

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.<sup>1</sup> : Jointly Administered  
 :  
 : **RE: Docket No. 288**  
 -----X **Objection Deadline: February 20, 2013 at 4:00 p.m. (ET)**

**TO:** (I) THE U.S. TRUSTEE; (II) COUNSEL TO ALL KNOWN PARTIES HOLDING OR ASSERTING LIENS, CLAIMS, ENCUMBRANCES OR OTHER INTERESTS IN THE MISCELLANEOUS ASSETS, WHICH ARE THE SUBJECT OF THE PROPOSED SALE AND (III) COUNSEL TO THE CREDITORS' COMMITTEE (COLLECTIVELY, THE "NOTICE PARTIES")

**DEBTORS' NOTICE OF PROPOSED SALE OF MISCELLANEOUS ASSETS**

**PLEASE TAKE NOTICE** that on January 31, 2013, THQ Inc. ("THQI") along with its affiliated debtors and debtors in possession (collectively, the "Debtors") filed the *Debtors' Motion for an Order to Establish Procedures for the Sale or Abandonment of Certain Miscellaneous Assets Outside the Ordinary Course of Business Free and Clear of Liens, Claims, and Encumbrances* [D.I. 288] (the "Miscellaneous Asset Sale Motion").<sup>2</sup>

**PLEASE TAKE FURTHER NOTICE** that the Debtors hereby provide notice (the "Notice"), in accordance with the proposed Sale Procedures set forth in the Miscellaneous Asset Sale Motion, of the Debtors' proposed sale (the "Proposed Sale") of the Miscellaneous Assets set forth on Exhibit A attached hereto.<sup>3</sup>

<sup>1</sup> 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.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Miscellaneous Asset Sale Motion.

<sup>3</sup> The Proposed Sale will only be implemented if the Court approves the Miscellaneous Asset Sale Motion at, or before, the hearing on February 19, 2013.



**PLEASE TAKE FURTHER NOTICE** that in accordance with the proposed Sale Procedures, the Debtors provide the following information:

- (i) a description of the Miscellaneous Assets which are the subject of the Proposed Sale;

**See Exhibit A**

- (ii) the location of the Miscellaneous Assets;

**The Miscellaneous Assets are located in Austin, Texas.**

- (iii) the economic terms of the Proposed Sale;

**\$80,000**

- (iv) the identity of any non-debtor party to the Proposed Sale and specify whether that party is an “affiliate” or “insider” as those terms are defined under section 101 of the Bankruptcy Code;

**Crytek GmbH (not an affiliate or an insider)**

- (v) the identity of the party, if any, holding liens, claims, encumbrances or other interests in the Miscellaneous Assets.

**Wells Fargo Capital Finance, LLC and Clearlake Capital Partners III (Master), L.P.**

**PLEASE TAKE FURTHER NOTICE** that the Proposed Sale shall be free and clear of all liens, claims and encumbrances whatsoever with any such liens, claims and encumbrances to attach to the proceeds of the Proposed Sale.

**PLEASE TAKE FURTHER NOTICE** that pursuant to the proposed Sale Procedures, any objection to the Proposed Sale must be filed and served on or before **February 20, 2013 at 4:00 p.m. (ET)** (the “**Objection Deadline**”).

**PLEASE TAKE FURTHER NOTICE** that if no objection is filed and served on counsel to the Debtors by a Notice Party by the Objection Deadline, or if on or prior to the Objection Deadline, the Notice Parties consent to the Proposed Sale, then the Debtors are

authorized to immediately proceed with the Proposed Sale after an order approving the Proposed Sale submitted under certification of counsel is entered, provided, that a certification of counsel will not be filed until an order approving the Miscellaneous Asset Sale Motion has been entered.

