

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

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|---------------------------|--------|-------------------------|
| | -----X | |
| In re: | : | Chapter 11 |
| | : | |
| THQ INC., <i>et al.</i> , | : | Case No. 12-13398 (MFW) |
| | : | |
| Debtors. ¹ | : | Jointly Administered |
| | : | |
| | : | RE: Docket No. 5 |
| | -----X | |

ORDER AUTHORIZING (A) CONTINUED USE OF CASH MANAGEMENT SYSTEM; (B) MAINTENANCE OF EXISTING BANK ACCOUNTS; (C) CONTINUED USE OF EXISTING BUSINESS FORMS; (D) CONTINUED PERFORMANCE OF INTERCOMPANY TRANSACTIONS IN THE ORDINARY COURSE OF BUSINESS; AND (E) LIMITED WAIVER OF SECTION 345(b) DEPOSIT AND INVESTMENT REQUIREMENTS

Upon the Motion² of THQ Inc. and its affiliated debtors and debtors in possession in the above-captioned cases (collectively, the “**Debtors**”), for entry of an order, pursuant to sections 105, 345, 363, 1107(a), and 1108 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 2015-2 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), authorizing (a) continued use of their cash management system (as described below in more detail, the “**Cash Management System**”), (b) maintenance of existing bank accounts, (c) continued use of existing business forms, (d) continued performance of intercompany transactions in the ordinary course of business; and (e) limited waiver of section 345(b) of the Bankruptcy Code deposit and investment requirements; and it appearing that this Court has jurisdiction over this matter

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); 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.

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

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 Debtors are authorized to maintain and use the Cash Management System as described in the Motion.
3. The Debtors are authorized to: (a) continue to use, with the same account numbers, the Bank Accounts in existence on the Petition Date, including, without limitation, those accounts identified on **Exhibit B** to the Motion; (b) treat the Bank Accounts for all purposes as accounts of the Debtors as debtors in possession; and (c) use, in their present form, all Business Forms without reference to their status as debtors in possession.
4. Except as otherwise provided in this Order, the Banks are authorized to continue to service and administer the Bank Accounts as accounts of the Debtors as debtors in possession,

without interruption and in the ordinary course, and to receive, process, honor, and pay any and all checks, drafts, wires, and automated clearing house transfers issued and drawn on the Bank Accounts after the Petition Date by the holders or makers thereof, as the case may be.

5. The Banks are authorized to debit the Debtors' accounts in the ordinary course of business without need for further order of the Court on account of: (a) all checks drawn on the Debtors' accounts that are cashed at such Banks' counters or exchanged for cashier's checks by the payees thereof prior to the Petition Date; (b) all checks or other items deposited in one of the Debtors' accounts with such Banks prior to the Petition Date that have been dishonored or returned unpaid for any reason, together with any fees and costs in connection therewith, to the same extent the Debtors were responsible for such items prior to the Petition Date; and (c) all undisputed prepetition amounts outstanding as of the date hereof, if any, owed to any Bank as service charges for the maintenance of the Cash Management System.

6. Notwithstanding any other provision of this Order, no Bank that honors a prepetition check or other item drawn on any account that is the subject of this Order (a) at the direction of the Debtors, (b) in good faith belief that the Court has authorized such prepetition check or item to be honored, or (c) as the result of an innocent mistake made despite implementation of reasonable item handling procedures, shall be deemed to be liable to the Debtors or their estates or otherwise in violation of this Order.

7. Except as otherwise provided in this Order or in a separate order of the Court, the Banks shall not honor or pay any bank payments drawn on the listed Bank Accounts or otherwise issued prior to the Petition Date.

8. The Banks are authorized to charge, and the Debtors are authorized to pay, honor, or allow the Bank Fees, and charge back returned items to the Bank Accounts in the ordinary course of business.

