONATION OF REMAINING FUNDS TO CHARITY; (III) TERMINATING
CLAIMS AND NOTICING SERVICES; AND (IV) GRANTING RELATED RELIEF**

THQ Inc. (“THQI”) hereby moves (the “Motion”) the Court for entry of an order and final decree (the “Final Decree”), substantially in the form attached hereto as **Exhibit A**, pursuant to sections 105(a) and 350 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 3022 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 3022-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”) (i) closing the above-captioned chapter 11 case of THQI (the “Closing Case”), (ii) authorizing the donation of remaining funds to charity; (iii) terminating the claims and noticing services provided by KCC LLC (“KCC”), and (iv) granting related relief. In support of this Motion, THQI respectfully states as follows:

¹ The Debtor in this proceeding, along with the last four digits of its taxpayer identification number, is THQ Inc. (1686). The Debtor’s current mailing address is c/o FTI Consulting, 350 South Grand Avenue, Suite 3000, Los Angeles, CA 90071.

JURISDICTION

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

2. The statutory predicates for the relief requested herein are sections 105 and 350(a) of the Bankruptcy Code, Bankruptcy Rule 3022, and Local Rule 3022-1.

BACKGROUND

A. Introduction

2. On December 19, 2012 (the “Petition Date”), THQI and certain of its wholly owned subsidiaries (the “Debtors”) each filed a petition for relief under the Bankruptcy Code with the Court.

3. Additional information regarding the events leading up to the Petition Date is set forth in the *Declaration of Brian Farrell in Support of the Debtors’ Chapter 11 Petitions and Requests for First Day Relief* [D.I. 2].

3. On January 3, 2013, the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed an official committee of unsecured creditors (the “Committee”) [D.I. 80]. On February 25, 2013, the U.S. Trustee filed the *First Amended Notice of Appointment of Committee of Unsecured Creditors* to reflect the resignation of certain members of the Committee [D.I. 416]. No trustee or examiner has been appointed in these cases.

4. On September 18, 2013, the Court entered an Order closing the chapter 11 cases of THQ Digital Studios Phoenix, Inc. (12-13399), THQ Wireless, Inc. (12-13400), Volition, Inc. (12-13401) and Vigil Games, Inc. (12-13402) [D.I. 1179].

B. Confirmation of the Plan

5. On April 18, 2013, the Debtors filed the *Chapter 11 Plan of Liquidation of THQ Inc. and Its Affiliated Debtors*, dated April 18, 2013 [D.I. 604] and the *Disclosure Statement for the Chapter 11 Plan of Liquidation of THQ Inc. and Its Affiliated Debtors*, dated April 18, 2013 [D.I. 605]. On May 28, 2013, the Debtors filed the *Amended Chapter 11 Plan of Liquidation of THQ Inc. and Its Affiliated Debtors*, dated May 28, 2013 [D.I. 709] (as subsequently amended by the *Second Amended Chapter 11 Plan of Liquidation of THQ Inc. and Its Affiliated Debtors*, dated July 16, 2013 [D.I. 925], the “Plan”),² and the *Disclosure Statement for the First Amended Chapter 11 Plan of Liquidation of THQ Inc. and Its Affiliated Debtors*, dated May 28, 2013 [D.I. 710] (the “Disclosure Statement”).

6. On May 30, 2013, the Court entered the *Order (I) Approving Amended Disclosure Statement; (II) Fixing Voting Record Date; (III) Approving Solicitation Materials and Procedures for Distribution Thereof; (IV) Approving the Forms of Ballots and Establishing Procedures for Voting on Debtors’ Plan of Liquidation; (V) Scheduling Confirmation Hearing; (VI) Establishing Notice and Objection Procedures in Respect Thereof; and (VII) Granting Related Relief* [D.I. 720].

7. On July 17, 2013, the Court entered the Confirmation Order.

8. On August 2, 2013 (the “Effective Date”), the Plan went effective. *See Notice of (I) Entry of Order Confirming Second Amended Chapter 11 Plan of Liquidation of THQ Inc. and Its Affiliated Debtors; (II) Effective Date; and (III) Bar Date for Filing Administrative Claims, Professional Fee Claims, and Rejection Damage Claims* [D.I. 1029].

² Capitalized terms used herein but not otherwise defined shall have the meaning ascribed to them in the Plan.

