

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

:

: **Hearing Date: May 30, 2013 at 10:30 a.m. (ET)**

-----X : **Objection Deadline: May 23, 2013 at 4:00 p.m. (ET)**

DEBTORS’ MOTION FOR ORDER (I) APPROVING DISCLOSURE STATEMENT; (II) FIXING VOTING RECORD DATE; (III) APPROVING SOLICITATION MATERIALS AND PROCEDURES FOR DISTRIBUTION THEREOF; (IV) APPROVING THE FORMS OF BALLOTS AND ESTABLISHING PROCEDURES FOR VOTING ON DEBTORS’ PLAN OF LIQUIDATION; (V) SCHEDULING CONFIRMATION HEARING; (VI) ESTABLISHING NOTICE AND OBJECTION PROCEDURES IN RESPECT THEREOF; AND (VII) GRANTING RELATED RELIEF

THQ Inc. and its above-captioned debtor affiliates, as debtors and debtors in possession (collectively, the “Debtors”), file this Motion (the “Motion”) for entry of an order, substantially in the form attached hereto as Exhibit A (the “Proposed Order”), (i) approving the *Disclosure Statement for the Chapter 11 Plan of Liquidation of THQ Inc. and Its Affiliated Debtors*, dated April 18, 2013 (as it may be amended, modified, or supplemented from time to time, the “Proposed Disclosure Statement”); (ii) fixing a voting record date; (iii) approving solicitation materials and procedures for distribution thereof; (iv) approving the forms of ballots and establishing procedures for voting on the *Chapter 11 Plan of Liquidation of THQ Inc. and Its Affiliated Debtors*, dated April 18, 2013 (as it may be amended, modified, or supplemented from time to time, the “Proposed Plan”);² (v) scheduling a confirmation hearing for the Proposed Plan;

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); 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.

² Any capitalized terms used but not defined herein shall have the meanings ascribed to them in the Proposed Plan.



(vi) establishing notice and objection procedures in respect thereof; and (vii) granting related relief. In support of this Motion, the Debtors respectfully represent:

JURISDICTION

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested herein are sections 105(a), 502, 1125, 1126, and 1128 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2002, 3003, 3017, 3018, 3020, 9013, and 9021 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 3017-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”).

BACKGROUND

3. On December 19, 2012 (the “Petition Date”), each of the Debtors commenced a voluntary case under chapter 11 of Bankruptcy Code (collectively, the “Chapter 11 Cases”). Pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, the Debtors continue to manage their properties as debtors in possession. At this time, the Debtors’ Chapter 11 Cases are consolidated for procedural purposes only and are jointly administered pursuant to Rule 1015(b) of the Bankruptcy Rules and Rule 1015-1 of the Local Rules. The Proposed Plan provides for substantive consolidation of the Debtors.

4. On January 3, 2013, the Office of the United States Trustee (the “U.S. Trustee”) for the District of Delaware appointed an official committee of unsecured creditors

(the “Committee”) [Docket No. 80]. On February 25, 2013, the U.S. Trustee filed the *First Amended Notice of Appointment of Committee of Unsecured Creditors* to reflect the resignation of certain members of the Committee [Docket No. 416]. No trustee or examiner has been appointed in these Chapter 11 Cases.

5. Information regarding the Debtors’ history and business operations, capital structure and primary secured indebtedness, and the events leading up to the commencement of these Chapter 11 Cases can be found in the *Declaration of Brian Farrell in Support of the Debtors’ Chapter 11 Petitions and Requests for First Day Relief* filed on the Petition Date [Docket No. 2].

6. On April 18, 2013, the Debtors filed the Proposed Plan [Docket No. 604] and the Proposed Disclosure Statement [Docket No. 605]. A hearing to consider the entry of an order finding, among other things, that the Proposed Disclosure Statement contains “adequate information” within the meaning of section 1125 of the Bankruptcy Code and approving the Proposed Disclosure Statement is scheduled for May 30, 2013 at 10:30 a.m. (prevailing Eastern Time) (the “Disclosure Statement Hearing”).

RELIEF REQUESTED

7. By this Motion, the Debtors respectfully request entry of the Proposed Order:

- a) approving the Proposed Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code;
- b) approving the notice and objection procedures for the Disclosure Statement Hearing;
- c) approving procedures for the Debtors to solicit acceptances of the Proposed Plan, which include:
 - i. determining which creditors and equity interest holders may vote to accept or reject the Proposed Plan;

- ii. temporarily allowing certain claims for voting purposes only;
 - iii. setting May 30, 2013 (the “Voting Record Date”) as the date for determining which holders of claims and equity interests may vote to accept or reject the Proposed Plan or receive notice of non-voting status;
 - iv. approving the forms of ballots (each a “Ballot” or “Master Ballot,” as applicable, and collectively, the “Ballots”) substantially in the forms of Exhibits 1-A through 1-D to the Proposed Order;
 - v. establishing voting and tabulation procedures;
 - vi. approving the notice to holders of allowed claims and equity interests not entitled to vote (the “Notice of Non-Voting Status”) substantially in the forms of Exhibit 2-A and Exhibit 2-B to the Proposed Order; and
 - vii. approving the letter to holders of allowed claims entitled to vote (the “Solicitation Letter”) substantially in the form of Exhibit 3 to the Proposed Order;
- d) scheduling a hearing to consider confirmation of the Proposed Plan (the “Confirmation Hearing”);
- e) approving procedures for confirmation of the Proposed Plan, which include:
- i. approving the notice of the Confirmation Hearing (the “Confirmation Hearing Notice”) substantially in the form attached as Exhibit 4 to the Proposed Order; and
 - ii. establishing July 2, 2013 at 4:00 p.m. (prevailing Eastern Time) as the deadline to object or respond to the confirmation of the Plan (the “Plan Objection Deadline”); and
- f) granting related relief.

THE PROPOSED DISCLOSURE STATEMENT

I. The Proposed Disclosure Statement Contains Adequate Information and Should Be Approved

8. Pursuant to section 1125 of the Bankruptcy Code, prior to soliciting votes on the Plan, the Debtors must provide holders of impaired claims with “adequate information” regarding the Plan. Section 1125(a)(1) of the Bankruptcy Code provides:

“[A]dequate information” means information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor’s books and records, including a discussion of the potential material Federal tax consequences of the plan to the debtor, any successor to the debtor, and a hypothetical investor typical of the holders of claims or interests in the case, that would enable such a hypothetical investor of the relevant class to make an informed judgment about the plan

11 U.S.C. § 1125(a)(1). A disclosure statement should provide all material information that creditors and interest holders affected by a proposed plan need to make an informed decision on whether to vote to accept or reject a plan. *See, e.g., Century Glove, Inc. v. First Am. Bank of N.Y.*, 860 F.2d 94, 100 (3d Cir. 1988) (“[Section] 1125 seeks to guarantee a minimum amount of information to the creditor asked for its vote.”). Congress intended that such informed judgments would be needed to both negotiate the terms of, and vote on, a plan of reorganization. *Id.* Essentially, a disclosure statement “must clearly and succinctly inform the average unsecured creditor what it is going to get, when it is going to get it, and what contingencies there are to getting its distribution.” *In re Ferretti*, 128 B.R. 16, 19 (Bankr. D.N.H. 1991).

9. Section 1125 grants a bankruptcy court broad discretion to determine whether a disclosure statement provides adequate information. *See Oneida Motor Freight, Inc. v. United Jersey Bank*, 848 F.3d 414, 417 (3d Cir. 1988) (“From the legislative history of section 1125 we discern that adequate information will be determined by the facts and circumstances of each case.”). Accordingly, the determination of whether a disclosure statement contains adequate information is made on a case-by-case basis. *See In re Copy Crafters Quickprint, Inc.*, 92 B.R. 973, 979 (Bankr. N.D.N.Y. 1988). Furthermore, Congress amended Section 1125(a)(1) in 2005 to provide that, when a court evaluates the adequacy of the information provided in a disclosure statement, the court should consider “the cost of providing additional information” to creditors. Pub. L. No. 109-8, § 431(1), 119 Stat. 106, 109-110 (2005).

10. Courts evaluating a disclosure statement frequently consider whether it contains, if applicable, the following types of information:

- a) the circumstances that gave rise to the filing of the bankruptcy petition;
- b) an explanation of the available assets and their value;
- c) the anticipated future of the debtor;
- d) the source of the information provided in the disclosure statement;
- e) a disclaimer, which typically indicates that no statements or information concerning the debtor or its assets or securities are authorized, other than those set forth in the disclosure statement;
- f) the condition and performance of the debtor while in chapter 11;
- g) information regarding claims against the estate;
- h) a liquidation analysis setting forth the estimated return that creditors would receive under chapter 7;
- i) the accounting and valuation methods used to produce the financial information in the disclosure statement;
- j) information regarding the future management of the debtor, including the amount of compensation to be paid to any insiders, directors and/or officers of the debtor;
- k) a summary of the plan of reorganization or liquidation;
- l) an estimate of all administrative expenses, including attorneys' fees and accountants' fees;
- m) the collectability of any accounts receivable;
- n) any financial information, valuations or pro forma projections that would be relevant to creditors' determinations of whether to accept or reject the plan;
- o) information relevant to the risks being taken by the creditors and interest holders;
- p) the actual or projected value that can be obtained from avoidable transfers;
- q) the existence, likelihood and possible success of non-bankruptcy litigation;
- r) the tax consequences of the plan; and
- s) the relationship of the debtor with its affiliates.

See, e.g., In re Scioto Valley Mortgage Co., 88 B.R. 168, 170-71 (Bankr. S.D. Ohio 1988). This list is not meant to be exclusive, nor must a debtor provide all the information on the list; rather, the court decides what is appropriate in each case. *See In re Source Enters.*, 2007 Bankr. LEXIS 4770 (Bankr. S.D.N.Y. July 31, 2007) (utilizing some of the *Scioto Valley* list); *In re Phoenix Petroleum Co.*, 278 B.R. 385, 393 (Bankr. E.D. Pa. 2001) (making use of a similar list but cautioning that “no one list of categories will apply in every case”).

11. The Debtors submit that the Proposed Disclosure Statement contains information with respect to the applicable subject matters identified above, including, but not limited to, a discussion of:

- a) the circumstances that gave rise to the filing of the bankruptcy petition (§ III.E);
- b) an explanation of the available assets and their value (§ IV.F);
- c) the anticipated future of the debtor (§§ II and V.G);
- d) the source of the information provided in the disclosure statement (p. ii);
- e) a disclaimer, which typically indicates that no statements or information concerning the debtor or its assets or securities are authorized, other than those set forth in the disclosure statement (pp. i-iii);
- f) the condition and performance of the debtor while in chapter 11 (§ IV and Exhibit 3);³
- g) information regarding claims against the estate (§ IV.G);
- h) a liquidation analysis setting forth the estimated return that creditors would receive under chapter 7 (§VIII.B.2);⁴

³ The proceeds generated from various asset sales during the Chapter 11 Cases are set forth in § IV of the Disclosure Statement. Exhibit 3 also sets forth the Debtors’ book cash on hand as of February 28, 2013.

⁴ Because the Proposed Plan is a liquidating plan, the Debtors did not include a separate estimated return that creditors would receive in a chapter 7 liquidation. Instead, in §VIII.B.2 of the Proposed Disclosure Statement, the Debtors have set forth the reasons that they believe that the amount of all distributions and the present value of all distributions to creditors would be less in a chapter 7 than the amount and present value of all distributions under the Proposed Plan.

- i) the accounting and valuation methods used to produce the financial information in the disclosure statement (N/A);⁵
- j) information regarding the future management of the debtor, including the amount of compensation to be paid to any insiders, directors and/or officers of the debtor (§ V.G);
- k) a summary of the plan of reorganization or liquidation (§§ II and V);
- l) an estimate of all administrative expenses, including attorneys' fees and accountants' fees (Exhibit 3);
- m) the collectability of any accounts receivable (Exhibit 3);⁶
- n) any financial information, valuations or pro forma projections that would be relevant to creditors' determinations of whether to accept or reject the plan (§ II);⁷
- o) information relevant to the risks being taken by the creditors and interest holders (§ VI);
- p) the actual or projected value that can be obtained from avoidable transfers (N/A);⁸
- q) the existence, likelihood and possible success of non-bankruptcy litigation (§§ III.D and V.J);
- r) the tax consequences of the plan (§ VII); and
- a) the relationship of the debtor with its affiliates (§ III and Exhibit 2).

12. In addition to the types of information that bankruptcy courts typically examine, the Proposed Disclosure Statement provides an analysis of the alternatives to the confirmation and consummation of the Proposed Plan and concludes with a recommendation by

⁵ The financial information of the Debtors prior to filing these Chapter 11 Cases is based on the Debtors' books and records. As indicated in § II, the estimated recoveries were prepared on a cash basis.

⁶ Exhibit 3 contains an estimate of the recoveries that the Debtors will obtain from March 2013 going forward from the monetization and liquidation of their assets, including the collections of outstanding accounts receivable.

⁷ Because the Proposed Plan is a liquidating plan, the Debtors did not undertake a valuation of the Debtors' businesses as a going concern or otherwise produce forward-looking financial statements. Estimated recoveries from the proposed liquidation pursuant to the Proposed Plan are set forth in § II.

⁸ The Proposed Disclosure Statement does not include a detailed analysis of the actual or projected value that can be obtained from avoidable transfers. However, the projected recoveries set forth in the Exhibit 3 assume no recovery on account of avoidable transfers. Therefore, there is no reason to believe that actual recoveries would be less than the estimated recoveries set forth in the Proposed Disclosure Statement on account of the actual value that is obtained from avoidable transfers, if any. Moreover, there is not likely to be any difference in such avoidance action recoveries under the liquidating Proposed Plan than there would be if the cases were converted to cases under chapter 7.

the Debtors that creditors should vote to accept the Proposed Plan because it provides the highest recoveries to creditors and a higher present value by elimination of unnecessary delay.

13. The Proposed Disclosure Statement contains adequate information to permit creditors to make an informed decision to accept or reject the Proposed Plan and, therefore, meets the requirements of section 1125 of the Bankruptcy Code. The Debtors respectfully request that the Court approve the Proposed Disclosure Statement.

II. Approval of the Disclosure Statement Hearing Notice

14. Bankruptcy Rule 3017(a) requires that creditors and other parties in interest receive notice of the hearing to consider a proposed disclosure statement. *See* Fed. R. Bankr. P. 3017(a) (providing that after a disclosure statement is filed it must be mailed with the notice of the hearing to consider the disclosure statement and any objections or modifications thereto on no less than 28 days' notice thereof); Del. Bankr. L.R. 3017-1 (providing that the hearing date to consider the disclosure statement be at least 35 days from service of the disclosure statement); *see also* Fed. R. Bankr. P. 2002(b). In conjunction with filing this Motion, and in accordance with the foregoing, the Debtors served all known creditors and interest holders with a notice, substantially in the form annexed hereto as Exhibit B (the "Disclosure Statement Hearing Notice"), identifying: (a) the date, time, and place of the Disclosure Statement Hearing; (b) the manner in which a copy of the Proposed Disclosure Statement (and exhibits thereto, including the Proposed Plan) can be obtained; and (c) the deadline and procedures for filing objections to the approval of the Proposed Disclosure Statement.

15. Accordingly, conducting the hearing to consider the adequacy of the Proposed Disclosure Statement on May 30, 2013 at 10:30 a.m. (prevailing Eastern Time) will provide parties in interest with sufficient notice of the deadline to object to the approval of the Proposed Disclosure Statement and of the Disclosure Statement Hearing in compliance with

Bankruptcy Rules 2002(b) and (d) and 3017(a) and Local Rule 3017-1. The Debtors submit that this is adequate notice of the Disclosure Statement Hearing and, therefore, request that the Court approve such notice as appropriate and in compliance with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

III. Fixing the Voting Record Date

16. Pursuant to the Proposed Plan, Class 4 (Convenience Claims) and Class 5 (General Unsecured Claims) (the “Voting Classes”) are the only classes of claims entitled to vote under the Proposed Plan. All other classes of claims and equity interests are either (i) rendered unimpaired under and, therefore, deemed to have accepted the Proposed Plan (without voting), or (ii) not expected to receive any distributions under the Proposed Plan and, therefore, deemed to have rejected the Proposed Plan (without voting) (the “Non-Voting Classes”).

17. The record date is typically the date the disclosure statement is approved, or another date fixed by the Court. Fed. R. Bankr. P. 3017(d). Accordingly, to permit solicitation of the Proposed Plan to begin promptly after approval of this Motion, and to establish a firm record date that will enable the Debtors to effect service in the most efficient manner on the holders of claims, the Debtors request that the Court establish May 30, 2013, as the Voting Record Date for purposes of determining which creditors are entitled to vote on the Proposed Plan. In addition, the Debtors request that the Court establish the Voting Record Date as the date for determining which creditors and equity interest holders in Non-Voting Classes are entitled to receive the Notice of Non-Voting Status.

