

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

UNITED STATES BANKRUPTCY COURT		District of Delaware	PROOF OF CLAIM
Name of Debtor: THQ INC., et al.		Case Number: 12-13398	<div style="font-size: 2em; font-weight: bold; margin-bottom: 5px;">RECEIVED</div> <div style="font-size: 1.5em; font-weight: bold; margin-bottom: 5px;">FEB 26 2013</div> <div style="font-size: 1.2em; font-weight: bold; margin-bottom: 5px;">KURTZMAN CARSON CONSULTANTS</div> <div style="font-size: 0.8em; font-weight: bold; margin-bottom: 5px;">COURT USE ONLY</div> <input type="checkbox"/> Check this box if this claim amends a previously filed claim. Court Claim Number: _____ (If known) Filed on: _____
NOTE: Do not use this form to make a claim for an administrative expense that arises after the bankruptcy filing. You may file a request for payment of an administrative expense according to 11 U.S.C. § 503.			
Name of Creditor (the person or other entity to whom the debtor owes money or property): Aaron Lenz			
Name and address where notices should be sent: Aaron Lenz 13342 Savanna Tustin, California 92782		Telephone number: (949) 214-6125 email: aaron.lenz@gmail.com	
Name and address where payment should be sent (if different from above):		Telephone number: email:	
1. Amount of Claim as of Date Case Filed: \$ <u>21,176.11</u>		<input checked="" type="checkbox"/> Date Stamped Copy Returned <input type="checkbox"/> No self addressed stamped envelope <input type="checkbox"/> No copy to return	
If all or part of the claim is secured, complete item 4.		<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.	
If all or part of the claim is entitled to priority, complete item 5.		2. Basis for Claim: <u>Pre-Petition Wages, Salary, and Accrued Vacation Time</u> (See instruction #2)	
3. Last four digits of any number by which creditor identifies debtor:	3a. Debtor may have scheduled account as: <u>SS#: xxx-xx-5882</u> (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.		Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any: \$ _____	
Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe:		Basis for perfection: _____	
Value of Property: \$ _____		Amount of Secured Claim: \$ _____	
Annual Interest Rate _____% <input type="checkbox"/> Fixed or <input type="checkbox"/> Variable (when case was filed)		Amount Unsecured: \$ _____	
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 checked="" 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).	Amount entitled to priority: \$ <u>4,302.14</u> * See attached Addendum
<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)().	
*Amounts are subject to adjustment on 4/1/13 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.			
6. Credits. The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #6)			



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7. 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. If the claim is secured by the debtor's principal residence, the Mortgage Proof of Claim Attachment is being filed with this claim. (See instruction #7, and the definition of "redacted")

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DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain:

8. Signature: (See instruction #8)

KURTZMAN CARSON CONSULTANTS

Check the appropriate box.

- I am the creditor.
- I am the creditor's authorized agent.
- I am the trustee, or the debtor, or their authorized agent. (See Bankruptcy Rule 3004.)
- I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3005.)

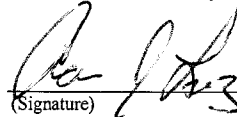
I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: Aaron Lenz

Title: _____

Company: _____

Address and telephone number (if different from notice address above): _____


(Signature)

02/21/2013
(Date)

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.

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, exceptions to these general rules may apply.

Items to be completed in Proof of Claim form

Court, Name of Debtor, and Case Number:

Fill in the federal judicial district in which the bankruptcy case was filed (for example, Central District of California), the debtor's full name, and the case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is at the top of the notice.

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on delivering health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if an interested party objects to the claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:

Report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

3b. Uniform Claim Identifier:

If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.

4. Secured Claim:

Check whether the claim is fully or partially secured. Skip this section if the

claim is entirely unsecured. (See Definitions.) If the claim is secured, check the box for the nature and value of property that secures the claim, attach copies of lien documentation, and state, as of the date of the bankruptcy filing, the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507 (a).

If any portion of the claim falls into any category shown, check the appropriate box(es) and state the amount entitled to priority. (See Definitions.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Credits:

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

7. Documents:

Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest and documents required by FRBP 3001(c) for claims based on an open-end or revolving consumer credit agreement or secured by a security interest in the debtor's principal residence. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

8. Date and Signature:

The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.

**ADDENDUM TO PROOF OF CLAIM OF
AARON LENZ
In re THQ Inc., Case No. 12-13398**

1. Amount Of Claim As Of Date Case Filed

As of the petition date, Aaron Lenz was owed \$21,176.11 in accrued vacation time and/or paid time off. Of this amount, \$4,302.14 accrued in the 180 days prior to the petition date, thereby giving Mr. Lenz a priority claim in the amount of \$4,302.14 and a total claim of \$21,176.11. The above numbers come directly from THQ itself. Attached hereto as Exhibit A is a letter dated February 5, 2013 from THQ to Mr. Lenz. The top of page 2 of the letter includes the above numbers.