9. Pursuant to Section 6.13 of the Plan, upon the occurrence of the Effective Date, the Equity Interests in THQI were cancelled and a single share of stock in THQI was issued to the Stock Trust administered by the Stock Trustee.

10. Pursuant to Section 6.14 of the Plan, upon the occurrence of the Effective Date, the Derivative Actions vested in the Litigation Trust administered by the Litigation Trustee.

11. Mark E. Holliday serves as the Stock Trustee and the Litigation Trustee pursuant to the terms of the Confirmation Order, the Plan, and the Trust Agreements. *See* D.I. 835.

C. Implementation of the Plan

12. In accordance with the Plan, THQI filed periodic status reports with the Court with respect to THQI's post-confirmation activity, including details regarding the wind-down and liquidation of THQI's direct and indirect foreign subsidiaries; implementation of the Plan; the review, prosecution, and resolution of Causes of Action and Derivative Actions; and the resolution of Claims. *See* D.I. 1277, 1348, 1670, 1713, 1721, 1726, 1742, 1754, 1764, 1770, 1782, 1791, 1798, 1810, & 1820.

13. As of the December 31, 2020 status report [D.I. 1820], THQI had completed the Claims reconciliation process and made Interim Distributions on account of Allowed General Unsecured Claims equaling approximately 56% of the aggregate unsecured claim amounts. THQI had been pursuing receipt of a tax refund related to the wind-down and liquidations of THQI's direct and indirect foreign subsidiaries so that a Final Distribution could be executed as soon as practical thereafter. In October 2020, THQI received the tax refund in the

amount of approximately \$396,000 and, during December 2020, received an additional tax refund of approximately \$406,000.

14. With the receipt of the second tax refund, all material Assets of any consequential value have been liquidated and THQI is positioned to make the Final Distribution on account of Allowed General Unsecured Claims in accordance with the Plan. Section 8.17 of the Plan provides:

After: (a) all Claims have been resolved; (b) all Allowed Claims except General Unsecured Claims, Subordinated Claims and Securities Law Claims have been paid; (c) all material Revested Assets have been converted to Cash; and (d) the Operating Reserve has been adequately funded, THQI shall distribute all Net Proceeds to Holders of Allowed Claims and Allowed Equity Interests pursuant to the provisions of the Plan, and taking into account any Distributions of Interim Distributions.

In accordance with Section 8.17 of the Plan, prior to making the Final Distribution, the Operating Reserve will be adequately funded to pay any remaining or projected Post-Effective Date Expenses necessary to complete the wind-down of the Debtors' estates. After the funding of the Operating Reserve, all remaining Cash will be distributed as part of the Final Distribution. THQI currently is refining the precise timing and amount of the Final Distribution, but anticipates it will be effectuated during January of 2021.

15. THQI will use (i) Automatic Data Processing, Inc. to complete the Final Distribution to former employees that were employed in the United States, withhold appropriate taxes, and to submit related tax filings,³ and (ii) KCC as disbursing agent for all Final Distributions to creditors other than former employees. It is possible that certain Final Distributions may become "Revested Assets" pursuant to the terms of the Plan to the extent that

³ Two former employees entitled to Final Distributions worked for the Debtors in the United Kingdom (the "U.K.") and will be paid through a U.K.-based payroll agency.

a Final Distribution is undeliverable or the underlying check remains uncashed for 180 days (collectively, the “Unclaimed Final Distributions”). THQI intends to donate or cause to be donated to the charity designated by the Stock Trustee, any unused balance in the Operating Reserve, not to exceed \$25,000 (the “Excess Operating Reserve”), and any “Revested Assets,” as defined in the Plan, including any Unclaimed Final Distributions, and to dissolve THQI. In addition, the Stock Trust and the Litigation Trust shall be deemed to be dissolved, canceled, and terminated without the need for any additional actions by the Stock Trustee or the Litigation Trustee effective upon completion of the donation of such funds and the dissolution of THQI.

D. Statutory Fees and Reporting Requirements

16. As of the date hereof, THQI has paid all quarterly fees owed to the U.S. Trustee and does not owe any money to the Clerk of the Court.⁴ On or before thirty (30) days after entry of a Final Decree, THQI will pay any and all quarterly fees that become due and payable to 28 U.S.C. § 1930(a)(6) and file any outstanding post-confirmation reports.

17. Pursuant to Local Bankruptcy Rule 3022-1(c), attached hereto as **Exhibit B** is the verified final report (the “Verified Final Report”).