18. The Debtors propose that the record holders of claims be determined, as of the Voting Record Date, based upon the records of the Debtors and the Voting Agent (defined below). Additionally, the Debtors propose that any documentation evidencing a transfer of a

claim not received and docketed by the Court on or before the Voting Record Date shall not be recognized for purposes of voting or receipt of the Proposed Plan confirmation materials.

IV. Approving Solicitation Packages and Procedures for Distribution Thereof

19. Bankruptcy Rule 3017(d) sets forth the materials that must be provided to holders of claims and equity interests for the purpose of soliciting their votes and providing adequate notice of the hearing on confirmation of a plan of reorganization:

Upon approval of a disclosure statement – except to the extent that the court orders otherwise with respect to one or more unimpaired classes of creditors or equity security holders – the debtor in possession, trustee, proponent of the plan, or clerk as the court orders, shall mail to all creditors and equity security holders, and in a chapter 11 reorganization case shall transmit to the United States trustee,

- (1) the plan or a court-approved summary of the plan;
- (2) the disclosure statement approved by the court;
- (3) notice of the time within which acceptances and rejections of such plan may be filed; and
- (4) any other information as the court may direct, including any court opinion approving the disclosure statement or a court-approved summary of the opinion.

In addition, notice of the time fixed for filing objections and the hearing on confirmation shall be mailed to all creditors and equity security holders in accordance with [Bankruptcy] Rule 2002(b), and a form of ballot conforming to the appropriate Official Form shall be mailed to creditors and equity security holders entitled to vote on the plan.

Fed. R. Bankr. P. 3017(d).

20. Within five (5) business days of entry of an order (the “Disclosure Statement Order”) approving the Proposed Disclosure Statement (as approved, the “Disclosure Statement”) as containing adequate information under section 1125 of the Bankruptcy Code (the “Solicitation Date”), the Debtors propose to mail or cause to be mailed the following materials to

each member of the Voting Classes: (i) the Solicitation Letter; (ii) the Disclosure Statement, which shall include the Proposed Plan as an exhibit; (iii) the Disclosure Statement Order (without exhibits); (iv) a Ballot customized for such holder and a postage prepaid return envelope; (v) the Confirmation Hearing Notice (as defined herein); and (vi) such other materials as the Court may direct (collectively, the “Voting Solicitation Packages”). For the avoidance of doubt, the Debtors shall not distribute the Voting Solicitation Packages (and related Ballots) to the Convertible Notes Indenture Trustee, and the Convertible Notes Indenture Trustee shall not be responsible for the distribution, completion, tabulation or return of any such Ballots.

21. The Debtors propose to send each member of the Non-Voting Classes (i) the appropriate Notice of Non-Voting Status; (ii) the Confirmation Hearing Notice; and (iii) such other materials as the Court may direct (the “Non-Voting Notice Packages”).

22. In addition, the Debtors propose to serve the Confirmation Hearing Notice on (a) the U.S. Trustee, (b) counsel to the Committee, (c) the Securities and Exchange Commission, (d) the Internal Revenue Service, (e) the United States Attorney’s Office for the District of Delaware, and (f) any party that has requested notice of pleadings in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002 as of the day prior to service (the “Notice Packages”).

and together with the Voting Solicitation Packages and the Non-Voting Notice Packages, the “Solicitation Packages”).⁹

23. The Debtors also propose that Solicitation Packages not be sent to creditors who have timely filed proofs of claim if the claims have already been paid in the full claimed amount; provided, however, that if, and to the extent that, any such creditor would be entitled to receive a Solicitation Package for any reason other than by virtue of the fact that its claim had been scheduled by the Debtors, then such creditor will be sent a Solicitation Package in accordance with the procedures set forth above.

24. The Debtors further propose that any creditor who has filed duplicate claims (whether against the same or multiple Debtors) or claims that have amended or superseded previously filed claims, which are classified under the Proposed Plan in the same class, be provided only one Solicitation Package and one Ballot for voting a single claim in such class, regardless of whether an objection to such duplicate, amended, or superseded claims has been filed.

25. The Debtors anticipate that some Disclosure Statement Hearing Notices may be returned by the United States Postal Service as undeliverable without a forwarding address. The Debtors believe that it would be costly and wasteful to distribute Solicitation

⁹ The Debtors propose to distribute the Solicitation Packages (other than the Confirmation Hearing Notice, the Solicitation Letter, and the Ballot, each of which will be provided in paper format) in either paper or CD-ROM format, at their discretion, given the significant cost savings to the estates and the reduced production time that may be realized; provided, however, that, upon the request of any party in interest, the Debtors shall provide a paper copy of the Disclosure Statement Order and/or the Disclosure Statement, which shall include the Proposed Plan as an exhibit, at no cost to the party within five (5) business days of such request. Similar procedures have been approved in numerous other chapter 11 cases in this District. *See, e.g., In re Washington Mut., Inc.*, Case No. 08-12229 (MFW) (Bankr. D. Del. Mar. 30, 2011); *In re CRC Parent Corp.*, Case No. 10-11567 (MFW) (Bankr. D. Del. Feb. 8, 2011); *In re Visteon Corp.*, No. 09-11786 (CSS) (Bankr. D. Del. Jun. 28, 2010); *In re Regent Commc’ns, Inc.*, No. 10-10632 (KG) (Bankr. D. Del. Mar. 22, 2010); *In re Aventine Renewable Energy Holdings, Inc.*, No. 09-11214 (KG) (Bankr. D. Del. Jan. 13, 2010); *In re R.H. Donnelley Corp.*, No. 09-11833 (KG) (Bankr. D. Del. Oct. 21, 2009); *In re Special Devices Inc.*, Case No. 08-13312 (MFW) (Bankr. D. Del. June 12, 2009); *In re Pliant Corp.*, Case No. 06-10001 (MFW) (Bankr. D. Del. Apr. 18, 2006).

Packages to the same addresses to which undeliverable Disclosure Statement Hearing Notices were distributed. Therefore, the Debtors seek the Court's approval for a departure from the strict notice rule, excusing the Debtors from distributing Solicitation Packages to those entities listed at such addresses unless the Debtors are provided with accurate addresses for such entities prior to the Solicitation Date. The Debtors further propose that they be excused from attempting to find better addresses for entities as to whom a Solicitation Package was returned by the United States Postal Service as undeliverable without a forwarding address.

26. The Debtors submit that they have shown good cause for implementing the proposed notice and service procedures.

V. Approving Forms of Ballots and Establishing Procedures for Voting on the Plan

A. Approving Forms of Ballots and Distribution Thereof

27. Bankruptcy Rule 3017(d) sets forth the materials that must be provided to holders of claims and equity interests for the purpose of soliciting their votes and providing adequate notice of the hearing on confirmation of a plan of reorganization. Pursuant to Bankruptcy Rule 3017(d), the Debtors propose to distribute a Ballot substantially in the forms annexed to the Proposed Order as Exhibit 1-A and Exhibit 1-B to the holders of Convenience Claims in Class 4 and to holders of General Unsecured Claims in Class 5, respectively, in each case other than on account of Convertible Notes Claims. The Debtors further propose to distribute the Ballot substantially in the form annexed to the Proposed Order as Exhibit 1-C to the holders of Convertible Notes Claims. The forms of the Ballots are based upon Official Form No. 14, but have been modified to address the particular aspects of these Chapter 11 Cases and to include certain additional information that the Debtors believe is relevant and appropriate.

28. In addition, the Debtors recognize that the beneficial holders (collectively, the “Beneficial Owners”) of the Convertible Notes may hold such securities through brokers, dealers or other agents, commercial banks, trust companies, transfer agents, or other nominees (each an “Intermediary,” and collectively, the “Intermediaries”). Accordingly, the Debtors propose to distribute the Master Ballot, substantially in the form attached to the Proposed Order as Exhibit 1-D to the applicable Intermediaries and request that the Court direct the Intermediaries to follow the procedures set forth in Section VI, *infra*, to obtain the votes of their respective Beneficial Owners.

29. The Debtors propose that the Intermediaries be responsible for distributing Voting Solicitation Packages to the Beneficial Owners of Convertible Notes Claims. Each Intermediary will be entitled to receive a reasonably sufficient number of Voting Solicitation Packages to distribute to the Beneficial Owners for which it is an Intermediary, and the Debtors will reimburse each such Intermediary for the reasonable and documented costs and expenses associated with the distribution of such Voting Solicitation Packages and the tabulation of related Ballots. For the avoidance of doubt, the Debtors do not propose distributing such Solicitation Packages (and related Ballots) to the Convertible Notes Indenture Trustee, and the Convertible Notes Indenture Trustee shall not be responsible for the distribution, completion, tabulation or return of any such Ballots.

B. Establishing Voting Deadline for Receipt of Ballots

30. Bankruptcy Rule 3017(c) provides that, on or before approval of a disclosure statement, the court shall fix a time within which the holders of claims or equity interests may accept or reject a plan. The Debtors propose that in order to be counted as a vote to accept or reject the Plan, each Ballot, other than an Individual Ballot (defined below) and Master Ballot, must be properly executed, completed, and delivered to **Kurtzman Carson**

Consultants, LLC (the “Voting Agent”), so as to be received by the Voting Agent no later than 5:00 p.m. (prevailing U.S. Pacific Time) on July 2, 2013 (the “Voting Deadline”), which is at least 28 days after the proposed Solicitation Date, at the following addresses: THQ Ballot Processing, c/o Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, California 90245. The Debtors submit that such solicitation period is a sufficient period within which creditors can make an informed decision to accept or reject the Plan. The Ballots will state in bold font, “Ballots will not be accepted by facsimile transmission, email, or any other electronic means.”

31. Holders of Convertible Notes Claims must transmit their individual Ballots (each an “Individual Ballot” and collectively, the “Individual Ballots”) directly to their Intermediary prior to or on the date and time established by their Intermediary to allow the Intermediary sufficient time to process the Ballots and submit them to the Voting Agent so as to be received by the Voting Deadline. Individual Ballots returned by Beneficial Owners directly to the Voting Agent or to the Convertible Notes Indenture Trustee will not be counted.

32. Each Intermediary shall collect the Individual Ballots submitted by the Beneficial Owners for which it is acting as an Intermediary, tabulate the votes, and record them on a Master Ballot. Each Intermediary shall submit properly executed and completed Master Ballots so as to be received on or before the Voting Deadline by the Voting Agent at the following address: THQ Ballot Processing, c/o Kurtzman Carson Consultants LLC, 599 Lexington Avenue, 39th Floor, New York, New York 10022. Each Intermediary must certify that each Beneficial Owner whose Individual Ballot is represented on its Master Ballot has not cast more than one vote with respect to any given Claim for any purpose, including for determining both the number of votes and the amount of the Claims, even if such holder holds

securities of the same type in more than one account. Each Intermediary must retain each original Individual Ballot that it receives for one (1) year following the submission of the Master Ballot.

33. Moreover, where a holder of a Convertibles Notes Claim in Class 5 elects on its Individual Ballot to have such Claim treated as a Convenience Claim in Class 4 (the “Convenience Class Election”), the Intermediary holding such holder’s Convertible Notes must tender the Convertible Notes into the election account established at The Depository Trust Company (“DTC”) for that purpose. Where a holder of a Convertible Notes Claim in Class 4 does not elect on its Individual Ballot to have such Claim treated as a General Unsecured Claim in Class 5 (the “General Unsecured Class Election”), the Intermediary holding such holder’s Convertible Notes must tender the Convertible Notes into the election account established at DTC for that purpose. Convertible Notes may not be withdrawn from the election account after the Intermediary has tendered them to the election account at DTC. Once the Convertible Notes have been tendered, no further trading will be permitted in the Convertible Notes held in the election account. If the Proposed Plan is not confirmed, DTC will, in accordance with its customary practices and procedures, return all Convertible Notes held in the election account to the applicable Intermediary for credit to the account of the applicable Beneficial Owner.

VI. Approval of Procedures for Vote Tabulation

34. Section 1126(c) of the Bankruptcy Code provides:

A class of claims has accepted a plan if such plan has been accepted by creditors, other than any entity designated under subsection (e) of this section, that hold at least two-thirds in amount and more than one-half in number of the allowed claims of such class held by creditors, other than any entity designated under subsection (e) of this section, that have accepted or rejected such plan.

11 U.S.C. § 1126(c). Further, Bankruptcy Rule 3018(a) provides that the “court after notice and hearing may temporarily allow the claim or interest in an amount which the court deems proper for the purpose of accepting or rejecting a plan.” Fed. R. Bankr. P. 3018(a).

A. Ballot Tabulation

35. The Debtors propose that each holder of a claim within the Voting Classes will be entitled to vote the amount of such claim as set forth in the Debtors’ schedules of liabilities filed pursuant to section 521 of the Bankruptcy Code and Bankruptcy Rule 1007, and all amendments and modifications thereto through and including the Voting Record Date (the “Schedules”) unless such holder has timely filed a proof of claim, in which event such holder would be entitled to vote the amount of such claim as set forth in such proof of claim.

The foregoing general procedure will be subject to the following exceptions:

- a) If a claim is deemed allowed under the Proposed Plan or in an order of the Court entered prior to the Voting Record Date, such claim is allowed for voting purposes in the deemed allowed amount set forth in the Proposed Plan or such order;
- b) If a claim for which a proof of claim has been timely filed is, by its terms, contingent or unliquidated, the Debtors propose that such claim be temporarily allowed for voting purposes only, and not for purposes of allowance or distribution, at \$1.00;
- c) If a claim for which a proof of claim has been timely filed is, by its terms, partially liquidated, the Debtors propose that such liquidated amount of such claim be temporarily allowed for voting purposes only, and not for purposes of allowance or distribution;
- d) If a claim has been estimated or otherwise allowed for voting purposes by order of the Court, such claim is temporarily allowed in the amount so estimated or allowed by the Court for voting purposes only, and not for purposes of allowance or distribution;
- e) If a claim is listed in the Schedules as undetermined, contingent, unliquidated, or disputed, or in a zero or unknown amount, and a proof of claim was not (i) filed by the applicable bar date for the filing of proofs of claim established by the Court or (ii) deemed timely filed by an order of the Court prior to the Voting Deadline, unless the Debtors have consented in writing, the Debtors propose that such claim be disallowed for voting purposes and for purposes of allowance and distribution pursuant to Bankruptcy Rule 3003(c); and

- f) If the Debtors have served an objection to a claim at least ten (10) days before the Voting Deadline, the Debtors propose that such claim be temporarily disallowed for voting purposes only and not for purposes of allowance or distribution, except to the extent and in the manner as may be set forth in such objection, except as ordered by the Court.

36. If a party that is entitled to vote has more than one claim (either scheduled or filed or both) within a Voting Class against one or more of the Debtors based upon different transactions, the Debtors propose that the party shall be entitled to vote on and shall receive a different Ballot for each such claim; provided, however, that if a party that is entitled to vote has claims (either scheduled or filed or both) against more than one of the Debtors based on the same transaction (e.g., a claim against one Debtor that was guaranteed by another Debtor), the Debtors propose that the party shall receive one Ballot on account of such claims and shall be entitled to one vote for numerosity purposes, with no aggregation of multiple claims for purposes of calculating the amount.

37. The Debtors further propose that only the Beneficial Owners of the Convertible Notes as reflected in the records maintained by the Convertible Notes Indenture Trustee and the security position report received from DTC, as appropriate (the “Notes Record Amount”), as of the close of business on the Voting Record Date shall be entitled to vote. As noted above, the Debtors recognize that the records maintained by the Convertible Notes Indenture Trustee reflect the securities depository, DTC, through which the Beneficial Owners hold the Convertible Notes through their Intermediary. Accordingly, the Debtors request that the Court enter an order directing:

- a) Votes cast by Beneficial Owners through an Intermediary will be applied against the positions held by such entities in the Convertible Notes as of the Voting Record Date, as evidenced by the Convertible Notes Indenture Trustee’s records and the security position report received from DTC. Votes submitted by an Intermediary, pursuant to the Master Ballot, will not be counted in excess of the Notes Record Amount of such Convertible Notes held by such Intermediary.

- b) To the extent that conflicting votes or “overvotes” are submitted by an Intermediary, the Voting Agent, in good faith, will attempt to reconcile discrepancies with the Intermediaries.
- c) To the extent that overvotes on the Master Ballot are not reconciled prior to the preparation of the vote certification, the Voting Agent will apply the votes to accept and to reject the Proposed Plan in the same proportion as the votes to accept and reject the Proposed Plan submitted on the Master Ballots that contained the overvote, but only to the extent of the Intermediary’s position in the Convertible Notes.