Mr. Lenz's proof of claim only relates to "Prepetition PTO." It does not include any employment-related claim amounts (including any WARN claims) because Mr. Lenz has accepted or will accept the "Compensation and Benefits Agreement."

Mr. Lenz reserves the right to amend his proof of claim.

Please file this proof of
claim. With any questions,
please call 949-398-7504.
Thank you.

EXHIBIT A



February 5, 2013

Dear Aaron J Lenz:

Please see below for important updates from THQ:

- **Severance Agreement:** Attached is a Severance Agreement and General Release of all Claims, which offers two (2) independent voluntary settlements. The first offer provides for a cash payment equal to one month of base pay, plus THQ's cost for one month of the health and welfare plans in which you were enrolled (Section 2a). The second offer provides for a cash payment of 10% of your vacation ("PTO") accrued prior to the chapter 11 cases. You have already received payment of any PTO that accrued during the cases. These offers are purely voluntary. You may opt to accept neither offer (you need not return the form), only the one month severance offer (check the first box, which is under paragraph 2 and sign the line there), only the 10% PTO offer (check the second box, which is under paragraph 3 and sign the line there), or both offers (check both boxes and sign both lines). Both offers are subject to Bankruptcy Court approval, which we are requesting on February 19, 2013.
- Please read the enclosed agreement carefully and consult an attorney should you have any questions.
- The timing of any payment is dependent upon receipt of your signed Severance Agreement and the Court's approval of the Agreement and the offer contained therein. We hope to make payments pursuant to such Agreements in late February or early March. Please use the enclosed envelope to return your signed agreement to THQ.
- As you know, your THQ benefits coverage ended on January 31st. For those enrolled in Anthem, COBRA will be available only through the month of February. For those on Kaiser, COBRA will be available through March. Should you need continuation coverage beyond COBRA, please contact Anthem's Individual Services at 800-777-6000 or Kaiser at 800-464-4000.

Enclosed in the COBRA packet you received from Neovia is a HIPAA Certificate which you can use to enroll in your spouse's benefit plans. If you have any COBRA related questions, please contact Neovia at 800-549-1830 or via email at COBRA@neoviainsurance.com.

- If you accept both offers and the Bankruptcy Court approves the settlement offers you need not file a proof of claim in order to receive the payments under the offers. If you do not accept one or both of the offers or if the Bankruptcy Court does not approve the proposed offers, you should consider filing a proof of claim to protect your interests. For any claims you choose to submit, go to www.kccllc.net/thq

You may access a Proof of Claim Form and instructions for submitting it. The claim form should be sent to the following address:

THQ Claims Processing Center
c/o KCC
2335 Alaska Avenue
El Segundo, CA 90245

All claim forms will be reviewed by the estate and it may take months for claims to be adjudicated and paid.

For your information,

- Your most recent annual salary was \$112,985.00 and your most recent daily rate was \$434.56.
- The value of your pre-petition vacation accrued in the 180-days prior to the petition date is \$4,302.14.
- As of 12/18/12, your accrued unused vacation balance had a value of \$21,176.11.

Please note that there is a limit of \$11,725 on priority claims which applies to wages, benefits and cost reimbursements that were unpaid as of the petition date.

Example:

Employee A has a daily rate of \$250 and was an exempt employee. His vacation accrual in the 180-days pre-petition was \$1,250. As of the petition date, his accrued unused vacation balance had a value of \$5,000.

As of the petition date on December 19th, Employee A had 2 days of unpaid salary (December 17 and December 18th) since the payroll date of December 14th. These 2 days of salary is equal to \$500 and was paid post-petition on December 28th with the regular payroll.

Employee A also had an expense reimbursement of \$1,000 incurred pre-petition that didn't get paid until post-petition.

Employee A's priority claim would be limited to the lesser of 1) PTO accrued during the 180-days prepetition, which is \$1,250 or 2) \$11,725 - \$500 (pre-petition wages) - \$1,000 (expense reimbursement) = \$10,225. In this case, the priority claim would be for \$1,250. Any claim in excess of this amount would be a general unsecured claim. Employee A may have a general unsecured claim for \$3,750 = \$5,000 - \$1,250 in this case.

- 401k Plan: If you participated in the 401k plan and were not fully vested as of your termination date, please note that Fidelity is working on accelerating your vesting this week. By the end of this week, we expect your account to reflect 100% vesting as well as your terminated status. At that point, feel free to take a distribution or roll over your plan account balance to an IRA or another qualified plan by working directly with Fidelity at 800-835-5097. You can also access your account information at www.401k.com

If you have any questions, please contact Debbie Adelsberg at debbie.adelsberg@thq.com or Julia Hann at Julia.hann@thq.com