18. Subject to the Court’s review and approval of the Verified Final Report, the Court’s role in the administration of the Closing Case is complete.

RELIEF REQUESTED

19. By this Motion, THQI seeks entry of a Final Decree, substantially in the form attached hereto as **Exhibit A**, (i) closing the Closing Case, (ii) authorizing the donation of remaining funds to charity, (iii) terminating the claims and noticing services provided by KCC, and (iv) granting related relief.

⁴ For the fourth quarter of 2020, quarterly fees will be paid and the post-confirmation report will be filed in the ordinary course by January 28, 2021.

BASIS FOR RELIEF

A. The Closing Case has been Fully Administered.

20. After a debtor's estate is fully administered, the Court, on its own motion or on motion of a party-in-interest, must grant a final decree closing a chapter 11 case. *See* 11 U.S.C. § 350(a); Bankruptcy Rule 3022. Local Rule 3022-1(a) further provides that "upon written motion, a party in interest may seek the entry of a final decree at any time after the confirmed plan has been fully administered that all required fees due under 28 U.S.C. § 1930 have been paid." Del. Bankr. L.R. 3022-1(a).

21. The term "fully administered" is not defined in either the Bankruptcy Code or the Bankruptcy Rules. The Advisory Committee Note to Bankruptcy Rule 3022, however, sets forth the following non-exclusive factors to be considered in determining whether a case has been fully administered:

- i. whether the order confirming the plan has become final;
- ii. whether deposits required by the plan have been distributed;
- iii. whether the property proposed by the plan to be transferred has been transferred;
- iv. whether the debtor or its successor has assumed the business or the management of the property dealt with by the plan;
- v. whether payments under the plan have commenced; and
- vi. whether all motions, contested matters, and adversary proceedings have been finally resolved.

Fed. R. Bankr. P. 3022.⁵

⁵ Although THQI believes that each factor has been satisfied, courts in this district have adopted the view that "these factors are but a guide in determining whether a case has been fully administered, and not all factors need to be present before the case is closed." *In re SLL, Inc.*, No. 02-12608, 2005 WL 1668396, at *2 (Bankr. D. Del. June 24, 2005) (citing *In re Mold Makers, Inc.*, 124 B.R. 766, 768-69 (Bankr. N.D. Ill. 1990)); *see also In re Kliegl Bros. Universal Elec. Stage Lighting Co., Inc.*, 238 B.R. 531, 542 (Bankr. E.D.N.Y. 1999) (recognizing that bankruptcy courts weigh the factors contained in the Advisory Committee Note when deciding whether to close a case); *In re Jay Bee Enters., Inc.*, 207 B.R. 536, 538 (Bankr. E.D. Ky. 1997) (same); *Walnut Assocs. v. Saidel*, 164 B.R. 487, 493

22. In addition to the factors set forth in the Advisory Committee Note, courts have considered whether the plan of reorganization has been substantially consummated. *See, e.g., In re Gates Cmty. Chapel of Rochester, Inc.*, 212 B.R. 220, 224 (Bankr. W.D.N.Y. 1997) (considering substantial consummation as a factor in determining whether to close a case); *Walnut Assocs.*, 164 B.R at 493 (same).

23. As of the date hereof, the Closing Case has been “fully administered” within the meaning of section 350 of the Bankruptcy Code, making it appropriate for the Court to enter a final decree closing the Chapter 11 Case. In particular, with respect to the Closing Case:

- (a) the Confirmation Order has become final and is non-appealable;
- (b) all anticipated motions, contested matters, and adversary proceedings have been resolved;
- (c) the claims reconciliation process is complete;
- (d) all of the transactions contemplated by the Plan closed on the Effective Date;
- (e) all material Revested Assets have been converted to Cash or will be converted to Cash by the hearing on this Motion; and
- (f) the Plan has been substantially consummated within the meaning of section 1101(2) of the Bankruptcy Code.

24. All expenses arising from the administration of the Closing Case, including court fees, U.S. Trustee fees, professional fees, and expenses, have been paid or will be paid in the amounts due in the ordinary course as soon as reasonably practicable after the closure of the Closing Case. Moreover, THQI will complete any remaining quarterly reports within 30 days of closure of the Closing Case.

(E.D. Pa. 1994) (“[A]ll of the factors in the Committee Note need not be present before the Court will enter a final decree.”).

25. Upon the occurrence of the Final Distribution, all Cash will have been distributed except for the amount being held in the Operating Reserve to pay remaining wind-down expenses as they become due.