38. With respect to Master Ballots submitted by Intermediaries, the Debtors request that the Court direct as follows:

- a) All Intermediaries to which Beneficial Owners return their Individual Ballots shall summarize on the Master Ballot all Individual Ballots cast by Beneficial Owners and return the Master Ballot to the Voting Agent on or before the Voting Deadline; provided, however, that each Intermediary shall be required to retain the original Individual Ballots cast by the Beneficial Owners for inspection for one (1) year following the submission of the Master Ballot.
- b) Votes cast by Beneficial Owners through an Intermediary by means of a Master Ballot shall be applied against the positions held by such Intermediary as evidenced by the security position report received from DTC compiled as of the Voting Record Date; provided, however, that votes submitted by an Intermediary on a Master Ballot shall not be counted in excess of the position maintained by such Intermediary as of the Voting Record Date.
- c) To the extent that there are overvotes submitted by an Intermediary on a Master Ballot, votes to accept and to reject the Proposed Plan shall be applied by the Voting Agent in the same proportion as the votes to accept or reject the Proposed Plan submitted on the Master Ballot that contains the over-vote, but only to the extent of the position maintained by such Intermediary as of the Voting Record Date.
- d) Each Beneficial Owner will be deemed to have voted the full amount of its Convertible Notes Claim.

39. The Debtors believe that the foregoing proposed procedures provide for a fair and equitable voting process. If any creditor seeks to challenge the allowance of its claim for voting purposes in accordance with the above procedures, the Debtors request that the Court direct such creditor to file with the Court and serve on the Debtors and the parties set forth in paragraph five (5) of the Confirmation Hearing Notice a motion for an order pursuant to

Bankruptcy Rule 3018(a) temporarily allowing such claim in a different amount for purposes of voting to accept or reject the Proposed Plan on or before the fourteenth (14th) day after the later of (i) the date of service of the Confirmation Hearing Notice and (ii) the date of service of notice of an objection, if any, to such claim, but in no event later than seven (7) days prior to the Confirmation Hearing. The Debtors further propose, in accordance with Bankruptcy Rule 3018, that as to any creditor filing such a motion, such creditor's Ballot should not be counted unless temporarily allowed by the Court for voting purposes, after notice and a hearing, prior to or at the Confirmation Hearing.

40. The Debtors propose that in the event that a claimant reaches an agreement with the Debtors as to the treatment of its claim for voting purposes, a stipulation setting forth that agreement shall be submitted to the Court for approval under a certification of counsel after providing a minimum of two (2) business days' notice to the U.S. Trustee and the Committee.

41. The Debtors propose that Creditors must vote all of their Claims within a particular class under the Proposed Plan, whether or not such Claims are asserted against the same or multiple Debtors, either to accept or reject the Proposed Plan and may not split their vote(s). Accordingly, if a creditor returns more than one Ballot voting different Claims within a single Class under the Proposed Plan and the Ballots are not voted in the same manner, the Debtors propose that those Ballots shall not be counted or considered for any purpose in determining whether the Proposed Plan has been accepted or rejected.

42. The Debtors request that whenever a creditor casts more than one Ballot voting the same claim(s) before the Voting Deadline, the last valid Ballot received before the Voting Deadline be deemed to reflect the voter's intent and, thus, to supersede any prior Ballots.

43. The Debtors further propose that the following Ballots not be counted or considered for any purpose in determining whether the Proposed Plan has been accepted or rejected: (i) any Ballot received after the Voting Deadline, (ii) any Ballot that is illegible or contains insufficient information to permit the identification of the claimant, (iii) any Ballot cast by a person or entity that does not hold a claim in a class that is entitled to vote to accept or reject the Proposed Plan, (iv) any Ballot cast for a claim scheduled as unliquidated, contingent, or disputed for which no proof of claim was timely filed, (v) any unsigned Ballot, or Ballot not bearing an original signature, (vi) any Ballot transmitted to the Voting Agent by facsimile, email or other electronic means, and (vii) any Ballot voting on account of a proof of claim filed after the Voting Record Date that has not been temporarily allowed for voting purposes by order of the Court.

44. The Debtors propose that any Ballot that (i) does not indicate either an acceptance or rejection of the Proposed Plan or (ii) indicates both an acceptance and rejection of the Proposed Plan be deemed to reflect the voter's intent to accept the Proposed Plan.

45. The Debtors propose that the Voting Agent be authorized, but not directed, to attempt to cure invalid Ballots. Subject to any order of the Court to the contrary, the Debtors, in their sole discretion, reserve the right to waive any defect in any Ballot at any time, whether before or after the Voting Deadline, and without notice.

46. Where an impaired class of claims is otherwise entitled to vote on the Proposed Plan, but no claim in such class is voted, such class may be deemed to have accepted the Proposed Plan.

VII. Scheduling the Confirmation Hearing and Establishing Notice and Objection Procedures in Respect Thereof

A. Setting the Confirmation Hearing

47. Bankruptcy Rule 3017(c) provides:

On or before approval of the disclosure statement, the court shall fix a time within which the holders of claims and interests may accept or reject the plan and may fix a date for the hearing on confirmation.

Fed. R. Bankr. P. 3017(c).

48. In accordance with Bankruptcy Rule 3017(c) and in view of the Debtors' proposed solicitation schedule outlined herein, the Debtors request that the Confirmation Hearing be scheduled for July 16, 2013 at 10:30 a.m. (prevailing Eastern Time). The Confirmation Hearing may be continued from time to time by the Court or the Debtors without further notice other than adjournments announced in open court or as indicated in any notice of agenda of matters scheduled for hearing filed by the Debtors with the Court. The proposed timing for the Confirmation Hearing is in compliance with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules and will enable the Debtors to pursue confirmation of the Proposed Plan in a timely fashion.

B. Procedures for Notice of the Confirmation Hearing

49. Bankruptcy Rules 2002(b) and (d) require not less than twenty-eight (28) days' notice to all creditors and equity security holders of the time fixed for filing objections and the hearing to consider confirmation of a chapter 11 plan. In accordance with Bankruptcy Rules 2002 and 3017(d), the Debtors propose to provide to all creditors and equity holders a copy of the Confirmation Hearing Notice, setting forth (i) the date of approval of the Disclosure Statement, (ii) the Voting Record Date, (iii) the Voting Deadline, (iv) the time fixed for filing objections to confirmation of the Proposed Plan, (v) the time, date, and place for the

Confirmation Hearing, and (vi) additional information regarding specific provisions of the Proposed Plan. Such notice will be sent to all creditors and parties in interest as part of the Solicitation Packages.

50. The Debtors submit that the foregoing procedures will provide adequate notice of the Confirmation Hearing and, accordingly, request that the Court approve such notice as adequate.

C. Establishing Procedures for the Filing of Objections to Confirmation of the Proposed Plan

51. Pursuant to Bankruptcy Rule 3020(b)(1), objections to confirmation of a plan must be filed and served “within a time fixed by the court.” Fed. R. Bankr. P. 3020(b)(1). As such, the Confirmation Hearing Notice provides, and the Debtors request that the Court direct, in accordance with Bankruptcy Rule 3020(b)(1), that objections to confirmation of the Proposed Plan or proposed modifications to the Proposed Plan, if any, must (i) be in writing, (ii) state the name and address of the objecting party and the amount and nature of the claim or interest of such party, (iii) state with particularity the basis and nature of any objection to the Proposed Plan, and (iv) be filed, together with proof of service, with the Court and served so that they are received by the parties identified in paragraph five (5) of the Confirmation Hearing Notice no later than the Plan Objection Deadline. The proposed timing for filing and service of objections and proposed modifications, if any, will afford the Court, the Debtors, the Committee, and other parties in interest sufficient time to consider the objections and proposed modifications prior to the Confirmation Hearing.

52. Bankruptcy Rule 2002(l) provides that “[t]he court may order notice by publication if it finds that notice by mail is impracticable or that it is desirable to supplement the notice.” *See* Fed. R. Bankr. P. 2002(l). In addition to including the Confirmation Hearing

Notice in the Solicitation Packages, the Debtors will cause the Confirmation Hearing Notice to be published once in the national edition of *The New York Times* not less than 28 days prior to the Plan Objection Deadline. The version of the Confirmation Hearing Notice published pursuant to this paragraph may be modified to conserve space and minimize cost to the Debtors' estates. The Debtors believe that publication of the Confirmation Hearing Notice will provide sufficient notice to persons who do not otherwise receive the Confirmation Hearing Notice by mail. Finally, the Debtors will post the Confirmation Hearing Notice electronically on the Voting Agent's website at <http://www.kccllc.net/thq>.

53. The Debtors believe that the service and publication of the Confirmation Hearing Notice as described above will provide sufficient notice of the Confirmation Hearing and the form and manner of and deadline for objections to confirmation of the Proposed Plan. Parties will receive at least 28 days' notice of the Plan Objection Deadline and 42 days' notice of the Confirmation Hearing; such notice periods satisfy Bankruptcy Rule 2002 notice.

NOTICE

54. Notice of this Motion has been given to (i) the U.S. Trustee, (ii) counsel to the Committee, and (iii) all other parties formally requesting notice in these cases pursuant to Bankruptcy Rule 2002. Accordingly, the Debtors submit that good and sufficient notice of this Motion and the Disclosure Statement Hearing, including as required by Bankruptcy Rule 2002, has been provided and no other or further notice need be provided.

WHEREFORE, the Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as the Court may deem just and proper.

Dated: April 25, 2013
Wilmington, Delaware

/s/ Jaime Luton Chapman

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M. Blake Cleary (No. 3614)
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Counsel to the Debtors and Debtors in Possession

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----X
:

In re: : Chapter 11

:

THQ INC., *et al.*, : Case No. 12-13398 (MFW)

:

Debtors.¹ : Jointly Administered

:

: **Hearing Date: May 30, 2013 at 10:30 a.m. (ET)**

-----X **Objection Deadline: May 23, 2013 at 4:00 p.m. (ET)**

NOTICE OF MOTION

TO: (A) THE OFFICE OF THE U.S. TRUSTEE; (B) COUNSEL FOR THE COMMITTEE;
AND (C) ALL PARTIES REQUESTING NOTICE PURSUANT TO BANKRUPTCY
RULE 2002

THQ Inc. (“**THQI**”) and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”) have filed the attached **Motion for Order (I) Approving Disclosure Statement; (II) Fixing Voting Record Date; (III) Approving Solicitation Materials and Procedures for Distribution Thereof; (IV) Approving the Forms of Ballots and Establishing Procedures for Voting on Debtors’ Plan of Liquidation; (V) Scheduling Confirmation Hearing; (VI) Establishing Notice and Objection Procedures in Respect Thereof; and (VII) Granting Related Relief** (the “Motion”).

Responses, if any, to the relief requested in the Motion must be filed with the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801 on or before **May 23, 2013 at 4:00 p.m. (ET)** (the “Objection Deadline”). At the same time, you must serve a copy of your response upon the undersigned counsel.

A HEARING ON THE RELIEF REQUESTED IN THE MOTION WILL BE HELD ON MAY 30, 2013 AT 10:30 A.M. (ET) BEFORE THE HONORABLE MARY F. WALRATH, UNITED STATES BANKRUPTCY JUDGE, IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 N. MARKET STREET, 5TH FLOOR, COURTROOM 4, WILMINGTON, DELAWARE 19801.

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); 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.

IF YOU FAIL TO RESPOND TO THE MOTION IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED THEREIN WITHOUT FURTHER NOTICE OR A HEARING.

Dated: April 25, 2013
Wilmington, Delaware

/s/ Jaime Luton Chapman

Michael R. Nestor (No. 3526)
M. Blake Cleary (No. 3614)
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*Counsel to the Debtors
and Debtors in Possession*

EXHIBIT A

Proposed Order

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----X
:

In re: : Chapter 11

:

THQ INC., *et al.*, : Case No. 12-13398 (MFW)

:

Debtors.¹ : Jointly Administered

:

: Re: Docket No.: ____

-----X

**ORDER (I) APPROVING DISCLOSURE
STATEMENT; (II) FIXING VOTING RECORD DATE; (III) APPROVING
SOLICITATION MATERIALS AND PROCEDURES FOR DISTRIBUTION THEREOF;
(IV) APPROVING THE FORMS OF BALLOTS AND ESTABLISHING PROCEDURES
FOR VOTING ON DEBTORS’ PLAN OF LIQUIDATION; (V) SCHEDULING
CONFIRMATION HEARING; (VI) ESTABLISHING NOTICE AND OBJECTION
PROCEDURES IN RESPECT THEREOF; AND (VII) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² of THQ Inc. and its above-captioned debtor affiliates (as debtors and debtors in possession (collectively, the “Debtors”) for an order, pursuant to sections 105(a), 502, 1125, 1126, and 1128 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2002, 3003, 3017, 3018, 3020, 9013, and 9021 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 3017-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), (i) approving the Debtors’ proposed disclosure statement (as may be amended, modified, or supplemented from time to time, the “Proposed Disclosure Statement”) for the *Chapter 11 Plan of Liquidation of THQ Inc. and Its Affiliated Debtors*, dated

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); 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.

² Any capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion or the Proposed Plan, as applicable.

April 18, 2013 (as may be amended, modified, or supplemented from time to time, the “Proposed Plan”); (ii) fixing a voting record date; (iii) approving solicitation materials and procedures for distribution thereof; (iv) approving the forms of ballots and establishing procedures for voting on the Proposed Plan; (v) scheduling a hearing and establishing notice and objection procedures in respect of confirmation of the Proposed Plan; and (vi) granting related relief, all as more fully set forth in the Motion; and the Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided and it appearing no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion (the “Disclosure Statement Hearing”); and upon the record of the Disclosure Statement Hearing and all of the proceedings had before the Court and the Court having reviewed the Motion, the papers in support thereof, and the responses thereto, if any; and the Court having found and determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and that the relief requested in the Motion is in the best interests of the Debtors, their estates, and creditors; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY FOUND THAT:

A. The Court has reviewed and approved the Proposed Disclosure Statement filed by the Debtors (as approved, the “Disclosure Statement”) and has determined that it complies with section of the 1125 Bankruptcy Code.

B. The procedures set forth below for the solicitation and tabulation of votes to accept or reject the Proposed Plan provide for a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.

C. The forms of Ballots (including the Master Ballot) annexed hereto as Exhibits 1-A through 1-D, including all voting instructions provided therein, are consistent with Official Form No. 14, adequately address the particular needs of these Chapter 11 Cases, and provide adequate information and instructions for each Class of Claims entitled to vote to accept or reject the Proposed Plan. No further information or instructions are necessary.

D. Pursuant to the Proposed Plan, Allowed Claims in Class 4 (Convenience Claims) and Class 5 (General Unsecured Claims) (together, the “Voting Classes”) are impaired and entitled to receive distributions under the Proposed Plan and, accordingly, holders of Allowed Claims in these Classes are entitled to vote on account of such Claims.

E. Pursuant to the Proposed Plan, Allowed Claims in Class 1 (Secured Tax Claims), Class 2 (Other Secured Claims), and Class 3 (Priority Non-Tax Claims) are unimpaired (together, the “Unimpaired Classes”) and, accordingly, pursuant to section 1126(f) of the Bankruptcy Code, Holders of such Claims are conclusively presumed to accept the Proposed Plan and are not entitled to vote on account of such Claims.

F. Pursuant to the Proposed Plan, Holders of Allowed Claims in Class 6 (Subordinated Claims) and Class 7 (Securities Law Claims) and Holders of Allowed Equity Interests in Class 8 (Equity Interests) (together, the “Non-Voting Impaired Classes”) will likely not receive or retain any property under the Proposed Plan in respect of their Claims or Equity Interests and, therefore, are deemed to reject the Proposed Plan and not entitled to vote on

account of such Claims or Equity Interests (together with the Unimpaired Class, the “Non-Voting Classes”).

G. The Notices of Non-Voting Status, substantially in the forms annexed hereto as Exhibits 2-A and 2-B, comply with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules and, together with the Confirmation Hearing Notice, provide adequate notice to Holders of Claims or Equity Interests in the Non-Voting Classes of their non-voting status. No further notice of their non-voting status is necessary.

H. The distribution and contents of the Solicitation Packages comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all interested parties of the Voting Record Date, Voting Deadline, Plan Objection Deadline, Confirmation Hearing, and all related matters.

I. The period during which the Debtors may solicit acceptances to the Proposed Plan, as set forth below, is a reasonable and sufficient period of time for holders of claims in the Voting Classes to make an informed decision regarding whether to accept or reject the Proposed Plan and timely return Ballots evidencing such decision.

J. The notice substantially in the form annexed hereto as Exhibit 4 (the “Confirmation Hearing Notice”), and the procedures set forth below for providing notice of the time, date, and place of the hearing to consider confirmation of the Proposed Plan (the “Confirmation Hearing”) and for filing objections or responses to the Proposed Plan, provide due, proper, and adequate notice and comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all interested parties.

K. In addition to including the Confirmation Hearing Notice in the Solicitation Packages, the Debtors will cause the Confirmation Hearing Notice to be published once in the

national edition of *The New York Times* not less than 28 days prior to the Plan Objection Deadline. The version of the Confirmation Hearing Notice published pursuant to this paragraph may be modified to conserve space and minimize cost to the estate. The publication of the Confirmation Hearing Notice will provide sufficient notice to persons who do not otherwise receive the Confirmation Hearing Notice by mail.

