

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

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 In re: : Chapter 11
 :
 THQ INC., *et al.*, : Case No. 12-13398 (MFW)
 :
 Debtors.¹ : Jointly Administered
 :
 : **RE: Docket No. 289**
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**ORDER AUTHORIZING THE DEBTORS
TO REJECT CERTAIN UNEXPIRED LEASES OF PERSONAL PROPERTY**

Upon the Motion² of THQ Inc. (“**THQI**”) and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”) in the above-captioned cases for entry of an order, pursuant to sections 105(a) and 365(a) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 6006 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), authorizing the Debtors to reject certain unexpired leases along with the associated service contracts set forth in **Exhibit 1** attached hereto (collectively, the “**Leases**”) effective as of January 31, 2013 (the “**Rejection Date**”); 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;

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.

and the Court having reviewed the Motion and determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interests of the Debtors and their estates and creditors; 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. The Motion is GRANTED, as set forth herein.
2. Pursuant to 11 U.S.C. § 365(a), the Debtors' rejection of the Leases identified on **Exhibit 1** attached hereto is hereby approved.
3. The Leases indicated on Exhibit 1, hereto, are deemed rejected pursuant to 11 U.S.C. § 365(a), effective as of the Rejection Date.
4. Nothing herein shall prejudice the rights of the Debtors to argue that any claim for damages arising from the rejection of the Leases is limited to the remedies available under any applicable termination provision of such rejected Lease.
5. Furthermore, the Debtors do not waive any claims that they may have against the counterparties to the Leases, whether or not such claims arise under, are related to the rejection of, or are independent of the Leases.
6. Notwithstanding the relief granted herein, any actions taken hereunder, or any failure to act, nothing contained herein shall constitute, nor is it intended to constitute, an assumption of any lease or contract under section 365 of the Bankruptcy Code or the waiver by the Debtors of any of their rights pursuant to any agreement by operation of law or otherwise.
7. This Order shall be binding on the Debtors and all counterparties to the Leases.

8. The counterparties to the Leases shall have until the later of (i) the date fixed by this Court pursuant to Bankruptcy Rule 3003(c)(3) to file any and all claims for damages arising from the rejection of the Rejected Leases or (ii) within 30-days of notice of entry of the Order.


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

10. Notwithstanding anything to the contrary in this Order, any payment made or to be made under this Order, and any authorization contained in this Order, shall be subject to the requirements imposed on the Debtors under any Order(s) of this Court approving the Debtors' debtor-in-possession financing facility and use of cash collateral and any budget in connection therewith.

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

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

Dated: Feb 19, 2013
Wilmington, Delaware



Mary F. Walrath
United States Bankruptcy Judge

EXHIBIT 1
REJECTED LEASES

Rejected Leases					
	Lease Counterparty	Address	Lease/Agreement Number	Model Numbers of Copiers Associated with Lease	Serial Numbers of Copiers Associated with Lease
1.	GE Capital	P.O. Box 650073 Dallas, TX 75265 P.O. Box 530970 Dallas, TX 75265	2616968	MP9001 MP5001SP MP5001SP MP4001SP MP4001SP	12080850 12152724 12080703 12152548 12152723
	IKON Financial Services	P.O. Box 9115 Macon, GA 31208-9115			
	Ricoh USA, Inc.	P.O. Box 650073 Dallas, TX 75265 1738 Bass Road Macon, GA 31210			
	IKON Office Solutions, Inc.	70 Valley Stream Pkwy Malvern, PA 19355 P.O. Box 31001-0850 Pasadena, CA 91110-0850			
2.	GE Capital	P.O. Box 650073 Dallas, TX 75265 P.O. Box 530970 Dallas, TX 75265	1020544	MPC6501	12255670

	<p>IKON Financial Services</p>	<p>P.O. Box 9115 Macon, GA 31208-9115</p> <p>P.O. Box 650073 Dallas, TX 75265</p> <p>1738 Bass Road Macon, GA 31210</p> <p>70 Valley Stream Pkwy Malvern, PA 19355</p> <p>P.O. Box 31001-0850 Pasadena, CA 91110-0850</p>			
<p>3.</p>	<p>Canon Financial Services, Inc. and Canon Business Solutions, Inc.</p>	<p>14904 Collections Center Dr. Chicago, IL 60693</p> <p>4 Ohio Drive Lake Success, NY 11042</p>	<p>S0047647</p>	<p>ADV5051</p>	<p>HJY51486</p>