26. Accordingly, THQI submits that there is ample justification for entry of a final decree closing the Closing Case and requests that the Court grant the relief requested in this Motion.

B. THQI Should Be Authorized to Donate any Funds Remaining After the Final Distribution to Charity.

27. THQI seeks authority to donate (or cause to be donated) any funds that become Revested Assets subsequent to the Final Distribution. Section 8.03 of the Plan provides that “on any date of Distribution when there remains \$10,000 or less available for Distribution to Holders of Allowed Claims or Allowed Equity Interests, in lieu of making further Distributions to such Holders, THQI may contribute the remaining Cash to a charity described in section 501(c)(3) of the Internal Revenue Code.” The Plan does not expressly address the situation where funds become Revested Assets after the Final Distribution. The bulk of the Final Distribution will be made to Wilmington Trust, in its capacity as the indenture trustee for THQI’s bonds. The amount of any uncashed checks that may become Revested Assets will be small enough that there will be no practical or cost effective way to distribute the Revested Assets after the Final Distribution.

28. As noted above, in accordance with section 8.17 of the Plan and prior to the Final Distribution, THQI will fund the Operating Reserve to pay any remaining or projected wind-down expenses. While all remaining Cash will be distributed as part of the Final Distribution, it is possible that the Operating Reserve may exceed the amount of actual wind-down expenses.

In addition, the Unclaimed Final Distributions, if any, will become Revested Assets pursuant to the terms of the Plan.

29. THQI, therefore, requests authority to donate (or caused to be donated) the amount of any Excess Operating Reserve of not more than \$25,000, and the Unclaimed Final Distributions, if any, to a charity described in section 501(c)(3) of the Internal Revenue Code that funds cancer treatment or cancer research. THQI respectfully submits that the relief requested is reasonable and appropriate under the circumstances. THQI only is required to distribute Net Proceeds to creditors and the additional costs associated with making a distribution to creditors subsequent to the Final Distribution because of any Excess Operating Reserve and the Revested Assets, if any, would likely exceed the amount of such funds. Accordingly, THQI respectfully submits that the relief requested is reasonable and appropriate under the circumstances.

B. Terminating Claims and Noticing Services

30. THQI also requests entry of an order terminating the claims and noticing services (the “Claims and Noticing Services”) provided by KCC to the Debtors. Upon termination of the Claims and Noticing Services, and except as otherwise provided herein, KCC shall have no further obligations to the Court, the Debtors, or any other party in interest with respect to the Claims and Noticing Services.

31. Local Rule 2002-1(f)(ix) requires KCC to, within 28 days of entry of a final decree, (a) forward to the Clerk of the Court an electronic version of all imaged proofs of claim, (b) upload the creditor mailing list into CM/ECF and (c) file a final claims register containing claims asserted in all of the chapter 11 cases on the docket of the main case. KCC will perform all required tasks in accordance with the Local Rule.

NOTICE

32. Notice of this Motion will be provided to (i) the U.S. Trustee and (ii) all parties that have filed a notice of appearance pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested herein, THQI submits that no other or further notice is necessary.

WHEREFORE, the THQI respectfully requests that the Court enter a Final Decree, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and such other and further relief as is just and appropriate under the circumstances.

Dated: January 14, 2021
Wilmington, Delaware

/s/ Jaime Luton Chapman
Michael R. Nestor (Bar No. 3526)
M. Blake Cleary (Bar No. 3614)
Jaime Luton Chapman (No. 4936)
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-and-

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Counsel to THQ Inc.

EXHIBIT A

Proposed Final Decree

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

-----	X	
In re:	:	Chapter 11
	:	
THQ INC.,	:	Case No. 12-13398 (MFW)
	:	
Debtor. ¹	:	RE: Docket No. ____
-----	X	

**ORDER AND FINAL DECREE (I) CLOSING THE CHAPTER 11 CASE
OF THQ INC.; (II) AUTHORIZING THE DONATION OF REMAINING
FUNDS TO CHARITY; (III) TERMINATING CLAIMS AND NOTICING
SERVICES; AND (IV) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² of THQ Inc. (“THQI”) for entry of an order and final decree (this “Final Decree”) (i) closing the Closing Case, (ii) authorizing the donation of certain remaining funds to charity, (iii) terminating the Claims and Noticing Services of KCC, and (iv) granting related relief; and this Court finding that (a) this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012, (b) this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and (c) notice of the Motion was due and proper under the circumstances; and it appearing that the relief requested in the Motion is in the best interest of THQI, its estate, and its creditors; and after due deliberation, and good and sufficient cause appearing therefor:

