

B 10 Modified (Official Form 10) (12/12)

UNITED STATES BANKRUPTCY COURT FOR DISTRICT OF DELAWARE		PROOF OF CLAIM
<p style="text-align: center;">Indicate Debtor against which you assert a claim by checking the appropriate box below. (Check only one Debtor per claim form.)</p> <p> <input checked="" type="checkbox"/> THQ Inc. (Case No. 12-13398) <input type="checkbox"/> THQ Wireless, Inc. (Case No. 12-13400) <input type="checkbox"/> Vigil Games, Inc. (Case No. 12-13402) <input type="checkbox"/> THQ Digital Studios Phoenix, Inc. (Case No. 12-13399) <input type="checkbox"/> Volition, Inc. (Case No. 12-13401) </p>		
<p>NOTE: This form should not be used to make a claim for an administrative expense (other than a claim asserted under 11 U.S.C. § 503(b)(9)) arising after the commencement of the case. A "request" for payment of an administrative expense (other than a claim asserted under 11 U.S.C. § 503(b)(9)) may be filed pursuant to 11 U.S.C. § 503.</p>		
Name of Creditor (the person or other entity to whom the debtor owes money or property): 5TH CELL MEDIA LLC		<input type="checkbox"/> Check this box if this claim amends a previously filed claim. Court Claim Number: _____ (If known) Filed on: _____
Name and address where notices should be sent: NameID: 11198371 5TH CELL MEDIA LLC 1120 112th AVENUE, SUITE 300 BELLEVUE, WA 98004 Telephone number: 425 443 8103 email: brett@5thcell.com		
Name and address where payment should be sent (if different from above): Telephone number: _____ email: _____		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars. 5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount. <input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries, or commissions (up to \$11,725*) earned within 180 days before the case was filed or the debtor's business ceased, whichever is earlier - 11 U.S.C. §507 (a)(4). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. §507 (a)(5). <input type="checkbox"/> Up to \$2,600* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. §507 (a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. §507 (a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. §507 (a)().
1. Amount of Claim as of Date Case Filed: \$ <u>828.51</u> If all or part of the claim is secured, complete item 4. If all or part of the claim is entitled to priority, complete item 5. <input type="checkbox"/> Check this box if the claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes interest or charges.		
2. Basis for Claim: CONTINGENT COMPENSATION OWED ON PRODUCTS DISTRIBUTED BY DEBTOR THAT WERE DEVELOPED BY CREDITOR (See instruction #2)		
3. Last four digits of any number by which creditor identifies debtor: <u>N/A</u>	3a. Debtor may have scheduled account as: _____ (See instruction #3a)	3b. Uniform Claim Identifier (optional): _____ (See instruction #3b)
4. Secured Claim (See instruction #4) Check the appropriate box if the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: Value of Property: \$ _____ Annual Interest Rate _____ % <input type="checkbox"/> Fixed <input type="checkbox"/> Variable (when case was filed) Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any: \$ _____ Basis for perfection: _____ Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____		
6. Claim Pursuant to 11 U.S.C. § 503(b)(9): Indicate the amount of your claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim. \$ _____ (See instruction #6)		
7. Credits. The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #7)		
8. Documents: Attached are redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, security agreements, or, in the case of a claim based on an open-end or revolving consumer credit agreement, a statement providing the information required by FRBP 3001(c)(3)(A). If the claim is secured, box 4 has been completed, and redacted copies of documents providing evidence of perfection of a security interest are attached. (See instruction 8, and the definition of "redacted".) DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain:		
9. Signature: (See instruction #9) Check the appropriate box. <input type="checkbox"/> I am the creditor. <input checked="" type="checkbox"/> I am the creditor's authorized agent. <input type="checkbox"/> I am the trustee, or the debtor, or their authorized agent. <input type="checkbox"/> I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3004.) (See Bankruptcy Rule 3005.)		
I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief. Print Name: <u>BRETT CAIRD</u> Title: <u>PRODUCTION DIRECTOR/CEO</u> Company: <u>5TH CELL MEDIA</u> Address and telephone number (if different from notice address above): _____ _____ Telephone number: _____ Email: _____		
Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.		COURT USE ONLY RECEIVED MAR 29 2013 KURTZMAN CARSON CONSULTANTS





29903 Agoura Road
 Agoura Hills, CA 91301
 Telephone: 818-471-5000
 Fax: 818-471-7400
 Jenny Tsay
 jenny.tsay@thq.com
 Debtor in Possession
 Case No. 12-13398

