

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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: Chapter 11
In re: :
: Case No. 12 - 13389 (MFW)
THQ INC., et al., :
: Jointly Administered
Debtors.1 :
: Bid Procedures Objection Deadline: Jan. 2, 2013 at 4:00 p.m. (ET)
: Bid Procedures Hearing Date: Jan. 4, 2013 at 10:30 a.m. (ET)
: Sale Objection Deadline: TBD
: Sale Hearing Date: TBD
: RE: Docket Nos. 19 and 20
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NOTICE OF MOTION

TO: (A) THE OFFICE OF THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE; (B) THE DEBTORS' FORTY (40) LARGEST UNSECURED CREDITORS ON A CONSOLIDATED BASIS, AS IDENTIFIED IN THEIR CHAPTER 11 PETITIONS; (C) COUNSEL TO WELLS FARGO CAPITAL FINANCE, LLC; (D) COUNSEL TO THE AD HOC COMMITTEE OF DEBTORS' PREPETITION UNSECURED NOTEHOLDERS; (E) COUNSEL TO CLEARLAKE CAPITAL GROUP, L.P., THE PROPOSED "STALKING HORSE" PURCHASER; AND (F) ALL PARTIES ENTITLED TO NOTICE UNDER LOCAL RULE 2002-1(B).

PLEASE TAKE NOTICE that on December 19, 2012, THQ Inc. ("THQI") along with its affiliated debtors and debtors in possession (collectively, the "Debtors"), filed the Motion of Debtors for Entry of (I) an Order (A) Authorizing and Approving Bid Procedures in Connection With the Sale of Substantially All of the Debtors' Assets, (B) Authorizing and Approving Stalking Horse Protections, (C) Authorizing and Approving Procedures Related to the Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection With the Sale, (D) Scheduling Auction and Sale Approval Hearing, (E) Approving the Form and Manner of the Notice of the Sale Hearing, and (F) Granting Certain Related Relief, and (II) an Order (A) Approving the Sale of Substantially All of the Debtors Assets, (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection With the Sale, and (C) Granting Certain Related Relief (the "Motion") [Docket No. 19] (the "Motion"). You were previously served with a copy of the Motion. A copy of the Motion can be obtained by contacting the proposed undersigned counsel to the Debtors via email or at the below address (Attn: Michelle Smith, msmith@ycst.com).

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.



**PLEASE TAKE FURTHER NOTICE** that responses, if any, to the relief requested in the Motion with respect to the Bid Procedures, must be filed with the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801 on or before **January 2, 2013 at 4:00 P.M. (ET)** (the “**Bid Procedures Objection Deadline**”). At the same time, you must serve a copy of your response upon the undersigned counsel.

**PLEASE TAKE FURTHER NOTICE** that a hearing with respect to the proposed Bid Procedures Order (the “**Bid Procedures Hearing**”) will be held on **January 4, 2013 at 10:30 a.m. (ET)** before the Honorable Mary F. Walrath, in the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 5th floor, Courtroom No. 4, Wilmington, Delaware 19801.

**PLEASE TAKE FURTHER NOTICE** that the Court has not yet scheduled a date for the Sale Hearing, at which time the Debtors will seek entry of the Sale Order. At a later date, you will receive a notice of the date of the Sale Hearing and the deadline by which parties must file and serve objections to entry of the Sale Order.

**PLEASE TAKE FURTHER NOTICE** that if you fail to in accordance with this notice, the court may enter the proposed Bid Procedures Order without further notice or a hearing.

Dated: December 20, 2012  
Wilmington, Delaware

/s/ Jaime Luton Chapman  
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M. Blake Cleary (Bar No. 3614)  
Jaime Luton Chapman (No. 4936)  
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*Proposed Counsel to the Debtors  
and Debtors in Possession*