IT IS HEREBY ORDERED, ADJUDGED and DECREED that:

1. The Motion is GRANTED as set forth herein.

¹ The Debtor in this proceeding, along with the last four digits of its taxpayer identification number, is THQ Inc. (1686). The Debtor’s current mailing address is c/o FTI Consulting, 350 South Grand Avenue, Suite 3000, Los Angeles, CA 90071.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

2. The above-captioned chapter 11 case (the “Closing Case”) is hereby closed, effective as of the entry of this Final Decree.

3. The entry of this Final Decree is without prejudice to the rights of any party to seek to reopen the Closing Case pursuant to section 350(b) of the Bankruptcy Code, Bankruptcy Rule 5010, or any other applicable law.

4. THQI shall, on or before 30 days after entry of this Final Decree (i) file with this Court and provide to the U.S. Trustee all outstanding post-confirmation reports and (ii) pay all fees due and payable pursuant to 28 U.S.C. § 1930(a)(6). Entry of this Final Decree is without prejudice to the rights of the U.S. Trustee to reopen the Closing Case to seek appropriate relief in the event of an unresolved dispute over the payment of fees pursuant to 28 U.S.C. § 1930 or post-confirmation reports.

5. The Clerk of the Court shall enter this Final Decree on the docket of the above captioned case, and thereafter, the docket shall be marked as “Closed.”

6. THQI and the Stock Trustee are authorized to (i) contribute or cause KCC to contribute the amount of any Excess Operating Reserve, not to exceed \$25,000, plus any Revested Assets, including the Unclaimed Final Distributions, if any, to a charity described in section 501(c)(3) of the Internal Revenue Code that funds cancer treatment or cancer research, (ii) close all bank accounts and file final tax returns, (iii) destroy the books and records of the Debtors, the Stock Trust, and the Litigation Trust, and (iv) dissolve THQI and take all steps necessary to effectuate such dissolution.

7. Upon completion of the foregoing actions the Stock Trust and the Litigation Trust shall be deemed to be dissolved, cancelled, and terminated without the need for any additional actions by the Stock Trustee or the Litigation Trustee to implement such

dissolution, cancellation and termination, provided that if the Stock Trustee or the Litigation Trustee conclude in its sole discretion that further action should be taken to implement such dissolution, cancellation, or termination the Stock Trustee and Litigation Trustee are authorized to take any such action.

8. As of the date of this Final Decree, the Stock Trustee and the Litigation Trustee shall have no further obligations to the Debtors, their estates, any beneficiaries of either the Stock Trust or the Litigation Trust, or any other party in interest, except as to the matters and actions identified herein.

9. The Claims and Noticing Services provided by KCC are terminated in accordance with the Motion upon the completion of the services listed in paragraph 10 below. Thereafter, KCC shall have no further obligations to this Court, the Debtors, their estates, or any other party in interest with respect to the Claims and Noticing Services.

10. Pursuant to Local Rule 2002-1(f)(ix), within 28 days of the entry of this Final Decree, KCC shall: (i) forward to the Clerk of the Court an electronic version of all imaged proofs of claim; (ii) upload the creditor mailing list into CM/ECF; and (iii) file a final claims register containing claims asserted in all of the Debtors' chapter 11 cases on the docket of the Closing Case.

11. If KCC receives any mail regarding the Debtors or the Debtors' estates after entry of this Final Decree, KCC shall collect and forward such mail to THQI as soon as is practicable.

12. Pursuant to Sections 6.15, 8.20, and 11.01 of the Plan, the Stock Trustee, and the Litigation Trustee, together with their respective employees, agents, consultants, trustees, and professionals, including, but not limited to, the Debtors' employees, agents, consultants,

officers, trustees, and professionals, shall not be liable for any act taken, or not taken, in the exercise and performance of any of their respective power and duties conferred upon them by the Plan, the Confirmation Order, the Trust Agreements, or applicable law, except in the event of willful misconduct or gross negligence as determined by a court of competent jurisdiction. Absent willful misconduct, intentional misconduct, gross negligence, or fraud in connection therewith, no party in interest shall have a cause of action against the Stock Trustee or the Litigation Trustee, or their respective employees, agents, consultants, trustees, and professionals, including, but not limited to, the Debtors' employees, agents, consultants, officers, trustees, and professionals, and such parties shall be deemed released.