9. The Banks are authorized to pay obligations in accordance with this or any separate order of the Court.

10. For all Banks at which the Debtors hold Bank Accounts that are party to a Uniform Depository Agreement with the U.S. Trustee, within fifteen (15) days of the date of entry of this Order, the Debtors shall (a) contact such Bank, (b) provide the Bank with each of the Debtors' employer identification numbers, and (c) identify each of their Bank Accounts held at such Banks as being held by a debtor in possession in a bankruptcy case. For banks that are not party to a Uniform Depository Agreement with the U.S. Trustee, the Debtors shall use their good-faith efforts to cause the bank to execute a Uniform Depository agreement in a form prescribed by the U.S. Trustee within forty-five (45) days of the date of entry of this Order

11. The Debtors are authorized, but not directed, to open any new Bank Accounts or close any existing Bank Accounts as they may deem necessary and appropriate in their sole discretion or as required by any debtor in possession financing agreement approved by the Court; *provided, however*, that the Debtors give prompt notice to the U.S. Trustee and any statutory committee appointed in the Chapter 11 Cases and that the bank is a party to a Uniform Depository Agreement with the U.S. Trustee.

12. The Debtors are authorized to use their existing Business Forms provided that the Debtors use of existing check stock will be labeled with "Debtor in Possession," the bankruptcy case number and a new postpetition sequence of numbers.

13. The Debtors are authorized to continue performing Intercompany Transactions in the ordinary course of business and to honor and pay obligations in connection with the Intercompany Transactions, *provided, however*, that cash payments on account of prepetition intercompany obligations shall not exceed \$50,000.

14. The Debtors shall maintain accurate records of all Intercompany Transactions such that all postpetition transfers and transactions shall be adequately and promptly documented in, and readily ascertainable from, their books and records.

15. All intercompany obligations owed by a Debtor to another Debtor or a non-Debtor affiliate shall be accorded administrative priority status of the kind specified in section 503(b) of the Bankruptcy Code to the extent such obligations arise after the Petition Date.

16. The Debtors' time to comply with section 345(b) of the Bankruptcy Code is hereby extended pursuant to Local Rule 2015-2(b) for a period of thirty (30) days, without prejudice to their right to seek a further waiver.

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

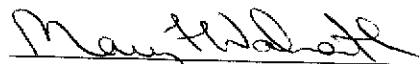
18. Bankruptcy Rule 6003(b) has been satisfied.

19. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such motion and the requirements of Bankruptcy Rule 6004(a).

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

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

Dated: December 20, 2012
Wilmington, Delaware



Mary F. Walrath
United States Bankruptcy Judge

EXHIBIT B
LIST OF BANK ACCOUNTS

Bank Accounts

| Bank | Address | Account Holder | Account Description | Account Number |
|------------|--|-------------------|---|-----------------------|
| Union Bank | Commercial Customer Service 1980 Saturn Street Monterey Park, CA 91755 | THQ Inc. | Settlement Account | xxxxxxx1629 |
| Union Bank | Same above address. | THQ Inc. | Collection Account (General Receipts) | xxxxxxx4710 |
| Union Bank | Same above address. | THQ Inc. | Collection Account (Valusoft Receipts) | xxxxxxx8775 |
| Union Bank | Same above address. | THQ Wireless Inc. | Collection Account (Wireless Receipts) | xxxxxxx8589 |
| Union Bank | Same above address. | THQ Inc. | Collection Account (Online Gaming Receipts) | xxxxxxx1092 |
| Union Bank | Same above address. | THQ Inc. | Vendor Checking Account | xxxxxxx9337 |
| Union Bank | Same above address. | THQ Inc. | Payroll Account | xxxxxxx4729 |
| Union Bank | Same above address. | THQ Inc. | Flex Spending Account | xxxxxxx6098 |
| Union Bank | Same above address. | THQ Inc. | Money Market Account | xxxxxxx0215 (dormant) |
| Union Bank | Same above address. | THQ Inc. | Video Production Vendor Checking Account | xxxxxxx0320 |

| Bank | Address | Account Holder | Account Description | Account Number |
|-----------------------------|---|----------------|--|-----------------|
| UBS Financial Services Inc. | One North Wacker Drive 25th, 26th & 35th Floor Chicago, IL 60606-2807 | THQ Inc. | UBS Investment Account | x4463 (dormant) |
| Bank of America, N.A. | P.O. Box 25118 Tampa, FL 33622 | THQ Inc. | <i>Account in process of being closed.</i> | xxxxxxxx4876 |
| JP Morgan Chase Bank, N.A. | 2029 Century Park East 39th Floor Los Angeles, CA 90067 | THQ Inc. | Yuke's Investment Account | xxxxx1006 |

EXHIBIT C
CASH MANAGEMENT DIAGRAM

**THQ
Cash Management System
North America**

