

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

In re: THQ INC. , a Delaware corporation, Debtor. ¹	Chapter 11 Case No. 12-13398 (MFW)
In re: VOLITION, INC. , a Delaware corporation, Debtor.	Chapter 11 Case No. 12-13399 (MFW)
In re: THQ DIGITAL STUDIOS PHOENIX, INC. , an Arizona corporation, Debtor.	Chapter 11 Case No. 12-13400 (MFW)
In re: THQ WIRELESS INC. , a Delaware corporation, Debtor.	Chapter 11 Case No. 12-13401 (MFW)
In re: VIGIL GAMES, INC. , a Texas corporation, Debtor.	Chapter 11 Case No. 12-13402 (MFW) RE: Docket No. 3

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.

ORDER DIRECTING JOINT ADMINISTRATION OF RELATED CHAPTER 11 CASES

Upon consideration of the motion (the “**Motion**”)² of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**” and each, a “**Debtor**”) for entry of an order authorizing the joint administration of the Chapter 11 Cases for procedural purposes only; 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; and a hearing having been held to consider the relief requested in the Motion; and upon the record of the hearing and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, their creditors and all other parties in interest; and 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 above-captioned cases are consolidated for procedural purposes only and shall be administered jointly under the case of THQ Inc., Case No. 12-13398 (MFW).
3. All pleadings filed in the Debtors’ Chapter 11 Cases shall bear a consolidated caption in the following form:

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

UNITED STATES BANKRUPTCY COURT
FOR THE 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.¹ : Jointly Administered

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FN1: 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.

4. All original pleadings shall be captioned as indicated in Exhibit B to the Motion and all original docket entries shall be made in the case of THQ Inc., Case No. 12-13398 (MFW), and

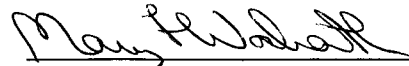
5. The Clerk of this Court shall make a docket entry in each of Debtors’ Chapter 11 Cases (except that of THQ Inc.) substantially as follows:

An order has been entered in this case directing the joint administration for procedural purposes only of the chapter 11 cases of THQ Inc., Volition, Inc., THQ Digital Studios Phoenix, Inc., THQ Wireless Inc., and Vigil Games, Inc., and all subsequently filed chapter 11 cases of such debtors’ affiliates. The docket in the chapter 11 case of THQ Inc., Case No. 12-13398 (MFW), should be consulted for all matters concerning this case.

6. The Clerk of the Court shall maintain a single pleadings docket and file under the case number assigned to THQ Inc., which shall be the pleadings docket and file for all the Chapter 11 Cases.

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

Dated: December 20, 2012
Wilmington, Delaware



Mary F. Walrath
United States Bankruptcy Judge