13. THQI is authorized and empowered, and may in its discretion and without further delay, take any action to perform any act necessary to implement and effectuate the terms of this Final Decree.

14. Notwithstanding anything to the contrary, the terms and conditions of this Final Decree shall be immediately effective and enforceable upon its entry.

15. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Final Decree.

EXHIBIT B

Verified Final Report

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

-----X
In re: : Chapter 11
: :
THQ INC., : Case No. 12-13398 (MFW)
: :
Debtor.¹ : Substantively Consolidated
: :
: :
-----X

VERIFIED FINAL REPORT

I, Edward L. Kaufman, President of THQ Inc. (“THQI”), do hereby declare that:

1. To the best of my knowledge, information and belief, the following is a breakdown of the payments made to professionals in the chapter 11 cases (the “Chapter 11 Cases”)² of THQI and its affiliated debtors:

<u>Type of Payment</u>	<u>Amount of Payment</u> ³
1. Attorneys for Debtor – Fees	
(i) Gibson, Dunn & Crutcher, LLP	\$3,668,065.75
(ii) Young Conaway Stargatt & Taylor, LLP	\$749,765.00
(iii) Edwards Wildman Palmer LLP	\$117,651.75
2. Attorneys for Debtor – Expenses	
(i) Gibson, Dunn & Crutcher, LLP	\$61,196.24
(ii) Young Conaway Stargatt & Taylor, LLP	\$6,868.31
(iii) Edwards Wildman Palmer LLP	\$844.97
3. Other Professionals for Debtor – Fees	
(i) Centerview Partners LLC	\$2,375,000.00

¹ The Debtor in this proceeding, along with the last four digits of its taxpayer identification number, is THQ Inc. (1686). The Debtor’s current mailing address is c/o FTI Consulting, 350 South Grand Avenue, Suite 3000, Los Angeles, CA 90071.

² On September 18, 2013, the Court entered an Order closing the chapter 11 cases of THQ Digital Studios Phoenix, Inc. (12-13399), THQ Wireless, Inc. (12-13400), Volition, Inc. (12-13401) and Vigil Games, Inc. (12-13402) [D.I. 1179].

³ The amounts listed herein are the amounts requested by the relevant professionals on account of final fees and expenses for services rendered and expenses incurred during the period from December 19, 2012 (the “Petition Date”) through and including the effective date of the Plan.

	(ii)	FTI Consulting, Inc.	\$2,042,629.50
	(iii)	Kurtzman Carson Consultants, LLC	\$43,762.95
4.		Other Professionals for Debtor – Expenses	
	(i)	Centerview Partners LLC	\$16,868.10
	(ii)	FTI Consulting, Inc.	\$45,797.05
	(iii)	Kurtzman Carson Consultants, LLC	\$0.00
5.		Attorneys for Committee – Fees	
	(i)	Andrews Kurth LLP	\$1,209,845.50
	(ii)	Landis Rath & Cobb LLP	\$221,973.00
6.		Attorneys for Committee – Expenses	
	(i)	Andrews Kurth LLP	\$27,049.52
	(ii)	Landis Rath & Cobb LLP	\$7,675.38
7.		Attorneys for Ad Hoc Committee of Convertible Noteholders – Fees	
	(i)	Andrews Kurth LLP	\$142,089.00
8.		Attorneys for Ad Hoc Committee of Convertible Noteholders – Expenses	
	(i)	Andrews Kurth LLP	\$0.00
9.		Other Professionals for Committee – Fees	
	(i)	Houlihan Lokey Capital, Inc.	\$3,613,035.50
10.		Other Professionals for Committee – Expenses	
	(i)	Houlihan Lokey Capital, Inc.	\$28,595.92

2. No trustee or examiner was appointed in the Chapter 11 Cases. As a result, no fees were incurred for a trustee or professionals to any trustee.

3. On or before thirty (30) days after entry of a Final Decree pursuant to Bankruptcy Rule 3022, THQI will pay any and all fees remaining that are due and payable to 28 U.S.C. § 1930(a)(6).

4. There are no pending adversary proceedings or contested matters in the Chapter 11 Case of THQI.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information and belief.

Executed on January 14, 2021

/s/ Edward L. Kaufman
Edward L. Kaufman, President
THQ Inc.