L. The form and manner of notice of the time set for filing objections to, and the time, date, and place of, the Disclosure Statement Hearing to consider approval of the Proposed Disclosure Statement and other relief requested in the Motion was adequate and comports with due process and no further action is necessary.

M. All notices to be provided relating to confirmation of the Proposed Plan pursuant to the procedures set forth herein, constitute good and sufficient notice to all parties in interest of all matters pertinent hereto and of all matters pertinent to the Confirmation Hearing and no other or further notice need be provided.

NOW, THEREFORE, IT IS ORDERED:

1. The Motion is GRANTED.
2. The Disclosure Statement contains adequate information in accordance with section 1125 of the Bankruptcy Code and is APPROVED.
3. The Disclosure Statement Hearing Notice complied with Bankruptcy Rules 2002(b) and (d) and 3017(a) and Local Rule 3017-1 and is APPROVED.
4. All objections or responses to the Disclosure Statement, if any, which have not been withdrawn or resolved, are overruled.
5. Kurtzman Carson Consultants LLC (the "Voting Agent") is authorized to perform all balloting and solicitation services and any services incidental thereto.

6. Except as otherwise provided herein, a creditor who holds a Claim in a Voting Class is entitled to vote on the Proposed Plan.

7. The Voting Record Date shall be set as May 30, 2013.

8. The record Holders of Claims shall be determined as of the Voting Record Date based upon the records of the Debtors and the Voting Agent. Accordingly, any documentation evidencing a transfer of a claim not received and docketed by the Court on or before the Voting Record Date shall not be recognized for purposes of voting or receipt of the Proposed Plan confirmation materials.

9. The Solicitation Letter substantially in the form annexed hereto as Exhibit 3 is APPROVED.

10. The Solicitation Packages are APPROVED.

11. The Voting Solicitation Package shall be distributed to each member of the Voting Classes by the Solicitation Date and shall contain the following materials: (i) the Solicitation Letter; (ii) the Disclosure Statement, which shall include the Proposed Plan as an exhibit; (iii) the Disclosure Statement Order (without exhibits); (iv) a customized Ballot and a postage prepaid return envelope; and (v) the Confirmation Hearing Notice. The Debtors shall not distribute the Voting Solicitation Packages (and related Ballots) to the Convertible Notes Indenture Trustee.

12. The Non-Voting Notice Packages shall be distributed to each member of the Non-Voting Classes and shall contain the following materials: (i) the appropriate Notice of Non-Voting Status; and (ii) the Confirmation Hearing Notice.

13. The Notice Packages shall be distributed to (a) the U.S. Trustee, (b) counsel to the Committee, (c) the Securities and Exchange Commission, (d) the Internal Revenue Service,

(e) the United States Attorney's Office for the District of Delaware, and (f) any party that has requested notice of pleadings in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002 as of the day prior to service. The Notice Solicitation Package shall contain the Confirmation Hearing Notice.

14. The Debtors may distribute the Solicitation Packages at their discretion in either paper or CD-ROM format (other than the Confirmation Hearing Notice, the Ballot, and the Solicitation Letter, each of which shall be provided in paper format); provided, however, that, upon the request of any party in interest, the Debtors shall provide a paper copy of the Disclosure Statement Order and/or the Disclosure Statement, which shall include the Proposed Plan as an exhibit, at no cost to the party within five (5) business days of such request.

15. The Debtors are directed to distribute, or cause to be distributed, by the Solicitation Date the Confirmation Hearing Notice on all parties in the creditor matrix maintained by the Voting Agent that are not otherwise entitled to receive a Solicitation Package.

16. With respect to any creditor who has filed duplicate Claims (whether against the same or multiple Debtors) or Claims that have amended or superseded previously filed Claims which are classified under the Proposed Plan in the same Class, the Debtors shall provide to such creditor only one Solicitation Package and one Ballot for voting a single Claim in such Class, regardless of whether an objection to such duplicate, amended or superseded Claims has been filed.

17. The Debtors are not required to distribute Solicitation Packages to creditors who have timely filed proofs of claim if the Claims have already been paid in the full claimed amount; provided, however, if, and to the extent that, any such creditor would be entitled to

receive a Solicitation Package for any reason other than by virtue of the fact that its Claim had been scheduled by the Debtors, such creditor will be sent a Solicitation Package.

18. With respect to addresses from which Disclosure Statement Hearing Notices were returned by the United States Postal Service as undeliverable without a forwarding address, the Debtors are excused from distributing Solicitation Packages to those entities listed at such addresses unless the Debtors are provided with accurate addresses for such entities before the Solicitation Date and failure to distribute Solicitation Packages to such entities will not constitute inadequate notice of the Confirmation Hearing or the Voting Deadline, or violation of Bankruptcy Rule 3017(d), and the Debtors are further excused from attempting to find better addresses for entities as to whom a Solicitation Package was returned by the United States Postal Service as undeliverable without a forwarding address.

19. The Debtors are authorized to make non-substantive changes to the Disclosure Statement, the Proposed Plan, and related documents without further order of the Court, including ministerial changes to correct typographical and grammatical errors, and to make conforming changes among the Disclosure Statement, the Proposed Plan, and any other materials in the Solicitation Packages prior to mailing.

20. The Ballots, including the Master Ballot, are APPROVED.

21. The Voting Deadline is set as July 2, 2013 at 5:00 p.m. (prevailing U.S. Pacific Time).

22. Unless otherwise provided herein, all Ballots (other than the Master Ballots and Individual Ballots) must be properly executed, completed, and the original thereof shall be delivered to the Voting Agent so as to be actually received by the Voting Agent no later than the

Voting Deadline at the following address: THQ Ballot Processing, c/o Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, California 90245.

23. The Debtors shall send a Ballot substantially in the form annexed hereto as Exhibit 1-A to the Holders of Convenience Claims in Class 4, other than on account of Convertible Notes Claims.

24. The Debtors shall send a Ballot substantially in the form annexed hereto as Exhibit 1-B to the Holders of General Unsecured Claims, other than on account of Convertible Notes Claims.

25. The Debtors shall send a Ballot substantially in the form annexed hereto as Exhibit 1-C to the Holders of Convertible Notes Claims.

26. The Debtors shall send the Master Ballot, substantially in the form annexed hereto as Exhibit 1-D to the applicable Intermediaries. The Intermediaries shall be responsible for distributing Voting Solicitation Packages to the Beneficial Owners of Convertible Notes Claims. The Debtors shall distribute to each Intermediary a reasonably sufficient number of Voting Solicitation Packages for distribution to the Beneficial Owners for which it is an Intermediary, and the Debtors shall reimburse such Intermediary for the reasonable and documented costs and expenses associated with the distribution of such Voting Solicitation Packages and the tabulation of related Ballots. The Convertible Notes Indenture Trustee shall not be responsible for the distribution, completion, tabulation or return of any Ballots.

27. To be counted as a vote to accept or reject the Proposed Plan, Holders of Convertible Notes Claims must transmit their individual Ballots (each an "Individual Ballot," and collectively, the "Individual Ballots") directly to their applicable Intermediary prior to or on the date and time as the applicable Intermediary shall establish to allow the Intermediary

sufficient time to process the Ballots and timely submit them to the Voting Agent by the Voting Deadline. Individual Ballots returned by Beneficial Owners directly to the Voting Agent or to the Convertible Notes Indenture Trustee shall not be counted.

28. Each Intermediary shall collect the Individual Ballots submitted by the Beneficial Owners of Convertible Notes Claims for which it acts as an Intermediary, tabulate the votes, and record them on the applicable Master Ballot. Each Intermediary shall submit properly executed and completed Master Ballots so as to be received on or before the Voting Deadline by the Voting Agent at the following address: THQ Ballot Processing, c/o Kurtzman Carson Consultants LLC, 599 Lexington Avenue, 39th Floor, New York, New York 10022

29. Each Intermediary must certify that each Beneficial Owner whose Individual Ballot is represented on its Master Ballot has not cast more than one vote with respect to any given Claim for any purpose, including for determining both the number of votes and the amount of the Claims, even if such Holder holds Convertible Notes in more than one account.

30. Where a holder of a Convertibles Notes Claim in Class 5 elects on its Individual Ballot to have such Claim treated as a Convenience Claim in Class 4 (the “Convenience Class Election”), the Intermediary holding such Holder’s Convertible Notes must tender the Convertible Notes into the election account established at The Depository Trust Company (“DTC”) for that purpose. Where a holder of a Convertible Notes Claim in Class 4 DOES NOT elect on its Individual Ballot to have such Claim treated as a General Unsecured Claim in Class 5 (the “General Unsecured Class Election”), the Intermediary holding such Holder’s Convertible Notes must tender the Convertible Notes into the election account established at DTC for that purpose.

31. Convertible Notes may not be withdrawn from the election account after the Intermediary has tendered them to the election account at DTC. Once the Convertible Notes have been tendered, no further trading will be permitted in the Convertible Notes held in the election account. If the Proposed Plan is not confirmed, DTC shall, in accordance with its customary practices and procedures, return all Convertible Notes held in the election account to the applicable Intermediary for credit to the account of the applicable Beneficial Owner.

32. Solely for purposes of voting to accept or reject the Proposed Plan and not for the purpose of the allowance of, or distribution on account of, a Claim and without prejudice to the rights of the Debtors, their estates or any successor(s) in interest thereto in any other context, each Claim within a Voting Class is temporarily Allowed in an amount equal to the amount of such Claim as set forth in the Schedules unless such Holder has timely filed a proof of claim, in which event such Holder would be entitled to vote the amount of such Claim as set forth in such proof of claim. The foregoing general procedure will be subject to the following exceptions:

- a. If a claim is deemed allowed under the Proposed Plan or in an order of the Court entered prior to the Voting Record Date, such claim is allowed for voting purposes in the deemed allowed amount set forth in the Proposed Plan or such order;
- b. If a claim for which a proof of claim has been timely filed is, by its terms, contingent or unliquidated, the Debtors propose that such claim be temporarily allowed for voting purposes only, and not for purposes of allowance or distribution, at \$1.00;
- c. If a claim for which a proof of claim has been timely filed is, by its terms, partially liquidated, the Debtors propose that such liquidated amount of such claim be temporarily allowed for voting purposes only, and not for purposes of allowance or distribution;
- d. If a claim has been estimated or otherwise allowed for voting purposes by order of the Court, such claim is temporarily allowed in the amount so estimated or allowed by the Court for voting purposes only, and not for purposes of allowance or distribution;
- e. If a claim is listed in the Schedules as undetermined, contingent, unliquidated, or disputed, or in a zero or unknown amount, and a proof of claim was not (i) filed by the applicable bar date for the filing of proofs of claim established by the Court or (ii)

deemed timely filed by an order of the Court prior to the Voting Deadline, unless the Debtors have consented in writing, the Debtors propose that such claim be disallowed for voting purposes and for purposes of allowance and distribution pursuant to Bankruptcy Rule 3003(c); and

- f. If the Debtors have served an objection to a claim at least 10 days before the Voting Deadline, the Debtors propose that such claim be temporarily disallowed for voting purposes only and not for purposes of allowance or distribution, except to the extent and in the manner as may be set forth in such objection, except as ordered by the Court.

33. Only the Beneficial Owners of the Convertible Notes as reflected in the records maintained by the Convertible Notes Indenture Trustee or the security position report received from DTC, as appropriate (the “Notes Record Amount”), as of the close of business on the Voting Record Date shall be entitled to vote.

34. Votes cast by Beneficial Owners through an Intermediary will be applied against the positions held by such entities in the Convertible Notes as of the Voting Record Date, as evidenced by the Convertible Notes Indenture Trustee’s records and the security position report received from DTC. Votes submitted by an Intermediary, pursuant to the Master Ballot, will not be counted in excess of the Notes Record Amount of such Convertible Notes held by such Intermediary.

35. To the extent that conflicting votes or “overvotes” are submitted by an Intermediary, the Voting Agent, in good faith, will attempt to reconcile discrepancies with the Intermediaries.

36. To the extent that overvotes on the Master Ballot are not reconciled prior to the preparation of the vote certification, the Voting Agent will apply the votes to accept and to reject the Proposed Plan in the same proportion as the votes to accept and reject the Proposed Plan submitted on the Master Ballots that contained the overvote, but only to the extent of the Intermediary’s position in the Convertible Notes.

37. With respect to Master Ballots submitted by Intermediaries, the Court directs as follows:

- a. All Intermediaries to which Beneficial Owners return their Individual Ballots shall summarize on the Master Ballot all Individual Ballots cast by Beneficial Owners and return the Master Ballot to the Voting Agent on or before the Voting Deadline; provided, however, that each Intermediary shall be required to retain the original Individual Ballots cast by the Beneficial Owners for inspection for one (1) year following the submission of the Master Ballot;
- b. Votes cast by Beneficial Owners through an Intermediary by means of a Master Ballot shall be applied against the positions held by such Intermediary as evidenced by the security position report received from DTC compiled as of the Voting Record Date; provided, however, that votes submitted by an Intermediary on a Master Ballot shall not be counted in excess of the position maintained by such Intermediary as of the Voting Record Date; and
- c. To the extent that there are overvotes submitted by an Intermediary on a Master Ballot, votes to accept and to reject the Proposed Plan shall be applied by the Voting Agent in the same proportion as the votes to accept or reject the Proposed Plan submitted on the Master Ballot that contains the over-vote, but only to the extent of the position maintained by such Intermediary as of the Voting Record Date.

38. If a party entitled to vote has more than one Claim (either scheduled or filed or both) within a Voting Class against one or more of the Debtors based upon different transactions, the Debtors propose that the party shall be entitled to vote on and shall receive a different Ballot for each such Claim; provided, however, that if a party that is entitled to vote has Claims (either scheduled or filed or both) against more than one of the Debtors based on the same transaction (e.g., a Claim against one Debtor that was guaranteed by another Debtor), that the party shall receive one Ballot on account of such Claims and shall be entitled to one vote for numerosity purposes, with no aggregation of multiple Claims for purposes of calculating the amount.

39. Each creditor that votes to accept or reject the Proposed Plan is deemed to have voted the full amount of its Claim thereof.

40. If any claimant seeks to challenge the allowance of its Claim for voting purposes in accordance with the above procedures, such claimant is directed to file with the Court and serve on the Debtors and the parties set forth in paragraph 5 of the Confirmation Hearing Notice a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such claim in a different amount for purposes of voting to accept or reject the Proposed Plan on or before the fourteenth (14th) day after the later of (i) the date of service of the Confirmation Hearing Notice and (ii) the date of service of notice of an objection, if any, to such Claim, but in no event later than seven (7) days prior to the Confirmation Hearing.

41. As to any creditor filing a motion pursuant to Bankruptcy Rule 3018(a), such creditor's Ballot shall not be counted unless temporarily allowed by the Court for voting purposes, after notice and a hearing, prior to or at the Confirmation Hearing.

42. In the event that a claimant reaches an agreement with the Debtors as to the treatment of its claim for voting purposes, a stipulation setting forth that agreement shall be submitted to the Court for approval under a certification of counsel after providing a minimum of two (2) business days' notice to the U.S. Trustee and the Committee.

43. If a creditor casts more than one Ballot voting the same Claim(s) before the Voting Deadline, the last valid Ballot received before the Voting Deadline is deemed to reflect the voter's intent and, thus, to supersede any prior Ballots.

44. Creditors must vote all of their Claims within a particular class under the Proposed Plan, whether or not such Claims are asserted against the same or multiple Debtors, either to accept or reject the Proposed Plan and may not split their vote(s).

45. If a creditor returns more than one Ballot voting different Claims within a single Class under the Proposed Plan and the Ballots are not voted in the same manner, those Ballots

will not be counted or considered for any purpose in determining whether the Proposed Plan has been accepted or rejected.

46. The following Ballots shall not be counted or considered for any purpose in determining whether the Proposed Plan has been accepted or rejected:

- a. any Ballot received after the Voting Deadline, unless the relevant voting party is granted an extension of the Voting Deadline with respect to such Ballot or unless authorized by the Court;
- b. any Ballot that is illegible or contains insufficient information to permit the identification of the claimant;
- c. any Ballot cast by a person or entity that does not hold a claim in a class that is entitled to vote to accept or reject the Proposed Plan;
- d. any Ballot cast for a claim identified as unliquidated, contingent, or disputed for which no proof of claim was timely filed;
- e. any unsigned Ballot or Ballot not bearing an original signature;
- f. any Ballot transmitted to the Voting Agent by facsimile, email or other electronic means;
- g. any Ballot voting on account of a proof of claim filed after the Voting Record Date that has not been temporarily allowed for voting purposes by order of the Court; and
- h. any Individual Ballot submitted to the Voting Agent or the Convertible Notes Indenture Trustee.