THQ INC.
 CONTINGENT COMPENSATION STATEMENT
 QUARTER ENDED DECEMBER 18, 2012

5TH Cell Media LLC
 1120 112th Ave. NE
 Suite 300
 Bellevue, Washington 98004

DRAWN TO LIFE: THE NEXT CHAPTER NDS

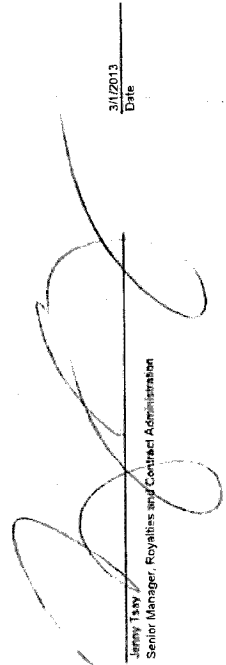
Net Sales Payable To Reach 1st Net Threshold (0.33 x Fee) = \$3,996,000
 Cumulative Net Sales Payable Needed To Reach 2nd Net Threshold (4.4 x Fee) = \$5,200,000

	CURRENT PERIOD						INCEPTION TO DATE					
	Gross Units	Net Units	Gross Sales	Return Dollars	Cost of Goods Sold	Other Allowable Deductions	Net Sales	Contingent Compensation Rate	Contingent Compensation Earned	Net Units	Net Sales	Contingent Compensation Earned
Drawn to Life The Next Chapter - NDS												
Sales Up To 1st Net Sales Threshold	0	0	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	30.03%	\$0.00	254,963	\$3,955,687.12	\$1,187,892.87
Revenue Sharing Up To 1st Net Sales Threshold	0	0	0.00	0.00	0.00	0.00	0.00	30.03%	0.00	11,328	40,315.67	12,106.80
Sales After 1st Net Sales Threshold	0	0	0.00	0.00	0.00	0.00	0.00	15.00%	0.00	86,170	1,284,006.16	192,600.92
Revenue Sharing After 2nd Net Sales Threshold	3,252	3,244	35,154.26	(326.05)	(29,807.33)	63.83	4,990.71	17.00%	848.42	413,010	2,375,659.71	505,862.01
Grand Total	3,252	3,244	35,154.26	(326.05)	(29,807.33)	63.83	4,990.71	17.00%	848.42	767,471	8,287,080.51	1,903,802.52
Drawn to Life The Next Chapter - NDS Total												
Grand Total	3,252	3,244	35,154.26	(326.05)	(29,807.33)	63.83	4,990.71	17.00%	848.42	767,471	8,287,080.51	1,903,802.52

Current Period Summary		Inception to Date Summary	
Contingent Compensation Earned	\$848.42	Contingent Compensation Earned	\$1,903,802.52
Reserves Withheld	\$0.00	Reserves Withheld	(\$246,233.73)
Reserves Liquidated	\$0.00	Reserves Liquidated	\$246,233.73
Development Fees Paid (Drawn to Life-2 NDS)	\$0.00	Development Fees Paid (Drawn to Life-2 NDS)	(\$1,200,000.00)
Prior Period Payments	(\$19.91)	Prior Period Payments	(\$689,480.63)
Prior Period Balance	\$0.00	Prior Period Balance	(\$10,162.16)
Bottom Line Adjustment(s) to Payment Due	\$0.00	Bottom Line Adjustment(s) to Payment Due	(\$1,321.29)
4Q11 Partial Overpaid Balance Applied from Drawn to Life Collection, NDS	\$0.00	4Q11 Partial Overpaid Balance Applied from Drawn to Life Collection, NDS	(\$1,321.29)
2012 Overpaid Balance Applied from Drawn to Life Collection, NDS and Drawn to Life: Spongebob Squarepants Edition, NDS	\$0.00	2012 Overpaid Balance Applied from Drawn to Life Collection, NDS and Drawn to Life: Spongebob Squarepants Edition, NDS	\$628.51
Contingent Compensation Due	\$828.51	Contingent Compensation Due	\$828.51

For statement presentation purposes, the Net Threshold of 3.33 times Development Fee is represented as an effective recoupment rate of 30.03% (1/3.33 = 30.03%)

This report is based on our books and records and is to the best of my knowledge true, correct and complete for the period stated


 Jenny Tsay
 Senior Manager, Royalties and Contract Administration
 3/1/2013
 Date