Dated: February 12, 2013  
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Jaime Luton Chapman

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*Counsel to the Debtors and Debtors in Possession*

**EXHIBIT A**

**FURNITURE, FIXTURES**

RL-MHW Relate Std Mesh High Bk/Adj Arms  
Sum Chairs High Back (quantity: 7)  
Vigil - 11305 Four Points Dr. (Furniture)  
Cabinets for Sam Gage's office  
Sharp 50" TV (QTY 1) TAG 24806  
Conf Room Chairs  
Digital Playstation - Phones QTY1  
Refrigerator  
Samsung 23 (qty 10)  
16 Samsung 23" LCD TV  
Network Hardware for New Location  
Dell - 4 Post Rack and KVM  
48-Port Catalyst Switch  
Dell 4210 Rack & VKM Switch  
48 port GIG Blade for Vigil Games  
12 kVA Symmetra LX UPS System  
Sweetwater audio equip. (for new sound designer)  
Audio Equipment -Sweetwater quote (QTY 1)  
Sweetwater Quote 1564964 (QTY 1)  
Sweetwater Quote 1572919 (QTY 1)  
Sweetwater Audio Equipment  
Dell PrecisionT5500 Workstation (QTY 1)  
Dell Precision T5500 Machine (QTY 1)  
Dell PowerEdge R210 (Qty 1)  
Dell Precision T5500 QTY 5  
Network Storage System (QTY 2)  
Network Storage Syst (qty 1)  
Prepaid Service Hours  
Dell PowerEdge R410 qty 1 TAG 24805  
Dell Precision T5500 Workstation (QTY 1)  
Dell Precision T5500 Workstation (QTY 7)  
Insight Port Switch (Qty 1) TAG 24797  
Dell 4220 42U Server Rack TAG 24875  
T7500 Workstation & Graphic cards QTY 14  
HP Servers DL160 QTY 4 TAG 24877 to 24880  
Dell workstations T7500 TAG 24856 to 24870  
Dell PE R510 Server QTY 1 TAG 24876  
Dell Precision T7500 PCs Tag # 24893-94 & 24896-99  
PE R610 Performance Server QTY 1

NE O 2000E 2-LO5 SAS FH  
Dell Precision M6500  
Dell T7500  
PE R710 Server  
PE R610 - Dell Backup System Server  
Dell T7500 Workstation  
M6500 laptops  
Hardware Package Storage  
CISCO Equipment  
Dell T7500 Workstation (Q13) & Video Cards (Q13)  
PE R515 Chassis  
PowerVaultMD3620i  
Alienware  
Dell Mobile Precision Computer M6600 Qty 6  
PA Box Qty 1  
Dell Workstations (Q15) & Graphic Cards (Q15)  
Dell PwrEdg R710 Server  
Workstations (Qty9)  
Catalyst 4500 E-Series  
Dell Mobile Precision M6600 (Qty 5)  
Alienware Aurora ALX  
Dell Precision M6600 (Q3)  
DellT7500/P2011H & U2410 Monitors/GTX580 Q10ea  
NETGEAR ReadyNAS 4200 (qty1)  
(2) Dell: XPS 9000s i7-960  
(9) Dell Studio XPS 9000 i7-960  
(3) XPS 9000 i7-960  
(4) Studio XPS i7-960  
(2) Dell: XPS 9000  
(2) Dell XPS i7-960  
Servers for the new build system (qty 2)  
Dell T7500,20" Monitor,24" Monitors,GTX 580(Q10ea)  
1 Dell Studio XPS 9000 i7-980 Extreme  
M6600 (Qty 3)  
Auto-uploading system  
Dell PowerEdge R515  
Wacom Cintiq 21UX Graphics Tablet  
Wacom Cintiq 21 w/grip pen  
Wacom Cintiq 21 Monitor w/pen  
Cisco Catalyst 4500 Chassis  
Wacom Cintiq 21 NR  
Wacom Cintiq 21UX Monitor w/ Grip Pen  
Wacom Cintiq 21UX Monitor W/Pen

Apple MacBook Pro  
Canon image i PF8300  
Dell PowerEdge R710 Rack Mount Server  
Dell PowerEdge R710 Rack Mount Server  
Dell PowerEdge R710 Rack Mount Server  
Dell PowerEdge R710 Rack Mount Server  
Dev CAT-DEV W/ DRC,CAT-R Disc Reader,Writer  
PTHDXCore - Avid PRo Tools HDX System (q1)  
PTNativeCore - Avid HD Native Core (q1)

**COMPUTER HARDWARE**

Blade for Sisco switch-Calence quote(QTY 1)  
Adobe photoshop license QTY 25  
VTune Amplifier - code optimization QTY 1  
Photoshop CLP5.0 Level3 Qty 23  
VSPHERE ESSL PLUSVMWARE  
Autodesk 3ds Max 2012 Qty7  
JIRA, GreenHopper, Fisheye 100 Users