47. Any Ballot that (i) does not indicate either an acceptance or rejection of the Proposed Plan or (ii) indicates both an acceptance and rejection of the Proposed Plan shall be deemed to reflect the voter's intent to accept the Proposed Plan.

48. The Voting Agent is authorized, but not directed, to attempt to cure invalid Ballots.

49. Where an Impaired Class of Claims is otherwise entitled to vote on the Proposed Plan, but no Claim in such class is voted, such Class may be deemed to have accepted the Proposed Plan.

50. Subject to any order of the Court to the contrary, the Debtors, in their sole discretion, may waive any defect in any Ballot at any time, whether before or after the Voting Deadline, and without notice.

51. The Proposed Plan voting certification may be filed no later than three (3) business days prior to the Confirmation Hearing.

52. The Confirmation Hearing Notice is APPROVED.

53. The Confirmation Hearing will be held on July 16, 2013 at 10:30 a.m. (prevailing Eastern Time); provided, however, that the Confirmation Hearing may be adjourned from time to time by the Court, the Debtors without further notice to parties other than an announcement in Court at the Confirmation Hearing or any adjourned Confirmation Hearing.

54. Objections to confirmation of the Proposed Plan may be filed no later than July 2, 2013 at 4:00 p.m. (prevailing Eastern Time) (the “Plan Objection Deadline”).

55. Objections to confirmation of the Proposed Plan, if any, must (i) be in writing, (ii) state the name and address of the objecting party and the amount and nature of the claim or interest of such party, (iii) state with particularity the basis and nature of any objection, and (iv) be filed, together with proof of service, with the Court and served so that they are actually received no later than the Plan Objection Deadline by each of the parties identified in paragraph 5 of the Confirmation Hearing Notice at the respective addresses set forth therein.

56. Objections to confirmation of the Proposed Plan not timely filed and served in the manner set forth above shall not be considered and shall be overruled.

57. The Debtors are authorized to take or refrain from taking any action necessary or appropriate to implement the terms of and the relief granted in this Order without seeking further order of the Court.

Dated: _____, 2013
Wilmington, Delaware

Mary F. Walrath
United States Bankruptcy Judge

EXHIBIT 1-A

Class 4 (Convenience Claims) Ballot

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

-----X	:	
In re:	:	Chapter 11
THQ INC., <i>et al.</i> ,	:	Case No. 12-13398 (MFW)
Debtors. ¹	:	Jointly Administered
-----X	:	

**BALLOT FOR HOLDERS OF CLAIMS, OTHER THAN
CONVERTIBLE NOTES CLAIMS, IN CLASS 4 (CONVENIENCE CLAIMS)**

THQ Inc. and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors-in-possession (collectively, the “Debtors”), are soliciting votes with respect to the *Chapter 11 Plan of Liquidation of THQ Inc. and Its Affiliated Debtors*, dated April 18, 2013 (as it may be amended, modified, or supplemented from time to time, the “Proposed Plan”), from the Holders of certain Impaired Claims against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions shall have the meaning ascribed to them in the Disclosure Statement Order (defined below) or the Proposed Plan, as applicable. If you have any questions on how to complete this Ballot, please contact Kurtzman Carson Consultants, LLC (the “Voting Agent”) at (877) 709-4751 or by email at THQInfo@kccllc.com.

THIS BALLOT IS TO BE USED FOR VOTING BY HOLDERS OF CONVENIENCE CLAIMS, OTHER THAN CONVERTIBLE NOTES CLAIMS, AGAINST ANY OF THE DEBTORS (CLASS 4). If you are, as of May 30, 2013, the holder of a Convenience Claim against any of the Debtors, other than a Convertible Notes Claim (for which you will receive a separate Ballot), please use this Ballot to cast your vote to accept or reject the Proposed Plan. The United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) has entered an order (the “Disclosure Statement Order”) [Docket No. ___] approving the *Disclosure Statement for the Chapter 11 Plan of Liquidation of THQ Inc. and Its Affiliated Debtors*, dated April 18, 2013 (as it may be amended, modified or supplemented from time to time, the “Disclosure Statement”), which provides information to assist you in deciding how to vote on the Proposed Plan. The Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Proposed Plan by the Bankruptcy Court.

The Proposed Plan provides that each Holder of a Convenience Claim in Class 4 may elect treatment under Class 5 (General Unsecured Claims) by making an irrevocable written election on a timely delivered Ballot. Accordingly, the Ballot provides for such election.

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); 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.

The Disclosure Statement and the Proposed Plan may be examined by accessing the Debtors' website, <http://kccllc.net/thq>. In addition you may obtain a copy of the Disclosure Statement and Proposed Plan by contacting the Voting Agent. Please be advised that the Voting Agent is not authorized to, and will not, provide legal advice.

IMPORTANT

You should review the Disclosure Statement and the Proposed Plan before you vote. You may wish to seek legal advice concerning the Proposed Plan and the classification and treatment of your Claim(s) under the Proposed Plan.

VOTING DEADLINE: JULY 2, 2013 AT 5:00 P.M. PREVAILING U.S. PACIFIC TIME.

In order for your vote to be counted, the Ballot must be properly completed, signed, and returned so that it is actually received by the Voting Agent, Kurtzman Carson Consultants LLC, by no later than 5:00 p.m. (prevailing U.S. Pacific Time) on July 2, 2013, unless such time is extended by the Debtors, at the following address:

THQ Ballot Processing
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, California 90245

BALLOTS WILL NOT BE ACCEPTED BY FACSIMILE TRANSMISSION, EMAIL, OR ANY OTHER ELECTRONIC METHOD.

If your Ballot is not received by the Voting Agent on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Proposed Plan. Even if you intend to vote to reject the Proposed Plan, you must still read, complete, and execute this entire Ballot.

Your receipt of this Ballot does not signify that your Claim(s) has been or will be Allowed. The Debtors reserve all rights to dispute such Claim(s).

The Proposed Plan will be accepted by a Class if it is accepted by the Holders of two-thirds in amount and more than one-half in number of Claims in such Class voting on the Proposed Plan. If the Proposed Plan is confirmed by the Bankruptcy Court, all Holders of Claims against and Equity Interests in the Debtors (including those Holders who abstain from voting on or reject the Proposed Plan, and those Holders who are not entitled to vote on the Proposed Plan) will be bound by the confirmed Proposed Plan and the transactions contemplated thereby.

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING BALLOT

1. To properly complete this Ballot, you must:
 - a) Make sure that the information contained in Item 1 is correct;
 - b) Cast a vote to accept or reject the Proposed Plan by checking the appropriate box in Item 2;
 - c) Review and complete Item 3 (optional);
 - d) Review Item 4;
 - e) Sign, date, and provide the remaining information requested; and
 - f) Return the Ballot (containing original signature) to the Voting Agent in the provided return envelope by first class mail (postage prepaid) to **THQ Ballot Processing, c/o Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, California 90245** so as to be received by the Voting Agent on or before **July 2, 2013 at 5:00 p.m. (prevailing U.S. Pacific Time)** (the “Voting Deadline”). If a Ballot is received after the Voting Deadline, it will not be counted. An envelope addressed to the Voting Agent is enclosed for your convenience. **Ballots submitted by facsimile, email or other electronic transmission will not be counted, except in the Debtors’ sole discretion.**
2. If you hold more than one Convenience Claim in Class 4, or if you hold a Claim or Claims in Class 5 (General Unsecured Claims), you should receive a Ballot for each of such Claims. If you are the Holder of a Convertible Notes Claim, you will receive a separate Ballot for such Claim. Each Ballot you receive is for voting only the Claim described on the Ballot. Please complete and return each Ballot you receive in accordance with the instructions provided on such Ballot. You must vote all of your Claims within a single Class under the Proposed Plan either to accept or to reject the Proposed Plan. Accordingly, if you return more than one Ballot voting different Claims within a single Class under the Proposed Plan and the Ballots are not voted in the same manner, those Ballots will not be counted. Any Ballot that (i) does not indicate either an acceptance or rejection of the Proposed Plan or (ii) indicates both an acceptance and rejection of the Proposed Plan will be deemed to reflect the voter’s intent to accept the Proposed Plan.
3. In the event you are a Holder of a Claim, your Claim has been **temporarily allowed solely for purposes of voting** to accept or to reject the Proposed Plan in accordance with certain tabulation rules (the “Tabulation Rules”) approved by the Bankruptcy Court. These Tabulation Rules are set forth in the Disclosure Statement Order. The temporary allowance of your Claim for voting purposes does not constitute an allowance of your Claim for purposes of distribution under the Proposed Plan and is without prejudice to the rights of the Debtors in any other context (e.g., the right of the Debtors to contest the amount or validity of any Claim for purposes of allowance under the Proposed Plan). If you wish to obtain the

temporary allowance of your Claim for Plan voting purposes in a different amount or Class than the amount provided in the Tabulation Rules, you must file a motion, pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure, for an order temporarily allowing your Claim in a different amount or classification for purposes of voting to accept or to reject the Proposed Plan and serve such motion on the Debtors so that it is received no later than the fourteenth (14th) day after the later of (i) service of the Confirmation Hearing Notice and (ii) service of notice of an objection, if any, to such Claim, but in no event later than seven (7) days prior to the Confirmation Hearing. Unless the Bankruptcy Court orders otherwise, your Claim will not be counted as a vote in excess of the amount as determined in accordance with the Disclosure Statement Order, regardless of the amount identified in Item 1 of the Ballot. If a lesser amount is identified in Item 1 of the Ballot, your Claim will be counted as a vote in such lesser amount.

4. The Ballot does not constitute, and will not be deemed, a Proof of Claim or an assertion of a Claim or Equity Interest.
5. If you cast more than one Ballot voting the same Claim prior to the Voting Deadline, the latest received valid Ballot will supersede any and all prior Ballots.
6. NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.
7. IF YOU HAVE RECEIVED A DAMAGED BALLOT OR HAVE LOST YOUR BALLOT, OR IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE VOTING AGENT AT KURTZMAN CARSON CONSULTANTS, LLC AT (877) 709-4751 OR BY EMAIL AT THQINFO@KCCLLC.COM.

PLEASE COMPLETE ALL ITEMS BELOW. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Amount of Claim. The undersigned hereby certifies that, as of May 30, 2013, he, she or it holds a Convenience Claim in the amount set forth below:

Voting Amount: _____

Item 2. Vote. The undersigned Holder of the Claim identified in Item 1 hereby votes to:

Check One Box Only

- Accept** the Proposed Plan.
- Reject** the Proposed Plan.

Item 3. OPTIONAL – Class Election. By checking the box below, you elect to have your Convenience Claim identified in Item 1, above, be treated as a Class 5 General Unsecured Claim against the Debtors, meaning that you will receive in full satisfaction, discharge, exchange, and release of such Claim, (i) a Pro Rata share of the (a) Initial Class 5 Distribution and (b) Net Proceeds after the Initial Class 5 Distribution and (ii) a Litigation Trust Beneficial Interest.

- Elect to have Convenience Claim treated as a General Unsecured Claim.

Item 4. Acknowledgments. By signing this Ballot, the undersigned acknowledges receipt of the Disclosure Statement and the other applicable solicitation materials and certifies that the undersigned is the claimant or has the power and authority to vote to accept or reject the Proposed Plan on behalf of the claimant. The undersigned understands that an otherwise properly completed and executed and timely returned Ballot that does not indicate either an acceptance or a rejection of the Proposed Plan, or indicates both an acceptance and a rejection of the Proposed Plan, will be deemed to reflect the voter's intent to accept the Proposed Plan.

Name of Claimant: _____

Signature: _____

If by Authorized Agent, Name
and Title: _____

Street Address: _____

City, State, Zip Code: _____

Telephone Number: _____

Email: _____

Date Completed _____

EXHIBIT 1-B

Class 5 (General Unsecured Claims) Ballot

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

-----X	:	
In re:	:	Chapter 11
THQ INC., <i>et al.</i> ,	:	Case No. 12-13398 (MFW)
Debtors. ¹	:	Jointly Administered
-----X	:	

**BALLOT FOR HOLDERS OF CLAIMS, OTHER THAN
CONVERTIBLE NOTES CLAIMS, IN CLASS 5 (GENERAL UNSECURED CLAIMS)**

THQ Inc. and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors-in-possession (collectively, the “Debtors”), are soliciting votes with respect to the *Chapter 11 Plan of Liquidation of THQ Inc. and Its Affiliated Debtors*, dated April 18, 2013 (as it may be amended, modified, or supplemented from time to time, the “Proposed Plan”), from the Holders of certain Impaired Claims against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions shall have the meaning ascribed to them in the Disclosure Statement Order (defined below) or the Proposed Plan, as applicable. If you have any questions on how to complete this Ballot, please contact Kurtzman Carson Consultants, LLC (the “Voting Agent”) at (877) 709-4751 or by email at THQInfo@kccllc.com.

THIS BALLOT IS TO BE USED FOR VOTING BY HOLDERS OF GENERAL UNSECURED CLAIMS AGAINST ANY OF THE DEBTORS, OTHER THAN CONVERTIBLE NOTES CLAIMS, THAT EXCEED \$10,000 (CLASS 5).² If you are, as of May 30, 2013, the holder of a General Unsecured Claim against any of the Debtors, other than a Convertible Notes Claim (for which you will receive a separate Ballot), that exceeds \$10,000, please use this Ballot to cast your vote to accept or reject the Proposed Plan. The United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) has entered an order (the “Disclosure Statement Order”) [Docket No. ___] approving the *Disclosure Statement for the Chapter 11 Plan of Liquidation of THQ Inc. and Its Affiliated Debtors*, dated April 18, 2013 (as it may be amended, modified or supplemented from time to time, the “Disclosure Statement”), which provides information to assist you in deciding how to vote on the Proposed Plan. The Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Proposed Plan by the Bankruptcy Court.

The Proposed Plan provides that each Holder of an Allowed General Unsecured Claim in an amount greater than \$10,000 (Class 5) may elect to voluntarily reduce such Claim to \$10,000 and be

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); 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.

² “Convertible Notes Claims” are any Claims against THQI arising from or relating to THQI’s 5.00% Convertible Senior Notes Due 2014.

treated as a Holder of an Allowed Convenience Claim in Class 4 by making an irrevocable written election on a timely delivered Ballot; provided, however, that any Allowed Claim in excess of \$10,000 may not be subdivided into multiple Allowed Claims of \$10,000 or less. Accordingly, the Ballot provides for such election.

The Disclosure Statement and the Proposed Plan may be examined by accessing the Debtors' website, <http://kccllc.net/thq>. In addition you may obtain a copy of the Disclosure Statement and Proposed Plan by contacting the Voting Agent. Please be advised that the Voting Agent is not authorized to, and will not, provide legal advice.

IMPORTANT

You should review the Disclosure Statement and the Proposed Plan before you vote. You may wish to seek legal advice concerning the Proposed Plan and the classification and treatment of your Claim(s) under the Proposed Plan.

VOTING DEADLINE: JULY 2, 2013 AT 5:00 P.M. PREVAILING U.S. PACIFIC TIME.

In order for your vote to be counted, the Ballot must be properly completed, signed, and returned so that it is actually received by the Voting Agent, Kurtzman Carson Consultants LLC, by no later than 5:00 pm. (prevailing U.S. Pacific Time) on July 2, 2013, unless such time is extended by the Debtors, at the following address:

THQ Ballot Processing
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, California 90245

BALLOTS WILL NOT BE ACCEPTED BY FACSIMILE TRANSMISSION, EMAIL, OR ANY OTHER ELECTRONIC METHOD.

If your Ballot is not received by the Voting Agent on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Proposed Plan. Even if you intend to vote to reject the Proposed Plan, you must still read, complete, and execute this entire Ballot.

Your receipt of this Ballot does not signify that your Claim has been or will be Allowed. The Debtors reserve all rights to dispute such Claim.

The Proposed Plan will be accepted by a Class if it is accepted by the Holders of two-thirds in amount and more than one-half in number of Claims in such Class voting on the Proposed Plan. If the Proposed Plan is confirmed by the Bankruptcy Court, all Holders of Claims against and Equity Interests in the Debtors (including those Holders who abstain from voting on or reject the Proposed Plan, and those Holders who are not entitled to vote on the Proposed Plan) will be bound by the confirmed Proposed Plan and the transactions contemplated thereby.

