

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**
 :
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**MOTION FOR AN ORDER SHORTENING THE TIME FOR
NOTICE OF DEBTORS’ MOTION PURSUANT TO SECTIONS 105 AND 363
OF THE BANKRUPTCY CODE, BANKRUPTCY RULES 2002 AND 6004,
AND LOCAL RULES 2002-1 AND 6004-1, REQUESTING ENTRY OF AN
ORDER AUTHORIZING THE SALE OF THE MISCELLANEOUS ASSETS
LOCATED AT THE DEBTORS’ CORPORATE HEADQUARTERS PURSUANT
TO AN AUCTION FREE AND CLEAR OF ALL LIENS, CLAIMS, AND
ENCUMBRANCES PURSUANT TO THE SALE PROCEDURES**

On February 12, 2013, the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) filed the *Debtors’ Motion Pursuant to Sections 105 and 363 of the Bankruptcy Code, Bankruptcy Rules 2002 and 6004, and Local Rules 2002-1 and 6004-1, Requesting Entry of an Order Authorizing the Sale of the Miscellaneous Assets Located at the Debtors’ Corporate Headquarters Pursuant to an Auction Free and Clear of All Liens, Claims, and Encumbrances Pursuant to the Sale Procedures* (the “**Sale Motion**”).² 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

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.

² Capitalized terms not defined herein shall have the meanings ascribed to them in the Sale Motion.



hearing (the “**Hearing**”) to consider the Sale Motion so that the matter may be heard on February 19, 2013 at 9:30 a.m. (ET) with objections due at the hearing.

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

3. As set forth in more detail in the Sale Motion, the Debtors seek entry of an order authorizing the Debtors’ sale of certain miscellaneous assets (the “**HQ Assets**”), including inventory, equipment and machinery, provided, however that the HQ Assets will not include personal computers currently being used by the Debtors or equipment leased from third parties, located at the Debtors’ corporate headquarters at 29903 Agoura Road, Agoura Hills, CA 91301 (“**Headquarters**”) free and clear of all liens, claims, and encumbrances pursuant to the sale procedures (the “**Sale Procedures**”) set forth therein.

4. On January 31, 2013, 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**”). The deadline to object to the relief requested in the Miscellaneous Asset Sale Motion was February 12, 2013 at 4:00 p.m. (ET). To date, no objection to the Miscellaneous Asset Sale Motion has been filed.

5. At the time of the filing of the Miscellaneous Asset Sale Motion, the Debtors anticipated negotiating an arrangement with the Landlord that would provide for the

transfer of the HQ Assets to the Landlord pursuant to the proposed miscellaneous assets sale procedures. The Debtors have been unable as of the filing of this Motion to Shorten to reach such an agreement or an agreement with the Landlord that would permit the Debtors to occupy a smaller portion of the premises covered by the Headquarters Lease. Despite diligent efforts, such a transaction has not yet materialized, but the Debtors continue negotiations with the Landlord. Consequently, the Debtors may need to vacate Headquarters by February 28, 2013 to allow the Debtors to reject the Headquarters Lease to avoid accrual of March rent in the event a consensual resolution with the Landlord cannot be reached.

6. Therefore, absent the relief requested herein or a consensual resolution with the Landlord, the Debtors will have to: (i) abandon the HQ Assets to allow the Debtors to vacate the premises and reject the Headquarters Lease by February 28, 2013 if needed; (ii) incur additional administrative expenses related to the Headquarters Lease of at least \$300,000; or (iii) incur significant expenses associated with relocating the HQ Assets to an alternative site for sale beyond February 28, 2013, which the Debtors believe would be cost prohibitive.

7. Accordingly, the Debtors submit that the relief sought in this Motion to Shorten is justified to allow the Debtors to capitalize on the value of the HQ Assets, vacate Headquarters by February 28, 2013, and eliminate the accrual of administrative expenses.

8. In addition, the Debtors have been in consultation with the Committee's professionals with regards to entry of an order approving the Sale Motion and this Motion to Shorten.

9. Notice of the Sale Motion has been provided by overnight mail, hand delivery, or email on: (i) the U.S. Trustee; (ii) counsel to the Official Committee of Unsecured Creditors; (iii) counsel to the DIP Lenders; and (iv) all parties that have requested or that are required to receive notice pursuant to Bankruptcy Rule 2002.

10. Accordingly, the Debtors request that a Hearing on the relief requested in the Sale Motion be scheduled for February 19, 2013 at 9:30 a.m. (ET), and that objections to the relief requested in the Sale Motion to be heard at the Hearing.

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: February 12, 2013
Wilmington, Delaware

/s/ Jaime Luton Chapman
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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
: RE: Docket No. ____
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ORDER SHORTENING THE TIME FOR NOTICE OF
DEBTORS' MOTION PURSUANT TO SECTIONS 105 AND 363 OF THE
BANKRUPTCY CODE, BANKRUPTCY RULES 2002 AND 6004, AND LOCAL
RULES 2002-1 AND 6004-1, REQUESTING ENTRY OF AN ORDER AUTHORIZING
THE SALE OF THE MISCELLANEOUS ASSETS AT THE DEBTORS' CORPORATE
HEADQUARTERS FREE AND CLEAR OF ALL LIENS, CLAIMS, AND
ENCUMBRANCES PURSUANT TO THE SALE PROCEDURES

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 Pursuant to Sections
105 and 363 of the Bankruptcy Code, Bankruptcy Rules 2002 and 6004, and Local Rules 2002-1
and 6004-1, Requesting Entry of an Order Authorizing the Sale of the Miscellaneous Assets at
the Debtors' Corporate Headquarters Free and Clear of All Liens, Claims, and Encumbrances
Pursuant to the Sale Procedures (the "Sale 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

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THQ Wireless Inc. (7991); and Vigil Games, Inc. (8651). The Debtors' principal offices are located at
29903 Agoura Road, Agoura Hills, CA 91301.

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

cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion to Shorten is granted.
2. The Sale Motion shall be heard on February 19, 2013 at 9:30 a.m. (ET) (the “**Hearing**”), and objections to the relief requested in the Sale Motion shall be heard at the Hearing (the “**Objection Deadline**”).
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
_____, 2013

Mary F. Walrath
United States Bankruptcy Judge