

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

UNITED STATES BANKRUPTCY COURT		PROOF OF CLAIM
Name of Debtor: THQ Inc.	Case Number: 12-13398 (MSW)	<p style="font-size: 24px; margin: 0;">RECEIVED</p> <p style="font-size: 24px; margin: 0;">APR 08 2013</p> <p style="font-weight: bold; margin: 0;">KURTZMAN CARSON CONSULTANTS</p>
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): Acquia Inc.		COURT USE ONLY
Name and address where notices should be sent: Care of Deborah E. Gray, Esq. Acquia Inc. 25 Corporate Drive, Burlington, MA 01803 Telephone number: (781) 313-8357 email: deborah.gray@acquia.com		<input type="checkbox"/> Check this box if this claim amends a previously filed claim. Court Claim Number: _____ <i>(If known)</i> Filed on: _____
Name and address where payment should be sent (if different from above): Telephone number: _____ email: _____		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars.
1. Amount of Claim as of Date Case Filed: \$ <u>205,349.56</u> If all or part of the claim is secured, complete item 4. If all or part of the claim is entitled to priority, complete item 5. <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.		<input checked="" type="checkbox"/> Date Stamped Copy Returned <input type="checkbox"/> No self addressed stamped envelope <input type="checkbox"/> No copy to return
2. Basis for Claim: <u>Servies Provided Pursuant to Contracts</u> (See instruction #2)		
3. Last four digits of any number by which creditor identifies debtor: 0 9 2 3	3a. Debtor may have scheduled account as: _____ (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. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: _____ Value of Property: \$ _____ Annual Interest Rate _____ % <input type="checkbox"/> Fixed or <input type="checkbox"/> Variable (when case was filed)		Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any: \$ _____ Basis for perfection: _____ Amount of Secured Claim: \$ _____ 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 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: \$ _____
<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)(____). \$ _____
<i>*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.</i>		
6. Credits. The amount of all payments on this claim has been credited for the purpose of me		



121339813040800000000043

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".)

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

If the documents are not available, please explain:

RECEIVED

APR 08 2013

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. I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3005.)
(See Bankruptcy Rule 3004.)

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: Deborah E. Gray
Title: General Counsel
Company: Acquia Inc.
Address and telephone number (if different from notice address above):

Deborah E. Gray 4/5/13
(Signature) (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.



Deborah E. Gray
Vice President, General Counsel
and Corporate Secretary
T 781-313-8357
F 781-238-8670
deborah.gray@acquia.com

April 5, 2013

VIA Overnight Mail

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

Re: THQ, Inc.: Case No. 12-13398 (MSW)

Dear Sir or Madam,

Enclosed please find a Proof of Claim on behalf of Acquia Inc in the above captioned matter. Please file the Proof of Claim, countersign the enclosed copy of this letter and return it to me in the enclosed self-addressed, stamped envelope.

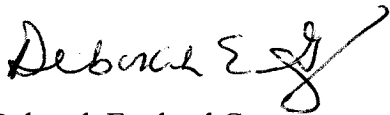
Acquia's pre-petition claims relate to the following contracts and services performed by Acquia for THQ thereunder prior to the petition filing date:

1. Master Services Agreement ("MSA") dated June 26, 2012 between Acquia and THQ Inc.
2. Amendment to the Enterprise Support Services Schedule dated November 16, 2012 between Acquia Inc. and THQ Inc. pursuant to which THQ upgraded its original Enterprise Support Subscription with us to an Elite Support Subscription. Under this Subscription, Acquia provides hosting and website support services to THQ. The 15 month subscription fee is \$178,300.00, however THQ received a credit of \$30,710.14 from its prior unused prepaid subscription fees for a net subscription fee of \$147,589.86. Per the contract terms, this subscription was payable by THQ in two payments, the first of which was due immediately following contract execution and the second one was due six months later. Acquia has not received any payment for this Subscription. I have deducted the administration claims from the total subscription amount. The net pre-petition claim is (based on a monthly pro-ration of the Subscription fees) is \$108,232.58. I am including copies of the invoices issued for this subscription service.

3. Statement of Work No. 1 dated September 7, 2012 to the MSA. This SOW covered the development of the THQ.com website. Of the total SOW amount (\$320,928.00), \$96,481.75 was for services performed and delivered by Acquia to THQ prior to the petition date, plus \$635.23 of incurred and approved expenses. I have included copies of the two invoices for this portion of the claim.

If you have any questions, please contact me. We thank you for your assistance in this matter.