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING BALLOT

1. To properly complete this Ballot, you must:
 - a) Make sure that the information contained in Item 1 is correct;
 - b) Cast a vote to accept or reject the Proposed Plan by checking the appropriate box in Item 2;
 - c) Review and complete Item 3 (optional);
 - d) Review Item 4;
 - e) Sign, date, and provide the remaining information requested; and
 - f) Return the Ballot (containing original signature) to the Voting Agent in the provided return envelope by first class mail (postage prepaid) to **THQ Ballot Processing, c/o Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, California 90245** so as to be received by the Voting Agent on or before **July 2, 2013 at 5:00 p.m. (prevailing U.S. Pacific Time)** (the “Voting Deadline”). If a Ballot is received after the Voting Deadline, it will not be counted. An envelope addressed to the Voting Agent is enclosed for your convenience. **Ballots submitted by facsimile, email or other electronic transmission will not be counted, except in the Debtors’ sole discretion.**
2. If you hold more than one General Unsecured Claim in Class 5, or if you hold a Claim or Claims in Class 4 (Convenience Claims), you should receive a Ballot for each of such Claims. If you are the Holder of a Convertible Notes Claim, you will receive a separate Ballot for such Claim. Each Ballot you receive is for voting only the Claim described on the Ballot. Please complete and return each Ballot you receive in accordance with the instructions provided on such Ballot. You must vote all of your Claims within a single Class under the Proposed Plan either to accept or to reject the Proposed Plan. Accordingly, if you return more than one Ballot voting different Claims within a single Class under the Proposed Plan and the Ballots are not voted in the same manner, those Ballots will not be counted. Any Ballot that (i) does not indicate either an acceptance or rejection of the Proposed Plan or (ii) indicates both an acceptance and rejection of the Proposed Plan will be deemed to reflect the voter’s intent to accept the Proposed Plan.
3. In the event you are a Holder of a Claim, your Claim has been **temporarily allowed solely for purposes of voting** to accept or to reject the Proposed Plan in accordance with certain tabulation rules (the “Tabulation Rules”) approved by the Bankruptcy Court. These Tabulation Rules are set forth in the Disclosure Statement Order. The temporary allowance of your Claim for voting purposes does not constitute an allowance of your Claim for purposes of distribution under the Proposed Plan and is without prejudice to the rights of the Debtors in any other context (*e.g.*, the right of the Debtors to contest the amount or validity of any Claim for purposes of allowance under the Proposed Plan). If you wish to obtain the temporary allowance of your Claim for Plan voting purposes in a different amount or Class than the amount provided in the Tabulation Rules, you must file a motion, pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure, for an order temporarily allowing your Claim in a different amount or classification for purposes of voting to accept or to reject the Proposed Plan and serve such motion on the Debtors so that it is received no later than the fourteenth (14th) day after the later of (i) service of the Confirmation Hearing Notice and (ii) service of notice of an objection, if any, to such Claim, but in no event later than seven (7) days prior to the Confirmation Hearing. Unless the Bankruptcy Court orders otherwise, your Claim will not be counted as a vote in excess of the amount as determined in accordance with the Disclosure Statement Order, regardless of

the amount identified in Item 1 of the Ballot. If a lesser amount is identified in Item 1 of the Ballot, your Claim will be counted as a vote in such lesser amount.

4. The Ballot does not constitute, and will not be deemed, a Proof of Claim or an assertion of a Claim or Equity Interest.
5. If you cast more than one Ballot voting the same Claim prior to the Voting Deadline, the latest received valid Ballot will supersede any and all prior Ballots.
6. NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.
7. IF YOU HAVE RECEIVED A DAMAGED BALLOT OR HAVE LOST YOUR BALLOT, OR IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE VOTING AGENT AT KURTZMAN CARSON CONSULTANTS, LLC AT (877) 709-4751 OR BY EMAIL AT THQINFO@KCCLLC.COM.

PLEASE COMPLETE ALL ITEMS BELOW. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Amount of Claim. The undersigned hereby certifies that, as of May 30, 2013, he, she or it holds a General Unsecured Claim in the amount set forth below:

Voting Amount: _____

Item 2. Vote. The undersigned Holder of the Claim identified in Item 1 hereby votes to:

Check One Box Only

- Accept** the Proposed Plan.
- Reject** the Proposed Plan.

Item 3. OPTIONAL – Class Election. By checking the box below, you elect to have your General Unsecured Claim identified in Item 1, above, be treated as a Class 4 Convenience Claim against the Debtors, meaning that you will receive in full satisfaction, discharge, exchange, and release of such Claim, Cash in an amount equal to 30% multiplied by the lesser of (a) \$10,000 and (b) the amount of such Allowed Convenience Claim.

- Elect to have General Unsecured Claim treated as a Convenience Claim.

Item 4. Acknowledgments. By signing this Ballot, the undersigned acknowledges receipt of the Disclosure Statement and the other applicable solicitation materials and certifies that the undersigned is the claimant or has the power and authority to vote to accept or reject the Proposed Plan on behalf of the claimant. The undersigned understands that an otherwise properly completed and executed and timely returned Ballot that does not indicate either an acceptance or a rejection of the Proposed Plan, or indicates both an acceptance and a rejection of the Proposed Plan, will be deemed to reflect the voter's intent to accept the Proposed Plan.

Name of Claimant: _____

Signature: _____

If by Authorized Agent,
Name and Title: _____

Street Address: _____

City, State, Zip Code: _____

Telephone Number: _____

Email: _____

Date Completed: _____

EXHIBIT 1-C

Ballot for Beneficial Holders of Convertible Notes Claims

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

-----X	:	
In re:	:	Chapter 11
THQ INC., <i>et al.</i> ,	:	Case No. 12-13398 (MFW)
Debtors. ¹	:	Jointly Administered
-----X	:	

BALLOT FOR HOLDERS OF CONVERTIBLE NOTES CLAIMS

THQ Inc. (“THQI”) and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors-in-possession (collectively, the “Debtors”), are soliciting votes with respect to the *Chapter 11 Plan of Liquidation of THQ Inc. and Its Affiliated Debtors*, dated April 18, 2013 (as it may be amended, modified, or supplemented from time to time, the “Proposed Plan”), from the Holders of certain Impaired Claims against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions shall have the meaning ascribed to them in the Disclosure Statement Order (defined below) or the Proposed Plan, as applicable. If you have any questions on how to complete this Ballot, please contact Kurtzman Carson Consultants, LLC (the “Voting Agent”) at (877) 709-4751 or by email at THQInfo@kccllc.com.

THIS BALLOT IS TO BE USED FOR VOTING BY HOLDERS OF CONVERTIBLE NOTES CLAIMS AGAINST THQI. If you are, as of May 30, 2013, the Holder of a Convertible Notes Claim against THQI, please use this Ballot to cast your vote to accept or reject the Proposed Plan. The United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) has entered an order (the “Disclosure Statement Order”) [Docket No. ___] approving the *Disclosure Statement for the Chapter 11 Plan of Liquidation of THQ Inc. and Its Affiliated Debtors*, dated April 18, 2013 (as it may be amended, modified or supplemented from time to time, the “Disclosure Statement”), which provides information to assist you in deciding how to vote on the Proposed Plan. The Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Proposed Plan by the Bankruptcy Court.

The Proposed Plan provides that each Holder of an Allowed General Unsecured Claim, including a Convertible Notes Claim, in an amount greater than \$10,000 (Class 5) may elect to voluntarily reduce such Claim to \$10,000 and be treated as a Holder of an Allowed Convenience Claim in Class 4 by making an irrevocable written election on a timely delivered Ballot; provided, however, that any Allowed Claim in excess of \$10,000 may not be subdivided into multiple Allowed Claims of \$10,000 or less. The Proposed Plan also provides that each Holder of an Allowed General Unsecured Claim, including a Convertible Notes Claim, in the amount of \$10,000 or less, which Claim is classified as a Convenience Claim under the Proposed Plan, may elect treatment under Class 5 (General Unsecured

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); 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.

Claims) by making an irrevocable written election on a timely delivered Ballot. Accordingly, the Ballot provides for such elections.

The Disclosure Statement and the Proposed Plan may be examined by accessing the Debtors' website, <http://kccllc.net/thq>. In addition you may obtain a copy of the Disclosure Statement and Proposed Plan by contacting the Voting Agent. Please be advised that the Voting Agent is not authorized to, and will not, provide legal advice.

IMPORTANT

You should review the Disclosure Statement and the Proposed Plan before you vote. You may wish to seek legal advice concerning the Proposed Plan and the classification and treatment of your Claim(s) under the Proposed Plan.

VOTING DEADLINE: JULY 2, 2013 AT 5:00 P.M. PREVAILING U.S. PACIFIC TIME

IN ORDER FOR YOUR VOTE TO COUNT, THIS BALLOT MUST BE RECEIVED BY YOUR INTERMEDIARY (I.E., BROKER, DEALER, COMMERCIAL BANK, TRUST COMPANY OR OTHER AGENT NOMINEE) IN ACCORDANCE WITH THE INSTRUCTIONS PROVIDED BY YOUR INTERMEDIARY SO THAT IT HAS SUFFICIENT TIME TO TRANSFER THE INFORMATION TO A MASTER BALLOT, WHICH MUST BE RECEIVED BY THE VOTING AGENT BY THE VOTING DEADLINE. DO NOT RETURN YOUR BALLOT TO THE CONVERTIBLE NOTES INDENTURE TRUSTEE OR DIRECTLY TO THE VOTING AGENT.

Ballots will not be accepted by facsimile transmission, email, or any other electronic method.

If your Ballot is not received by the Intermediary in time for the Intermediary to transfer the information to a Master Ballot and deliver the Master Ballot to the Voting Agent on or before the Voting Deadline, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Proposed Plan. Even if you intend to vote to reject the Proposed Plan, you must still read, complete, and execute this entire Ballot.

Your receipt of this Ballot does not signify that your Claim has been or will be Allowed. The Debtors reserve all rights to dispute such Claim.

The Proposed Plan will be accepted by a Class if it is accepted by the Holders of two-thirds in amount and more than one-half in number of Claims in such Class voting on the Proposed Plan. If the Proposed Plan is confirmed by the Bankruptcy Court, all Holders of Claims against and Equity Interests in the Debtors (including those Holders who abstain from voting on or reject the Proposed Plan, and those Holders who are not entitled to vote on the Proposed Plan) will be bound by the confirmed Proposed Plan and the transactions contemplated thereby.

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING BALLOT

1. To properly complete this Ballot, you must:
 - a) Complete Item 1;
 - b) Cast a vote to accept or reject the Proposed Plan by checking the appropriate box in Item 2;
 - c) Review and complete Item 3 (optional);
 - d) Review Item 4 and, if appropriate, provide the information requested;
 - e) Review Item 5;
 - f) Sign, date, and provide the remaining information requested; and
 - g) Return the Ballot (containing original signature) to your Intermediary so that it is actually received by you Intermediary in sufficient time to permit your Intermediary to deliver a Master Ballot including your vote to the Voting Agent by July 2, 2013 at 5:00 p.m. (prevailing U.S. Pacific Time) (the “Voting Deadline”). **Do not return any other Ballot that you may have received on account of another General Unsecured Claim or a Convenience Claim to your Intermediary. Do not return the Ballot to the Convertible Notes Indenture Trustee. Ballots submitted by facsimile, email or other electronic transmission will not be counted, except in the Debtors’ sole discretion.**
2. If you hold more than one Claim against the Debtors, you should receive a Ballot for each of such Claims. Each Ballot you receive is for voting only the Claim described on the Ballot. Please complete and return each Ballot you receive. You must vote all of your Claims within a single Class under the Proposed Plan either to accept or to reject the Proposed Plan. Accordingly, if you return more than one Ballot voting different Claims within a single Class under the Proposed Plan and the Ballots are not voted in the same manner, those Ballots will not be counted. Any Ballot that (i) does not indicate either an acceptance or rejection of the Proposed Plan or (ii) indicates both an acceptance and rejection of the Proposed Plan will be deemed to reflect the voter’s intent to accept the Proposed Plan.
3. In the event you are a Holder of a Claim, your Claim has been **temporarily allowed solely for purposes of voting** to accept or to reject the Proposed Plan in accordance with certain tabulation rules (the “Tabulation Rules”) approved by the Bankruptcy Court. These Tabulation Rules are set forth in the Disclosure Statement Order. The temporary allowance of your Claim for voting purposes does not constitute an allowance of your Claim for purposes of distribution under the Proposed Plan and is without prejudice to the rights of the Debtors in any other context (*e.g.*, the right of the Debtors to contest the amount or validity of any Claim for purposes of allowance under the Proposed Plan). If you wish to obtain the temporary allowance of your Claim for Plan voting purposes in a different amount or Class than the amount provided in the Tabulation Rules, you must file a motion, pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure, for an order temporarily allowing your Claim in a different amount or classification for purposes of voting to accept or to reject the Proposed Plan and serve such motion on the Debtors so that it is received no later than the fourteenth (14th) day after the later of (i) service of the Confirmation Hearing Notice and (ii) service of notice of an objection, if any, to such Claim, but in no event later than seven (7) days prior to the Confirmation Hearing. Unless the Bankruptcy Court orders otherwise, your Claim will not be counted as a vote in excess of the amount as determined in accordance with the Disclosure Statement Order, regardless of

the amount identified in Item 1 of the Ballot. If a lesser amount is identified in Item 1 of the Ballot, your Claim will be counted as a vote in such lesser amount.

4. The Ballot does not constitute, and will not be deemed, a Proof of Claim or an assertion of a Claim or Equity Interest.
5. If you cast more than one Ballot voting the same Claim prior to the Voting Deadline, the latest received valid Ballot will supersede any and all prior Ballots.
6. NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.
7. IF YOU HAVE RECEIVED A DAMAGED BALLOT OR HAVE LOST YOUR BALLOT, OR IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE VOTING AGENT AT KURTZMAN CARSON CONSULTANTS, LLC AT (877) 709-4751 OR BY EMAIL AT THQINFO@KCCLLC.COM.

PLEASE COMPLETE ALL ITEMS BELOW. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Principal Amount of Convertible Notes. The undersigned hereby certifies that, as of May 30, 2013, he, she or it holds Convertible Notes in the following principal amount (insert amount below). If you do not know the principal amount, please contact your Intermediary immediately.

Principal Amount: \$ _____

Item 2. Vote. The undersigned Holder of the Claim identified in Item 1 hereby votes to:

Check One Box Only

- Accept** the Proposed Plan.
- Reject** the Proposed Plan.

Item 3. OPTIONAL – Class Election.

- a) **Election for Holders of Convertible Notes Claim in an Amount Greater than \$10,000.** If the Convertible Notes Claim identified in Item 1, above, is in an amount greater than \$10,000, the Proposed Plan classifies such Claim as a General Unsecured Claim in Class 5. By checking the box below, you elect to have your Convertible Notes Claim identified in Item 1, above, be treated as a Class 4 Convenience Claim against the Debtors, meaning that you will receive in full satisfaction, discharge, exchange, and release of such Claim, Cash in an amount equal to 30% multiplied by the lesser of (a) \$10,000 and (b) the amount of such Allowed Convenience Claim (the “Convenience Class Election”).

In order to make the Convenience Class Election, the Intermediary holding your Convertible Notes must tender your Convertible Notes into the election account established at The Depository Trust Company (“DTC”) for that purpose. Convertible Notes may not be withdrawn from the election account after your Intermediary has tendered them to the election account at DTC. Once the Convertible Notes have been tendered, no further trading will be permitted in the Convertible Notes held in the election account. If the Proposed Plan is not confirmed, DTC will, in accordance with its customary practices and procedures, return all Convertible Notes held in the election account to the applicable Intermediary for credit to the account of the applicable Beneficial Owner.

- Elect to have General Unsecured Claim treated as a Convenience Claim.

- b) **Election for Holders of Convertible Notes Claim in an Amount Equal To or Less Than \$10,000.** If the Convertible Notes Claim identified in Item 1, above, is in an amount equal to or less than \$10,000, the Proposed Plan classifies such Claim as a

Convenience Claim in Class 4. By checking the box below, you elect to have your Convenience Claim identified in Item 1, above, be treated as a Class 5 General Unsecured Claim against the Debtors, meaning that you will receive in full satisfaction, discharge, exchange, and release of such Claim, (i) a Pro Rata share of the (a) Initial Class 5 Distribution and (b) Net Proceeds after the Initial Class 5 Distribution and (ii) a Litigation Trust Beneficial Interest (the “General Unsecured Class Election”).

If you **DO NOT** make the General Unsecured Class Election and, thereby, choose to remain in Class 4, the Intermediary holding your Convertible Notes must tender your Convertible Notes into the election account established at DTC for that purpose. Convertible Notes may not be withdrawn from the election account after your Intermediary has tendered them to the election account at DTC. Once the Convertible Notes have been tendered, no further trading will be permitted in the Convertible Notes held in the election account. If the Proposed Plan is not confirmed, DTC will, in accordance with its customary practices and procedures, return all Convertible Notes held in the election account to the applicable Intermediary for credit to the account of the applicable Beneficial Owner.

Elect to have Convenience Claim treated as a General Unsecured Claim.

Item 4. Certifications as to Convertible Notes Claims Held in Additional Accounts. By completing and returning this Ballot, the undersigned beneficial holder certifies that either (1) it has not submitted any other Ballots for other Convertible Notes Claims held in other accounts or other record names, or (2) it has provided the information in the following table for all other Convertible Notes Claims for which it has submitted additional Ballots, each of which indicates the same vote to accept or reject the Proposed Plan (please use additional sheets of paper if necessary).

