

**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.<sup>1</sup> : Jointly Administered  
 : RE: Docket Nos. 12, 42, 97, and 116  
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**FINAL ORDER (I) AUTHORIZING THE DEBTORS TO PAY CERTAIN  
PREPETITION CLAIMS OF CRITICAL VENDORS AND (II) AUTHORIZING  
AND DIRECTING BANKS AND OTHER FINANCIAL INSTITUTIONS  
TO HONOR AND PROCESS RELATED CHECKS AND TRANSFERS**

Upon the motion (the “**Motion**”)<sup>2</sup> of the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”) for entry of a final order (this “**Final Order**”) authorizing the Debtors to pay Critical Vendor Claims in the ordinary course of business; and upon the Farrell First Day Declaration; and the Court having found that 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; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); 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 the Debtors’ estates, their creditors, and

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<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); Volition, Inc. (4944); THQ Digital Studios Phoenix, Inc. (1056); THQ Wireless Inc. (7991); and Vigil Games, Inc. (8651). The Debtors’ principal offices are located at 29903 Agoura Road, Agoura Hills, CA 91301.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

other parties in interest; and the Court having found that the Debtors provided appropriate notice of the Motion and the opportunity for a hearing on the Motion under the circumstances; and the Court having reviewed the Motion and having heard 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 all objections to the relief requested in the Motion having been overruled or otherwise resolved; 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. The Debtors are authorized, but not directed, in the exercise of their reasonable business judgment, to pay Critical Vendor Claims to the Critical Vendors in an amount not to exceed \$4.5 million, inclusive of amounts paid pursuant to the Interim Order, upon such terms and in the manner provided in this Final Order and in the Motion.
3. The Debtors are authorized, in their sole discretion, to pay the Critical Vendor Claims of Critical Vendors upon such terms and in the manner provided in the Motion and this Final Order, in the ordinary course of business, when due, and not on an accelerated basis, provided, however, that any Critical Vendor that accepts payment pursuant to the authority granted in this order agrees to supply goods and services to the Debtors postpetition on Customary Trade Terms or on other such favorable terms as are acceptable to the Debtors.
4. Any Critical Vendor that accepts payment from the Debtors on account of all or a portion of a prepetition claim pursuant to this Final Order shall be deemed to (a) agree to the terms and provisions of this order and (b) have waived, to the extent so paid, any and all

prepetition claims, of any type, kind, or priority (including any reclamation claim), against the Debtors, their assets, and properties.

5. In accordance with this Final Order and any other order of this Court, each of the financial institutions at which the Debtors maintain their accounts relating to the prepetition or postpetition obligations the Debtors are authorized to pay pursuant to this Final Order is authorized to honor checks presented for payment and all fund transfer requests made by the Debtors related to such obligations to the extent that sufficient funds are on deposit in such accounts.

6. The Debtors are authorized to issue postpetition checks or to make additional electronic payment requests with respect to payment of the Critical Vendor Claims in the event prepetition checks or electronic payment requests are dishonored or rejected.

7. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied.

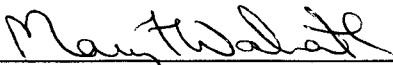
8. Notice of the Motion as provided therein shall be deemed good and sufficient and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

9. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final Order shall be immediately effective and enforceable upon its entry.

10. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Final Order in accordance with the Motion.

Dated: Wilmington, Delaware

January 11, 2013

  
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Mary F. Walrath  
United States Bankruptcy Judge