

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

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In re: : Chapter 11
  
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THQ INC., *et al.*, : Case No. 12-13398 (MFW)
  
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Debtors.<sup>1</sup> : Jointly Administered
  
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: RE: Docket Nos. 343, 356, and 366
  
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**ORDER AUTHORIZING THE DEBTORS' (I) ENTRY INTO THE  
CONSULTING AGREEMENT AND (II) RETENTION OF  
GREAT AMERICAN, LLC AS LIQUIDATING CONSULTANT**

Upon the *Debtors' Motion Pursuant to Sections 105 and 363 of the Bankruptcy Code, Bankruptcy Rules 2002 and 6004, and Local Rules 2002-1 and 6004-1, Requesting Entry of an Order Authorizing the Sale of the Miscellaneous Assets Located at the Debtors' Corporate Headquarters Pursuant to an Auction Free and Clear of All Liens, Claims, and Encumbrances Pursuant to the Sale Procedures (the "Motion");*<sup>2</sup> and upon the Declaration and Supplemental Declaration of Disinterestedness of Great American, LLC [D.I. 356 and 366]; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Motion and the requested relief being a core proceeding the Court can determine pursuant to 28 U.S.C. § 157(b)(2); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice under the circumstances of the Motion having been provided; and it appearing that no other or further notice need be

<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> Any capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

provided; and the relief requested in the Motion and granted herein being in the best interests of the Debtors, their estates, and their creditors; and the Debtors having exercised their option under Section 2.8 of the Consulting Agreement to terminate the sale of the HQ Assets pursuant to the Consulting Agreement on or before February 15, 2013; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings before the Court and after due deliberation and sufficient cause appearing therefor, it is ORDERED that:

1. The relief requested in the Motion is hereby granted to the extent set forth herein.
2. The Debtors are authorized to (i) enter into the Consulting Agreement, substantially in the form attached to the Motion as Exhibit A, and (ii) retain and employ Great American Group, LLC (the “**Consultant**”), pursuant to sections 327 and 328 of the Bankruptcy Code, in accordance with the Consulting Agreement.
3. The Debtors may reimburse the Consultant for expenses associated with its efforts related to the sale of the HQ Assets, in an amount not to exceed \$7,500, as set forth in section 2.8 of the Consulting Agreement (the “**Sale Expenses**”). The Consultant shall be reimbursed for the Sale Expenses by the Debtors in accordance with the terms of the Consulting Agreement pursuant to the standards set forth in section 328(a) of the Bankruptcy Code, without further order of the Court. Within thirty (30) days of the entry of this Order, the Consultant shall file a statement of the Sale Expenses for which the Debtors are responsible for paying under the Consulting Agreement pursuant to Section 2.8 of the Consulting Agreement.
4. This Order shall be immediately effective and enforceable upon its entry.

5. The Court retains 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