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED CONVERTIBLE NOTES CLAIMS ON A BALLOT OTHER THAN THIS BALLOT.

Name of Holder	Account Number	Principal Amount of Other Convertible Note Claims Voted
1.		\$
2.		\$
3.		\$
4.		\$
5.		\$
6.		\$
7.		\$
8.		\$
9.		\$
10.		\$

Item 5. Acknowledgments. By signing this Ballot, the undersigned certifies to the Bankruptcy Court and the Debtors that:

- a. either: the undersigned is (i) the Holder of the Convertible Notes Claim being voted; or (ii) an authorized signatory for an Entity that is a Holder of the Convertible Notes Claim being voted;
- b. the undersigned has received a copy of the Disclosure Statement and the Voting Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- c. the undersigned has cast the same vote to accept or reject the Proposed Plan with respect to all Claims held by the undersigned that are within the same Class; and
- d. no other Ballots with respect to the amount of the Convertible Notes Claims identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claims, then any such Ballots dated earlier are hereby revoked.

Name of Claimant: _____

Signature: _____

If by Authorized Agent,
Name and Title: _____

Street Address: _____

City, State, Zip Code: _____

Telephone Number: _____

Email: _____

Date Completed: _____

PLEASE COMPLETE, SIGN, AND DATE THE BALLOT AND RETURN IT PROMPTLY TO YOUR INTERMEDIARY IN THE RETURN ENVELOPE PROVIDED. PLEASE ALLOW SUFFICIENT TIME FOR YOUR INTERMEDIARY TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE VOTING AGENT BEFORE THE VOTING DEADLINE, WHICH IS JULY 2, 2013 AT 5:00 P.M. (PREVAILING U.S. PACIFIC TIME).

EXHIBIT 1-D

Master Ballot for Convertible Notes Claims

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

-----X
 In re: :
 : Chapter 11
 THQ INC., *et al.*, :
 : Case No. 12-13398 (MFW)
 Debtors.¹ :
 : Jointly Administered
 :
 -----X

MASTER BALLOT FOR BENEFICIAL OWNERS OF CONVERTIBLE NOTES CLAIMS

THQ Inc. and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors-in-possession (collectively, the “Debtors”), are soliciting votes with respect to the *Chapter 11 Plan of Liquidation of THQ Inc. and Its Affiliated Debtors*, dated April 18, 2013 (as it may be amended, modified, or supplemented from time to time, the “Proposed Plan”), from the Holders of certain Impaired Claims against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions shall have the meaning ascribed to them in the Disclosure Statement Order (defined below) or Proposed Plan, as applicable. If you have any questions on how to complete this Ballot, please contact Kurtzman Carson Consultants, LLC (the “Voting Agent”) at (917) 281-4800 or by email at THQInfo@kccllc.com.

By Order dated _____, 2013 (the “Disclosure Statement Order”), the United States Bankruptcy Court for the District of Delaware approved the *Disclosure Statement for the Chapter 11 Plan of Liquidation of THQ Inc. and Its Affiliated Debtors* (including all exhibits thereto, and as it may be amended, modified or supplemented from time to time, the “Disclosure Statement”) as containing adequate information within the meaning of section 1125 of the Bankruptcy Code. The Disclosure Statement Order also contains important information regarding the balloting process. Please also read the Disclosure Statement Order and the instructions sent with this Master Ballot prior to submitting a Master Ballot.

The Debtors have sent this Master Ballot to you because their records indicate that you are a broker, dealer, commercial bank, trust company or other agent nominee (each, an “Intermediary”) of a Beneficial Owner of Convertible Notes Claims² as of the Voting Record Date, May 30, 2013. Intermediaries should use the Master Ballot to cast votes to accept or reject the Proposed Plan and to make certain elections and certifications related thereto. This Master Ballot may not be used for any other purpose. If you believe that you have received this Master Ballot in error, please contact the Voting Agent.

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); 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.

² “Convertible Notes Claims” are any Claims against THQI arising from or relating to THQI’s 5.00% Convertible Senior Notes Due 2014 (the “Convertible Notes”).

**VOTING INFORMATION AND INSTRUCTIONS
FOR COMPLETING THE MASTER BALLOT**

VOTING DEADLINE:

The Voting Deadline is **July 2, 2013 at 5:00 p.m. (prevailing U.S. Pacific Time)**, unless extended. To have the vote(s) of the Beneficial Owner(s) of Convertible Notes Claims for whom you act as Intermediary count, you must complete, sign, and return the Master Ballot so that it is *actually received* by the Voting Agent at the address set forth in the Master Ballot on or before the Voting Deadline. **Master Ballots will not be accepted by facsimile transmission, email, or any other electronic method, except in the Debtors' sole discretion. Do not return the Master Ballot to the Convertible Notes Indenture Trustee.**

HOW TO VOTE:

If you are transmitting the votes of any Beneficial Owner of a Convertible Notes Claim, other than yourself, you must deliver the Individual Ballot to the Beneficial Owner, as well as the other materials included in the Voting Solicitation Package, and take the necessary actions to enable such Beneficial Owner to complete and execute such Individual Ballot voting to accept or reject the Proposed Plan, and to return the completed, executed Individual Ballot to you so as to be received in sufficient time to enable you to complete the Master Ballot by the Voting Deadline.

With respect to all of the Individual Ballots returned to you, must properly complete the Master Ballot, as follows:

- a) Complete the certification of authority in Item 1;
- b) Indicate in Item 2 the votes to accept or reject the Proposed Plan, as transmitted to you by the Beneficial Owners in the Individual Ballots;

IMPORTANT: EACH BENEFICIAL OWNER MUST VOTE ALL OF HIS, HER, OR ITS CONVERTIBLE NOTES CLAIMS IN THE SAME CLASS EITHER TO ACCEPT OR REJECT THE PROPOSED PLAN, AND MAY NOT SPLIT SUCH VOTE. IF ANY BENEFICIAL OWNER HAS ATTEMPTED TO SPLIT SUCH VOTE, PLEASE CONTACT THE VOTING AGENT IMMEDIATELY.

- c) Review and complete Item 3 of the Master Ballot;
- d) Transcribe the votes from Item 4 of the Individual Ballots to the table referenced in Item 4 of the Master Ballot;
- e) Review and complete the certification in Item 5 of the Master Ballot;
- f) Ensure that each Individual Ballot is signed and the certification is complete;
- g) Sign and date the Master Ballot, and provide the remaining information requested;
- h) Independently verify and confirm the accuracy of the information provided with respect to each Beneficial Owner of Convertible Notes Claims;
- i) If additional space is required to respond to any item on the Master Ballot, please use additional sheets of paper clearly marked to indicate the applicable item of the Master Ballot to which you are responding;
- j) Deliver the completed Master Ballot (containing an original signature) so as to be received by the Voting Agent before the Voting Deadline. **Do not return the Master Ballot to the Convertible Notes Indenture Trustee.** For each completed, executed Individual Ballot returned to you by a

Beneficial Owner, you must retain such Individual Ballot in your files for one (1) year from the Voting Deadline;

- k) Votes cast by Beneficial Owners through an Intermediary will be applied against the positions held by such entities in the Convertible Notes as of the Voting Record Date, as evidenced by the Convertible Notes Indenture Trustee's record and security position report from the Depository Trust Company ("DTC"). Votes submitted by an Intermediary pursuant to the Master Ballot, will not be counted in excess of the record amount of such Convertible Notes held by such Intermediary;
- l) To the extent that conflicting votes or "overvotes" are submitted by an Intermediary, the Voting Agent, in good faith, will attempt to reconcile discrepancies with the Intermediaries; and
- m) To the extent that overvotes on the Master Ballot are not reconciled prior to the preparation of the vote certification, the Voting Agent will apply the votes to accept and to reject the Proposed Plan in the same proportion as the votes to accept and reject the Plan submitted on the Master Ballot that contained the overvote, but only to the extent of the Intermediary's position in the Convertible Notes.

PLEASE NOTE:

The Master Ballot is not a letter of transmittal and may not be used for any purpose other than to cast votes to accept or reject the Proposed Plan and to make certain certifications and elections related thereto. No Individual Ballot nor Master Ballot shall constitute or be deemed, a Proof of Claim or an assertion of a Claim or Equity Interest.

No fees, commissions, or other remuneration will be payable to any Intermediary for soliciting votes on the Proposed Plan. The Debtors will, however, reimburse you for reasonable, documented, actual costs and expenses associated with the distribution of the Solicitation Packages, the tabulation of the Individual Ballots, and the completion of this Master Ballot, as set forth in the Disclosure Statement Order.

PLEASE MAIL THE INDIVIDUAL BALLOTS PROMPTLY. IF YOU BELIEVE THAT YOU ARE MISSING ANY MATERIALS FROM THE VOTING SOLICITATION PACKAGE, HAVE RECEIVED THE WRONG INDIVIDUAL BALLOTS OR MASTER BALLOT, HAVE QUESTIONS REGARDING THE INDIVIDUAL BALLOTS OR MASTER BALLOT, OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF OTHER ENCLOSED MATERIALS, PLEASE CALL THE VOTING AGENT AT (917) 281-4800. DO NOT CONTACT THE VOTING AGENT FOR LEGAL ADVICE. THE VOTING AGENT CANNOT AND WILL NOT PROVIDE LEGAL ADVICE.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON THE AGENT OF THE DEBTORS OR THE SOLICITATION AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PROPOSED PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS.

PLEASE COMPLETE THE FOLLOWING:

Item 1. Certification of Authority to Vote. The undersigned hereby certifies that, as of May 30, 2013 (the “Voting Record Date”), the undersigned (please check the appropriate box):

- is a broker, bank, or other nominee for the beneficial owners of the aggregate principal amount of the Convertible Notes listed in Item 2 below; or
- is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, or other nominee that is the registered holder of the aggregate principal amount of the Convertible Notes listed in Item 2 below; or
- has been granted a proxy (an original of which is attached hereto) from a broker, bank, or other nominee, or a beneficial owner, that is the registered holder of the aggregate principal amount of Convertible Notes listed in Item 2 below, and accordingly, has full power and authority to vote to accept or reject the Proposed Plan, on behalf of the beneficial holders of Convertible Notes Claims described in Item 2.

Item 2. Transmittal of Beneficial Owner Voting. The undersigned transmits the following votes of Beneficial Owners of Convertible Notes Claims in respect of such Claims and certifies that the following Beneficial Owners of Convertible Notes Claims in respect of such Claims, as identified by their respective customer account numbers set forth below, are Beneficial Owners of such securities as of the Voting Record Date and have delivered to the undersigned, as Intermediary, Ballots casting such votes.

Please note that each Beneficial Owner must vote all of his, her, or its Claims within a single Class under the Proposed Plan to accept or reject the Plan and may not split such vote. Any Ballot that (i) does not indicate either an acceptance or rejection of the Proposed Plan or (ii) indicates both an acceptance and rejection of the Proposed Plan will be deemed to reflect the voter’s intent to accept the Proposed Plan.

Customer Name or Account Number for Each Beneficial Owner of a Convertible Notes Claim That Voted on the Proposed Plan	Principal Amount of Convertible Notes*	Accept	Reject
1.	\$	<input type="checkbox"/>	<input type="checkbox"/>
2.	\$	<input type="checkbox"/>	<input type="checkbox"/>
3.	\$	<input type="checkbox"/>	<input type="checkbox"/>
4.	\$	<input type="checkbox"/>	<input type="checkbox"/>
5.	\$	<input type="checkbox"/>	<input type="checkbox"/>
6.	\$	<input type="checkbox"/>	<input type="checkbox"/>
7.	\$	<input type="checkbox"/>	<input type="checkbox"/>
8.	\$	<input type="checkbox"/>	<input type="checkbox"/>
9.	\$	<input type="checkbox"/>	<input type="checkbox"/>
10.	\$	<input type="checkbox"/>	<input type="checkbox"/>
TOTALS:	\$	<input type="checkbox"/>	<input type="checkbox"/>

Item 3. Optional Class Election.

a) Convenience Class Election

Customer Name or Account Number for Each Beneficial Owner Electing Convenience Class Treatment	Principal Amount (\$)	VOI Number from DTC*
1.		
2.		
3.		
4.		
5.		

6.		
7.		
8.		
9.		
10.		

* The underlying Convertible Notes held by those Beneficial Owners making the Convenience Class Election are to be tendered into the election account established at the DTC for that purpose.³ Input the corresponding VOI number received from DTC in the appropriate column in the table above if the Beneficial Owner made the Convenience Class Election in Item 3 on its Individual Ballot. Convertible Notes may not be withdrawn from the DTC election account once tendered. No further trading will be permitted in the Convertible Notes held in the election account at DTC. If the Proposed Plan is not confirmed, DTC will, in accordance with its customary practices and procedures, return all Convertible Notes held in the election account to the applicable Intermediary for credit to the account of the applicable Beneficial Owner.

b) General Unsecured Class Election

Customer Name or Account Number for Each Beneficial Owner Electing to Remain in the Convenience Class	Principal Amount (\$)	VOI Number from DTC**
1.		
2.		
3.		
4.		
5.		
6.		
7.		
8.		
9.		
10.		

** The underlying Convertible Notes held by those Beneficial Owners that **DO NOT** make the General Unsecured Class Election and, thereby, choose to remain in Class 4 (Convenience Claims) are to be tendered into the election account established at the DTC for that purpose.⁴ Input the corresponding VOI number received from DTC in the appropriate column in the table above if the Beneficial Owner **DID NOT** make the General Unsecured Class Election in Item 3 on its Individual Ballot. Convertible Notes may not be withdrawn from the DTC election account once tendered. No further trading will be permitted in the Convertible Notes held in the election account at DTC. If the Proposed Plan is not confirmed, DTC will, in accordance with its customary practices and procedures, return all Convertible Notes held in the election account to the applicable Intermediary for credit to the account of the applicable Beneficial Owner.

Item 4. Certification as to Transcription of Information from Item 4 of the Individual Ballot for Beneficial Owners of Convertible Notes Claims Regarding Convertible Notes Claims Voted Through Other Individual Ballots. The undersigned certifies that he, she, or it has transcribed in the following table the information, if any, provided by Beneficial Owners of Convertible Notes Claims in Item 4 of each of the Beneficial Owner’s original Individual Ballots, identifying any Convertible Notes Claims for which such Beneficial Owners have submitted other Individual Ballots other than to the undersigned:

³ As reflected in its Individual Ballot, the undersigned Beneficial Owner of a Convertible Notes Claim in Class 5 may elect to have its Claim reduced to \$10,000 (to the extent such Allowed Claim exceeds \$10,000) and treated as a Class 4 Convenience Claim under the Proposed Plan.

⁴ As reflected in its Individual Ballot, the undersigned Beneficial Owner of a Convertible Notes Claim in Class 4 may elect to have its Claim treated as a Class 5 General Unsecured Claim under the Proposed Plan.

Your Customer Account Number for Each Beneficial Owner Voting Convertible Notes Claims	TRANSCRIBE FROM ITEM 4 OF THE INDIVIDUAL BALLOTS:		
	Name of Holder	Account Number	Principal Amount of Other Convertible Note Claims Voted
1.			\$
2.			\$
3.			\$
4.			\$
5.			\$
6.			\$
7.			\$
8.			\$
9.			\$
10.			\$
TOTALS:			\$

Item 5. Acknowledgments and Certification. By signing this Master Ballot, the undersigned certifies that (a) each Beneficial Owner of a Convertible Notes Claim whose vote is being transmitted by this Master Ballot has been provided with a copy of the Disclosure Statement and the Proposed Plan, including the exhibits thereto, as well as the Disclosure Statement Order and a Ballot for voting its Claims; and (b) each Beneficial Owner has not cast more than one vote with respect to any given Claim for any purposes, including for determining both the number of votes and the amount of the Claim, even if such holder holds Convertible Notes in more than one account. The undersigned also acknowledges that the solicitation of votes for the Proposed Plan is subject to all of the terms and conditions set forth in the Disclosure Statement Order.

Name of Intermediary: _____

DTC Participant Number: _____

If by Authorized Agent, Name and Title: _____

Signature: _____

Street Address: _____

City, State, Zip Code: _____

Telephone Number: _____

Email Address: _____

Date Completed: _____

In order to vote Convertible Notes Claims to accept or reject the Proposed Plan, please complete, sign, and date this Master Ballot and promptly return it to the following address, so as to be received on or before the Voting Deadline: THQ Ballot Processing, c/o Kurtzman Carson Consultants LLC, 599 Lexington Avenue, 39th Floor, New York, New York 10022. THE MASTER BALLOT WILL NOT BE ACCEPTED BY FACSIMILE TRANSMISSION, EMAIL, OR ANY OTHER ELECTRONIC METHOD. DO NOT RETURN THIS MASTER BALLOT TO THE CONVERTIBLE NOTES INDENTURE TRUSTEE.

