

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 Nos. 288 and 365
 -----X

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

Upon consideration of the motion (the "Motion")² of the above-captioned debtors and debtors in possession (the "Debtors") for entry of an order, pursuant to sections 105, 363(b) and 554(a) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the "Bankruptcy Code") and Rules 2002, 6004 and 9014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"); and due and sufficient notice of the Motion having been given; and it appearing that no other or further notice need be provided; and it appearing that the relief requested by this Motion is in the best interests of the Debtors, their estates and creditors and other parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted.

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); 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.

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

2. The Debtors are authorized to sell the Miscellaneous Assets in accordance with the following procedures (the "Sale Procedures"):

- a. If the consideration to be received by the Debtors³ from a purchaser of Miscellaneous Assets is \$100,000 or less⁴ on a per-transaction basis:
 - i. The Debtors will file with the Court a notice of such Proposed Sale (a "Sale Notice") and serve the Sale Notice by overnight, facsimile or hand delivery on the following parties: (i) the U.S. Trustee; (ii) all known parties holding or asserting liens, claims, encumbrances or other interests in the Miscellaneous Assets, which are the subject of the Proposed Sale and their respective counsel, if known; and (iii) counsel to the Creditors' Committee and any other statutory committee appointed in the Debtors' chapter 11 cases (collectively, the "Notice Parties").
 - ii. The Sale Notice, to the extent that the Debtors have such information, will include: (i) a description of the Miscellaneous Assets which are the subject of the Proposed Sale; (ii) the location of the Miscellaneous Assets; (iii) the economic terms of the Proposed Sale; (iv) the identity of any non-debtor party to the Proposed Sale and specify whether that party is an "affiliate" or "insider" as those terms are defined under section 101 of the Bankruptcy Code; and (v) the identity of the party, if any, holding liens, claims, encumbrances or other interests in the Miscellaneous Assets.
 - iii. The Notice Parties will have five (5) business days after the Sale Notice is filed and served to object to a Proposed Sale and to file such objection with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801 and to serve such objection by overnight or hand delivery on the Notice Parties and counsel to the Debtors (the "Sale Objection Deadline").
 - iv. In the absence of an objection on or before the Sale Objection Deadline or by consent of the Notice Parties, the Debtors may

³ For purposes of these Sale Procedures, consideration received by the Debtors shall refer to the Debtors' estimate of the net proceeds of any sale transaction.

⁴ Asset sales where the sale consideration to be received by the Debtors from a purchaser of Miscellaneous Assets, on a per-transaction basis, exceeds \$100,000 are not covered by this Motion. Approval of such sales will be sought by separate motion after notice and a hearing. Alternatively, the Debtors reserve the right to seek, by separate motion, modification of any order authorizing the procedures described herein to increase the amounts authorized or to otherwise modify the authorized procedures.

immediately consummate such Proposed Sale upon entry of an order submitted under certification of counsel in accordance with these Sale Procedures.

- v. If an objection to a Proposed Sale is timely filed and served by the Sale Objection Deadline, the Debtors will not proceed with the Proposed Sale unless (i) the objection is withdrawn or otherwise resolved, or (ii) this Court overrules such objection at the next regularly scheduled omnibus hearing that is at least five (5) business days after service of the objection upon counsel to the Debtors, or at the next hearing that is agreed to by the objecting party and the Debtors.
- vi. All buyers will acquire the Miscellaneous Assets sold by the Debtors pursuant to these Sale Procedures on an "AS IS, WHERE IS" basis without any representations or warranties from the Debtors as to the quality or fitness of such assets for either their intended use or any other purposes; provided, however, that buyers will take title to the Miscellaneous Assets free and clear of liens, claims, encumbrances and other interests pursuant to section 363(f) of the Bankruptcy Code, with all such liens, claims, encumbrances and other interests, if any, to attach to the proceeds of the sale of the Miscellaneous Assets.

3. Pursuant to section 363(f) of the Bankruptcy Code, any sale of Miscellaneous Assets pursuant to this Order will be free and clear of all liens, claims and encumbrances whatsoever with any such liens, claims and encumbrances to attach to the proceeds of the sale.

4. If the Debtors are unable to sell certain Miscellaneous Assets, and determine in their business judgment that it is in the best interests of the Debtors, their estates and creditor to abandon such Miscellaneous Assets, the Debtors shall be authorized, but not required, pursuant to section 554 of the Bankruptcy Code to abandon these Miscellaneous Assets in accordance with the following procedures (the "Abandonment Procedures"):

- a. The Debtors shall provide written notice by overnight, facsimile, or hand delivery to the Notice Parties, which notice shall include (a) a list of assets being abandoned and (b) a statement of the Debtors' attempts to sell the Miscellaneous Assets.

- b. The Notice Parties will have five (5) business days thereafter to object to such proposed abandonment by filing an objection with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801 and serving such objection by overnight or hand delivery on the other Notice Parties and counsel to the Debtors (the "Abandonment Objection Deadline").
- c. In the absence of an objection on or before the Abandonment Objection Deadline, the Debtors may abandon the Miscellaneous Assets without further notice or hearing and such abandonment will be deemed fully authorized by the Court. If an objection to a Proposed Abandonment is timely filed and served by the Abandonment Objection Deadline, the Debtors will not proceed with the Proposed Abandonment unless (i) the objection is withdrawn or otherwise resolved or (ii) this Court overrules such objection at the next regularly scheduled omnibus hearing that is at least five (5) business days after service of the objection upon counsel to the Debtors, or at the next omnibus hearing that is agreed to by the objecting party and the Debtors.

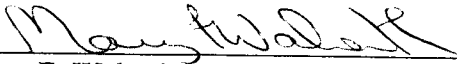
5. Notwithstanding anything to the contrary herein, neither (a) any software licensed to the Debtors from Oracle America, Inc. (or any of its predecessors-in-interests) ("Oracle"), nor (b) any agreements between one or more of the Debtors and Oracle, shall be transferred, sold, or assigned to any purchaser pursuant to the procedures set forth herein, absent a further Order of this Court or agreement by Oracle. Further, to the extent that any computers or other electronic data processing equipment, which embodies or contains any Oracle software, are transferred or sold to any purchaser or abandoned by the Debtors, pursuant to the procedures set forth herein, then such Oracle software shall be scrubbed or removed from such equipment prior to any such transfer or abandonment of equipment.

6. The provision in Bankruptcy Rule 6004(h) staying an order authorizing the use, sale, or lease of property until the expiration of fourteen (14) days after entry of the order is hereby waived in respect of the sale of any Miscellaneous Assets made in accordance with this Order.

7. ~~7.15~~ This Order shall be immediately effective and enforceable upon its entry.

8. This Court shall retain jurisdiction over interpretation and implementation of this Order.

Dated: Wilmington, Delaware
February 19, 2013



Mary F. Walrath
United States Bankruptcy Judge