

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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 In re: : Chapter 11
 :
 THQ INC., *et al.*, : Case No. 12-13398 (MFW)
 :
 Debtors.¹ : Jointly Administered
 :
 : Objection Deadline: N/A
 : Hearing Date: N/A
 :
 : RE: Docket No. 18
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**MOTION FOR AN ORDER SHORTENING THE TIME FOR
 NOTICE OF DEBTORS’ MOTION FOR ORDER APPROVING THE
DEBTORS’ NON-INSIDER KEY EMPLOYEE RETENTION PLAN**

On December 19, 2012 (the “**Petition Date**”), the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) filed the *Debtors’ Motion for Order Approving the Debtors’ Non-Insider Key Employee Retention Plan* [D.I. 18] (the “**KERP Motion**”). The Debtors hereby move (the “**Motion to Shorten**”) this Court, pursuant to Rule 9006-1(e) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), for the entry of an order shortening the time for notice of the hearing to consider the KERP Motion so that the matter may be heard on January 4, 2013 at 10:30 a.m (ET) with objections due on January 2, 2013 by 4:00 p.m. (ET).

1. Rule 2002 of the Federal Rules of Bankruptcy Procedure requires twenty (21) days’ notice prior to the hearing date for motions involving the use of estate property. See Fed. R. Bankr. P. 2002(a)(2). Pursuant to Local Rule 9006-1(e), however, such period may be

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.



shortened by order of the Court upon written motion specifying the exigencies supporting shortened notice.

2. The Debtors submit that there is sufficient cause to justify shortening the notice period for the hearing on approval of the relief requested in the KERP Motion. As more particularly set forth in the KERP Motion, the Debtors believe that the implementation of the relief requested in the KERP Motion will accomplish a sound business purpose and aid the Debtors' sale efforts. Based upon their own experience and their evaluation of other alternatives in conjunction with their professional advisors, the Debtors have determined that the measures proposed in the KERP Motion will achieve their intended purpose of retaining their valuable employees and focusing them on the goal of a successful sale process and maximizing the going concern value of the Debtors' businesses and assets.

3. In addition, affected parties will have received adequate notice of the KERP Motion. Under regular notice, the parties would have had until January 2, 2013 to file and serve any objections, which is the same date the Debtors are proposing in this Motion to Shorten to have set as the objection deadline.

4. Moreover, the Court has scheduled a hearing on January 4, 2013 at 10:30 a.m. (ET) to consider approval of the proposed bid procedures in connection with the sale of substantially all of the Debtors' assets, as well as approval of certain pleadings filed on the Petition Date. Therefore, it will be convenient and economical to have the KERP Motion heard on this previously scheduled date.

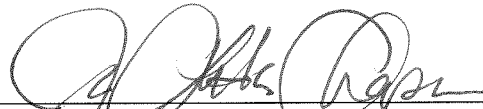
5. Notice of the KERP Motion has been provided by overnight mail, hand deliver, or facsimile on: (a) the Office of the United States Trustee for the District of Delaware; (b) the Debtors' forty (40) largest unsecured creditors on a consolidated basis, as identified in their chapter 11 petitions; (d) counsel for Wells Fargo Capital Finance, LLC; (d) counsel to the

ad hoc committee of the Debtors' prepetition unsecured noteholders; and (e) counsel to Clearlake Capital Group, L.P., the proposed "stalking horse" purchaser.

6. Accordingly, the Debtors request that a hearing (the "**Hearing**") on the relief requested in the KERP Motion be scheduled for January 4, 2013 at 10:30 a.m. (ET), and that objections to the relief requested in the KERP Motion be filed and served upon undersigned counsel no later than 4:00 p.m. (ET) on January 2, 2013 (the "**Proposed Objection Deadline**") with the Proposed Objection Deadline for any statutorily appointed committee being extended to January 4, 2013 at 10:30 a.m. (ET), the time requested for the Hearing on the KERP Motion.

WHEREFORE, the Debtors respectfully request that the Court enter an Order granting the relief requested herein and such other and further relief as is just and proper.

Dated: December 21, 2012.
Wilmington, Delaware



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*Proposed Counsel to the Debtors
and Debtors in Possession*

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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: RE: Docket Nos. 18 and ____
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**ORDER SHORTENING THE TIME FOR NOTICE OF
MOTION FOR AN ORDER AUTHORIZING THE DEBTORS TO
IMPLEMENT THEIR PROPOSED KEY EMPLOYEE RETENTION PLAN**

Upon consideration of the motion (the “**Motion to Shorten**”)² of the above-captioned debtors and debtors in possession (the “**Debtors**”) for entry of an order providing that the applicable notice period for the relief requested in the *Debtors’ Motion for Order Approving the Debtors’ Non-Insider Key Employee Retention Plan* [D.I. 18] (the “**KERP Motion**”) be shortened pursuant to Local Rule 9006-1(e); and the Court having determined that granting the relief requested in the Motion to Shorten is appropriate; and it appearing that due and adequate notice of the Motion to Shorten has been given, and that no other or further notice need be given; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion to Shorten is granted.
2. The KERP Motion shall be heard on January 4, 2013 at 10:30 a.m. (ET)

(the “**Hearing**”), and objections to the relief requested in the KERP Motion shall be filed and served no later than 4:00 p.m. (ET) on January 2, 2013 (the “**Objection Deadline**”); provided,

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² Capitalized terms not defined herein shall have the meanings given to them in the Motion to Shorten.

however, that the Objection Deadline is extended to at the Hearing for any statutorily appointed committee.

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

Dated: Wilmington, Delaware
December ____, 2012

Mary F. Walrath
United States Bankruptcy Judge