Very truly yours



Deborah England Gray

Confirmation of Receipt of this Letter:

Print Name and Title:

Date: _____



INVOICE

Acquia, Inc.
FID: 26-0493001
25 Corporate Drive
Suite 400
Burlington, MA 01803
Phone: 781-238-8600 X 8023
acctsrec@acquia.com

Date of Invoice 11/17/2012	Invoice Number SI-2801
Invoice Due 12/17/2012	Customer Number C-000923

THQ Inc.
29903 Agoura Road
Agoura Hills, CA 91301
United States

Reference #:

Description	Amount
Hosting Hardware Payment 1	28,800.00
Hosting Support Payment 1	49,500.00
Hosting Support Credit 1 of 2	-10,743.06
Extension of Existing Hosting Hardware Payment 1	4,923.87
SSL Certificate Payment 1	64.12
TOTAL AMOUNT:	USD 72,544.93

To Pay by Wire Transfer:	To Pay by Check:
Silicon Valley Bank 3003 Tasman Drive Santa Clara, CA 95054 ABA: 121140399 Acct No: 3300565450 Swift Code: SVBKUS6S	Acquia, Inc. 25 Corporate Drive Suite 400 Burlington, MA 01803 Phone: 781-238-8600 X 8023

Not Paid

Elite

11/15/12 → 2/14/14

INVOICE

Acquia, Inc.
 FID: 26-0493001
 25 Corporate Drive
 Suite 400
 Burlington, MA 01803
 Phone: 781-238-8600 X 8023
 acctsrc@acquia.com

Date of Invoice 03/31/2013	Invoice Number SI-4263
Invoice Due 04/30/2013	Customer Number C-000923

THQ Inc.
 29903 Agoura Road
 Agoura Hills, CA 91301
 United States

Reference #:

Description	Amount
Hosting Hardware Payment 2	28,800.00
Hosting Support Payment 2	49,500.00
Hosting Support Credit 2 of 2	-10,743.06
Extension of Existing Hosting Hardware Payment 2	4,923.87
SSL Certificate Payment 2	64.12
TOTAL AMOUNT:	USD 72,544.93

To Pay by Wire Transfer:	To Pay by Check:
Silicon Valley Bank 3003 Tasman Drive Santa Clara, CA 95054 ABA: 121140399 Acct No: 3300565450 Swift Code: SVBKUS6S	Acquia, Inc. 25 Corporate Drive Suite 400 Burlington, MA 01803 Phone: 781-238-8600 X 8023

NOT PAID
 2nd inv.
 for Elite



INVOICE

Acquia, Inc.
FID: 26-0493001
25 Corporate Drive
Suite 400
Burlington, MA 01803
Phone: 781-238-8600 X 8023
acctsrec@acquia.com

Date of Invoice 11/17/2012	Invoice Number SI-2802
Invoice Due 12/17/2012	Customer Number C-000923

THQ Inc.
29903 Agoura Road
Agoura Hills, CA 91301
United States

Reference #:

Description	Amount
Hosting Set Up Fee	2,500.00
TOTAL AMOUNT:	USD 2,500.00

To Pay by Wire Transfer: Silicon Valley Bank 3003 Tasman Drive Santa Clara, CA 95054 ABA: 121140399 Acct No: 3300565450 Swift Code: SVBKUS6S	To Pay by Check: Acquia, Inc. 25 Corporate Drive Suite 400 Burlington, MA 01803 Phone: 781-238-8600 X 8023
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Not Paid
Elite

INVOICE

Acquia, Inc.
FID: 26-0493001
25 Corporate Drive
Suite 400
Burlington, MA 01803
Phone: 781-238-8600 X 8023
acctsrec@acquia.com

Date of Invoice 09/30/2012	Invoice Number SI-2398
Invoice Due 10/30/2012	Customer Number C-000923

THQ Inc.
29903 Agoura Road
Agoura Hills, CA 91301
United States

Reference #: 7000010509

Description	Amount
Summer Swigart Travel Expenses	635.23
TOTAL AMOUNT:	USD 635.23

To Pay by Wire Transfer:	To Pay by Check:
Silicon Valley Bank 3003 Tasman Drive Santa Clara, CA 95054 ABA: 121140399 Acct No: 3300565450 Swift Code: SVBKUS6S	Acquia, Inc. 25 Corporate Drive Suite 400 Burlington, MA 01803 Phone: 781-238-8600 X 8023

Not Paid

INVOICE

Acquia, Inc.
FID: 26-0493001
25 Corporate Drive
Suite 400
Burlington, MA 01803
Phone: 781-238-8600 X 8023
acctsrec@acquia.com

Date of Invoice 11/13/2012	Invoice Number SI-2699
Invoice Due 12/13/2012	Customer Number C-000923

THQ Inc.
29903 Agoura Road
Agoura Hills, CA 91301
United States

Reference #: 7000010510

Description	Amount
THQ.com Build - Completion of UX Design Phase 2	96,481.75
TOTAL AMOUNT:	USD 96,481.75

To Pay by Wire Transfer:	To Pay by Check:
Silicon Valley Bank 3003 Tasman Drive Santa Clara, CA 95054 ABA: 121140399 Acct No: 3300565450 Swift Code: SVBKUS6S	Acquia, Inc. 25 Corporate Drive Suite 400 Burlington, MA 01803 Phone: 781-238-8600 X 8023

NOT PAID