

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

In re:

THQ, INC., *et al.*,
Debtors.¹

Chapter 11

Case No. 12-13398 (MFW)

(Jointly Administered)

Hearing Date: January 4, 2013 at 10:30 a.m. ET

Objection Deadline: January 4, 2013 at 10:30 a.m. ET

Ref. Nos. 12 and 42

**OBJECTION TO DEBTORS' MOTION FOR FINAL ORDER (I) AUTHORIZING
THE DEBTORS TO PAY CERTAIN PREPETITION CLAIMS OF CRITICAL
VENDORS AND (II) AUTHORIZING AND DIRECTING BANKS AND
OTHER FINANCIAL INSTITUTIONS TO HONOR AND PROCESS
RELATED CHECKS AND TRANSFERS**

The Official Committee of Unsecured Creditors, which was appointed on January 3, 2013 (the "Committee")² of THQ Inc. and its affiliated debtors (collectively, the "Debtors"), for its Objection to Debtors' Motion For Final Order (I) Authorizing the Debtors to Pay Certain Pre-Petition Claims of Critical Vendors and (II) Authorizing and Directing Banks and Other Financial Institutions to Honor and Process Related Checks and Transfers [Docket No. 12] (the "Vendor Motion"), respectfully represents:

1. In the Vendor Motion, the Debtors seek a final order from this Court approving the payment by the Debtors of up to \$6 million to certain so-called "critical" vendors (inclusive of payments, in amounts not to exceed \$4 million, made by the Debtors pursuant to this Court's Interim Order, dated December 20, 2012 [Docket No. 42]). The Debtors have also concurrently proposed to sell all or substantially all of their assets to Clearlake Capital Group, L.P. for a

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor's taxpayer identification number are as follows: (i) THQ, Inc. (1686); (ii) THQ Digital Studios Phoenix, Inc. (1056); (iii) THQ Wireless, Inc. (7991); (iv) Volition, Inc. (4944) and (v) Vigil Games, Inc. (8651). The Debtors' principal offices are located at 29903 Agoura Road, Agoura Hills, CA 91301.

² The Committee is comprised of the following entities: Wilmington Trust, N.A.; World Wrestling Entertainment, Inc.; Mattel, Inc.; Viacom International Inc.; and Silverback Asset Management, LLC.



purchase price that would provide the Debtors' unsecured creditors with a recovery in the range of 1-3%, at most. The Debtors' request to pay certain vendors up to \$6 million on account of their pre-petition unsecured claims is therefore of the utmost importance to the Committee and to the Debtors' unsecured creditors.

2. The Committee was formed on January 3, 2013, less than twenty-four (24) hours prior to the scheduled hearing on the Vendor Motion. As a consequence, the Committee has not had the opportunity to fully analyze the relief sought in the Vendor Motion. In fact, at this time, the Committee does not know which vendors the Debtors propose to pay pursuant to the Vendor Motion or the amounts any particular vendors stand to receive thereunder. The Committee respectfully requests that this Court adjourn the hearing on the Vendor Motion for a period of not less than seven (7) days to allow the Committee to comprehensively analyze the Vendor Motion and determine whether the relief sought therein by the Debtors is reasonable and appropriate.

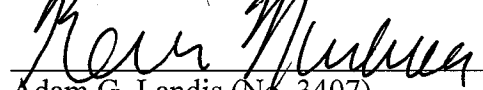
3. If this Court determines not to adjourn the Vendor Motion to such date, the Committee believes that this Court should deny the Vendor Motion because, among other things, the Debtors have not provided sufficient information for the Committee and parties in interest to determine whether payment of the so-called "critical" vendors' claims is justified under the circumstances.

[REMAINDER OF PAGE LEFT BLANK INTENTIONALLY]

WHEREFORE, the Committee respectfully requests that the Court (i) deny the Vendor Motion, and (ii) grant such other and further relief as may be just and proper.

Dated: January 3, 2013

LANDIS RATH & COBB LLP



Adam G. Landis (No. 3407)

Kerri K. Mumford (No. 4186)

J. Landon Ellis (No. 4852)

919 Market Street, Suite 1800

Wilmington, Delaware 19801

Telephone: (302) 467-4400

Facsimile: (302) 467-4450

Email: landis@lrclaw.com

mumford@lrclaw.com

ellis@lrclaw.com

-and-

Paul N. Silverstein

Jonathan I. Levine

Jeremy B. Reckmeyer

ANDREWS KURTH LLP

450 Lexington Avenue

New York, New York 10017

Telephone: (212) 850-2800

Facsimile: (212) 850-2929

Email: paulsilverstein@andrewskurth.com

jonathanlevine@andrewskurth.com

jeremyreckmeyer@andrewskurth.com