

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 No. 292**  
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**ORDER AUTHORIZING DEBTORS TO ENTER INTO  
A SETTLEMENT AGREEMENT WITH CERTAIN TERMINATED EMPLOYEES**

Upon the Motion<sup>2</sup> of THQ Inc. and its affiliated debtors and debtors in possession in the above-captioned cases (collectively, the “**Debtors**”), seeking entry of an order, pursuant to section 105(a) of the Bankruptcy Code and Bankruptcy Rule 9019, authorizing the Debtors to enter into that certain Settlement Agreement and Release of Claims (the “**Agreement**”) with certain Employees, all as more fully set forth in the Motion; 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 Agreement and the relief requested in the Motion are in the best interests of the Debtors, their creditors and estates, and 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

<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); 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.

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

determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:**

1. The Motion is GRANTED in its entirety.
2. The Agreement, attached as **Exhibit B** (for California employees) and **Exhibit C** (for Texas employees) to the Motion, is approved pursuant to sections 105(a) and, to the extent applicable, 363(b) of the Bankruptcy Code and Bankruptcy Rule 9019(a), and, to the extent required by the Agreement, the Debtors are authorized to execute, deliver, implement and fully perform any and all obligations, instruments, documents and papers and to take any and all actions reasonably necessary or appropriate to consummate the Agreement and perform any and all obligations contemplated therein.
3. In accordance with section 503(c)(2) of the Bankruptcy Code, any payment to an insider (as that term is defined in the Bankruptcy Code) pursuant to a Severance Settlement shall not be greater than 10 times the amount of the mean severance pay given to nonmanagement employees during the calendar year in which the payment is made.
4. The automatic stay of section 362(a)(7) of the Bankruptcy Code in these Chapter 11 Cases is hereby modified to the extent necessary to permit the implementation of the terms of the Agreement.
5. This Order and the Agreement shall be binding upon the Debtors, each Employee who signs the Agreement, any trustees appointed in these proceedings, any trustees appointed in any subsequent proceedings under the Bankruptcy Code relating to the Debtors, and all other parties-in-interest.
6. Nothing in the Motion or the requested relief (including any actions taken or payments made by the Debtors pursuant to the requested relief) shall (a) be construed as a request for authority to assume or reject any executory contract under section 365 of the Bankruptcy Code; (b) waive, affect, or

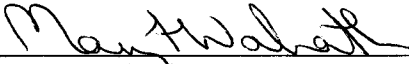
impair any of the Debtors' rights, claims, or defenses including, but not limited to, any defense to any claim submitted by any Employee that does not accept the Settlements and claims and defenses arising from sections 365, 502(b)(7), 1113 and 1114 of the Bankruptcy Code, among others, other applicable law, and any agreement; (c) grant any additional rights to any third party; or (d) be enforceable by any third party.

7. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion.

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

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

Dated: Feb. 19, 2013  
Wilmington, Delaware

  
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Mary F. Walrath  
United States Bankruptcy Judge