EXHIBIT 2-A

Notice of Non-Voting Status to Unimpaired Classes

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

-----X	:	
In re:	:	Chapter 11
	:	
THQ INC., <i>et al.</i> ,	:	Case No. 12-13398 (MFW)
	:	
Debtors. ¹	:	Jointly Administered
	:	
-----X	:	

**NOTICE OF NON-VOTING STATUS
TO HOLDERS OF CLAIMS IN UNIMPAIRED CLASSES²**

PLEASE TAKE NOTICE THAT on [___], 2013, the United States Bankruptcy Court for the District of Delaware entered an order (the “Disclosure Statement Order”) approving the *Disclosure Statement for the Chapter 11 Plan of Liquidation of THQ Inc. and Its Affiliated Debtors*, dated April 18, 2013 (as it may be amended, modified or supplemented from time to time, the “Disclosure Statement”) filed by the above-captioned debtors and debtors in possession (collectively, the “Debtors”). The Disclosure Statement Order authorizes the Debtors to solicit votes to accept or reject the *Chapter 11 Plan of Liquidation of THQ Inc. and Its Affiliated Debtors*, dated April 18, 2013 (as it may be amended, modified, or supplemented from time to time, the “Proposed Plan”), a copy of which is annexed as **Exhibit 1** to the Disclosure Statement.

UNDER THE TERMS OF THE PROPOSED PLAN, YOUR CLAIM AGAINST THE DEBTORS IS NOT IMPAIRED AND THEREFORE, PURSUANT TO SECTION 1126(f) OF TITLE 11 OF THE UNITED STATES CODE, YOU (A) ARE DEEMED TO HAVE ACCEPTED THE PROPOSED PLAN AND (B) ARE NOT ENTITLED TO VOTE ON THE PROPOSED PLAN.

If you have any questions about the status of your Claim(s), or to request a copy of the Proposed Plan and Disclosure Statement, please contact the Debtors’ Voting Agent, Kurtzman Carson Consultants, LLC, at (877) 709-4751 or by email at THQInfo@kccllc.com. Copies of the Proposed Plan and Disclosure Statement can also be accessed online at www.kccllc.net/THQ. Please note that the Voting Agent is not permitted to give legal advice.

Dated: _____, 2013
Wilmington, Delaware

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); 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.

² Under the Proposed Plan, Unimpaired Classes include Class 1 (Secured Tax Claims), Class 2 (Other Secured Claims), and Class 3 (Priority Non-Tax Claims).

EXHIBIT 2-B

Notice of Non-Voting Status to Holders of Claims and Equity Interests in Class 6 (Subordinated Claims), Class 7 (Securities Law Claims), and Class 8 (Equity Interests)

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

-----X	:	
In re:	:	Chapter 11
	:	
THQ INC., <i>et al.</i> ,	:	Case No. 12-13398 (MFW)
	:	
Debtors. ¹	:	Jointly Administered
	:	
-----X		

**NOTICE OF NON-VOTING STATUS TO HOLDERS OF CLAIMS
AND EQUITY INTERESTS IN CLASS 6 (SUBORDINATED CLAIMS),
CLASS 7 (SECURITIES LAW CLAIMS), AND CLASS 8 (EQUITY INTERESTS)**

PLEASE TAKE NOTICE THAT on, [], 2013 the United States Bankruptcy Court for the District of Delaware entered an order (the “Disclosure Statement Order”) approving the *Disclosure Statement for the Chapter 11 Plan of Liquidation of THQ Inc. and Its Affiliated Debtors*, dated April 18, 2013 (as it may be amended, modified or supplemented from time to time, the “Disclosure Statement”) filed by the above-captioned debtors and debtors in possession (collectively, the “Debtors”). The Disclosure Statement Order authorizes the Debtors to solicit votes to accept or reject the *Chapter 11 Plan of Liquidation of THQ Inc. and Its Affiliated Debtors*, dated April 18, 2013 (as it may be amended, modified, or supplemented from time to time, the “Proposed Plan”), a copy of which is annexed as **Exhibit 1** to the Disclosure Statement.

UNDER THE TERMS OF THE PROPOSED PLAN, HOLDERS OF EQUITY INTERESTS (CLASS 8) WILL RETAIN A BENEFICIAL INTEREST IN A SINGLE SHARE OF STOCK OF THQI ISSUED TO THE STOCK TRUST UPON CANCELLATION OF THE DEBTORS’ STOCK. THERE WILL BE A RECOVERY FOR HOLDERS OF SECURITIES LAW CLAIMS (CLASS 7) AND/OR EQUITY INTERESTS (CLASS 8) ONLY IF ALL OTHER CREDITORS ARE PAID IN FULL. AT THIS TIME, IT IS NOT EXPECTED THAT HOLDERS OF SUBORDINATED CLAIMS, SECURITIES LAW CLAIMS, OR EQUITY INTERESTS IN THE DEBTORS WILL RECEIVE ANY DISTRIBUTIONS UNDER THE PROPOSED PLAN. THEREFORE, PURSUANT TO SECTION 1126(g) OF TITLE 11 OF THE UNITED STATES CODE, YOU ARE (A) DEEMED TO HAVE REJECTED THE PROPOSED PLAN AND (II) ARE NOT ENTITLED TO VOTE ON THE PROPOSED PLAN.

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); 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.

If you have any questions about the status of your Claim(s) and/or Equity Interest(s), or to request a copy of the Proposed Plan and Disclosure Statement, please contact the Debtors' Voting Agent, Kurtzman Carson Consultants, LLC, at (877) 709-4751 or by email at THQInfo@kccllc.com. Copies of the Proposed Plan and Disclosure Statement can also be accessed online at www.kccllc.net/THQ. Please note that the Voting Agent is not permitted to give legal advice.

Dated: _____, 2013
Wilmington, Delaware

EXHIBIT 3

Solicitation Letter

[To be filed]

EXHIBIT 4

Confirmation Hearing Notice

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

-----X	:	
In re:	:	Chapter 11
THQ INC., <i>et al.</i> ,	:	Case No. 12-13398 (MFW)
Debtors. ¹	:	Jointly Administered
-----X	:	

**NOTICE OF (I) APPROVAL OF DISCLOSURE STATEMENT;
(II) ESTABLISHMENT OF SOLICITATION AND VOTING PROCEDURES WITH
RESPECT TO PROPOSED PLAN; (III) HEARING ON CONFIRMATION OF
PROPOSED PLAN; AND (IV) ESTABLISHMENT OF NOTICE AND OBJECTION
PROCEDURES FOR OBJECTING TO CONFIRMATION OF PROPOSED PLAN**

TO ALL PARTIES IN INTEREST IN THE ABOVE-REFERENCED CHAPTER 11 CASES OF THQ INC. AND ITS AFFILIATED DEBTORS (COLLECTIVELY, THE “DEBTORS”), PLEASE TAKE NOTICE THAT:

1. **Approval of Disclosure Statement.** By order, dated _____, 2013 (the “Disclosure Statement Order”), the United States Bankruptcy Court for the District of Delaware approved the *Disclosure Statement for the Chapter 11 Plan of Liquidation of THQ Inc. and Its Affiliated Debtors* dated April 18, 2013 (as it may be amended, modified, or supplemented from time to time, the “Disclosure Statement”). The Disclosure Statement Order authorizes the Debtors to solicit votes to accept or reject the *Chapter 11 Plan of Liquidation of THQ Inc. and Its Affiliated Debtors*, dated April 18, 2013 (as it may be amended, modified, or supplemented from time to time, the “Proposed Plan”).²

2. **Confirmation Hearing.** A hearing will be held before the Honorable Mary F. Walrath, United States Bankruptcy Judge, 824 North Market Street, 5th Floor, Courtroom 4, Wilmington, DE 19801, on **July 16, 2013 at 10:30 a.m. (prevailing U.S. Eastern Time)**, or as soon thereafter as counsel may be heard (the “Confirmation Hearing”) to consider the entry of an order confirming the Proposed Plan. The Confirmation Hearing may be continued from time to time without further notice other than the announcement by the Debtors of the adjourned date(s) at the Confirmation Hearing or any continued hearing, and the Proposed Plan may be modified, if necessary, pursuant to 11 U.S.C. § 1127 prior to, during, or as a result of the Confirmation Hearing, without further notice to interested parties.

3. **Record Date and Voting Deadline.** The Disclosure Statement Order establishes (a) May 30, 2013 as the record date for determining the Holders of Claims in Class 4 (Convenience Claims) and Class 5 (General Unsecured Claims) (the “Voting Classes”) entitled to vote on the Proposed Plan and (b) July

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); 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.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Proposed Plan.

2, 2013 at 5:00 p.m. (prevailing U.S. Pacific Time) as the deadline for the submission of ballots (the “Ballots”) to accept or reject the Proposed Plan. Holders of Claims in the Voting Classes will receive Ballots for casting such votes. Failure to follow the instructions set forth in the Disclosure Statement Order and Ballot may disqualify that Ballot and the vote represented thereby.

4. **Parties in Interest Not Entitled to Vote.** Holders of Claims or Equity Interests in Class 1 (Secured Tax Claims), Class 2 (Other Secured Claims), Class 3 (Priority Non-Tax Claims), Class 6 (Subordinated Claims), Class 7 (Securities Law Claims), and Class 8 (Equity Interests) are not entitled to vote and will not receive a Ballot. If you hold such a Claim or Equity Interest, you will receive a notice of your non-voting status. If you are not entitled to vote on the Proposed Plan but believe that you should be entitled to vote on the Proposed Plan, then you must serve on the parties identified in paragraph 5 below, and file with the Court, a motion for an order, pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure (a “Rule 3018(a) Motion”), temporarily allowing such claim in a stated amount for purposes of voting to accept or reject the Proposed Plan. All Rule 3018(a) Motions must be filed on or before the fourteenth (14th) day after the later of (i) the date of service of this Notice and (ii) the date of service of an objection, if any, to such Claim, but in no event later than seven (7) days prior to the Confirmation Hearing. In accordance with Rule 3018 of the Federal Rules of Bankruptcy Procedure, as to any creditor filing a Rule 3018(a) Motion, such creditor’s Ballot will not be counted unless temporarily allowed by the Court for voting purposes, after notice and a hearing, prior to or at the Confirmation Hearing. Rule 3018(a) Motions that are not timely filed and served in the manner set forth above may not be considered.

5. **Objections to Confirmation of the Proposed Plan.** Objections, if any, to the Proposed Plan must (i) be in writing, (ii) state the name and address of the objecting party and the amount and nature of the Claim or Equity Interest of such party, (iii) state with particularity the basis and nature of any objection to the Proposed Plan, and (iv) be filed with the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801, together with proof of service, and served upon: (a) THQ Inc., 29903 Agoura Road, Agoura Hills, California 91301, Attn: Ed Kaufman; (b) Gibson, Dunn & Crutcher LLP, 333 South Grand Avenue, Los Angeles, California 90071, Attn: Jeffrey C. Krause, Esq., co-counsel to the Debtors; (c) Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, Attn: Michael R. Nestor, Esq., M. Blake Cleary, Esq., and Jaime Luton Chapman, Esq., co-counsel to the Debtors; (d) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Jane M. Leamy, Esq.; (e) Landis Rath & Cobb LLP, 919 Market Street, Suite 1800, Wilmington, Delaware 19801, Attn: Adam G. Landis, Esq., Kerri K. Mumford, Esq., and J. Landon Ellis, Esq., co-counsel to the Committee; (f) Andrews Kurth LLP, 450 Lexington Avenue, New York, New York 10017, Attn: Paul N. Silverstein, Esq. and Jonathan I. Levine, Esq., co-counsel to the Committee; in each case so as to be actually received on or before **JULY 2, 2013 AT 4:00 P.M. (PREVAILING U.S. EASTERN TIME).** **UNLESS AN OBJECTION IS TIMELY FILED AND SERVED AS PROVIDED HEREIN, IT MAY NOT BE CONSIDERED AT THE CONFIRMATION HEARING.**

6. **Deemed Substantive Consolidation.** The Proposed Plan calls for the deemed substantive consolidation of the Debtors for all purposes. Thus, on and after the Effective Date, (i) all assets and liabilities of the Debtors shall be treated as though they were pooled, (ii) each Claim filed or to be filed against any Debtor shall be deemed filed as a single Claim against and a single obligation of the Debtors, (iii) all Claims held by a Debtor against any other Debtor shall be cancelled or extinguished, (iv) no Distributions shall be made under the Plan on account of any Claim held by a Debtor against any other Debtor, (v) the Equity Interests shall be cancelled, (vi) no Distributions shall be made under the Plan on account of any Equity Interest held by a Debtor in any other Debtor, and (vii) all

guarantees of any Debtors of the obligations of any other Debtor shall be eliminated so that any Claim against any Debtor and any guarantee thereof executed by any other Debtor, and any joint or several liability of any of the Debtors shall be one obligation of the substantively consolidated Debtors.

7. **Releases and Injunctions.** The Proposed Plan also enjoins any party from, among other things, pursuing their claims against and interests in the Debtors. With certain exceptions, the Proposed Plan also exculpates certain parties, including the Debtors and their officers, directors and employees, from liability for any actions taken in connection with the chapter 11 cases and provides for a release of the Debtors' claims and noticing agent and certain members of management. Please refer to Article XI of the Proposed Plan for additional information.
8. **Additional Information.** For information about the solicitation procedures, or to obtain a copy of the Disclosure Statement Order, the Disclosure Statement, the Proposed Plan, or any related documents, please contact Kurtzman Carson Consultants, LLC, the Debtors' Voting Agent, at (877) 709-4751 or by email at THQInfo@kccllc.com, or visit the Debtors' website at www.kccllc.net/THQ. Please note that the Voting Agent is not permitted to give legal advice.

Dated: May ____, 2013
Wilmington, Delaware

Michael R. Nestor (No. 3526)
M. Blake Cleary (No. 3614)
Jaime Luton Chapman (No. 4936)
YOUNG CONAWAY STARGATT & TAYLOR, LLP
Rodney Square
1000 North King Street
Wilmington, Delaware 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253

-and-

Oscar Garza (CA No. 149790)
Jeffrey C. Krause (CA No. 94053)
GIBSON, DUNN & CRUTCHER LLP
333 South Grand Avenue
Los Angeles, California 90071-1512
Telephone: (213) 229-7000
Facsimile: (213) 229-7520

Counsel to the Debtors and Debtors in Possession

EXHIBIT B

Disclosure Statement Hearing Notice

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----X
:

In re: : Chapter 11

:

THQ INC., *et al.*, : Case No. 12-13398 (MFW)

:

Debtors.¹ : Jointly Administered

:

: **Hearing Date: May 30, 2013 at 10:30 a.m. (ET)**

: **Objection Deadline: May 23, 2013 at 4:00 p.m. (ET)**

:

: **Ref Docket Nos.: 604 and 605**

-----X

**NOTICE OF HEARING TO CONSIDER
THE ADEQUACY OF DISCLOSURE STATEMENT**

PLEASE TAKE NOTICE THAT on April 18, 2013, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed with the United States Bankruptcy Court for the District of Delaware the *Chapter 11 Plan of Liquidation of THQ Inc. and Its Affiliated Debtors* (as the same may be amended, modified, and/or supplemented, the “Proposed Plan”) and the *Disclosure Statement for the Debtors’ Chapter 11 Plan of Liquidation of THQ Inc. and Its Affiliated Debtors* (as the same may be amended, modified, and/or supplemented, the “Proposed Disclosure Statement”).

PLEASE TAKE FURTHER NOTICE THAT the Debtors intend to present the Proposed Disclosure Statement, and any changes or modifications thereto, for approval at a hearing before the Honorable Mary F. Walrath on **May 30, 2013 at 10:30 a.m. (prevailing Eastern Time)** convened at the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”), 824 N. Market Street, 5th Floor, Courtroom No. 4, Wilmington, Delaware 19801 (the “Disclosure Statement Hearing”). The Disclosure Statement may be amended at any time prior to or at the Disclosure Statement Hearing, and the Disclosure Statement Hearing may be adjourned from time to time without further notice, except for the announcement of the adjourned date(s) at the Disclosure Statement Hearing or any continued hearing(s).

PLEASE TAKE FURTHER NOTICE THAT objections, if any, to the approval of the Disclosure Statement must be in writing and must: (i) state the name and address of the objector or entity proposing a modification to the Disclosure Statement and the amount of its claim or nature of its interest in the Debtors’ chapter 11 cases; (ii) specify the basis and nature of any objection and set forth the proposed modification to the Disclosure Statement, together with suggested language; (iii) be filed with the clerk of the Bankruptcy Court, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801 together with proof of service, **on or before 4:00 p.m. (prevailing Eastern Time) on May 23, 2013** (the “Objection Deadline”); and (iv) be served upon the following parties so as to be received on or before

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); 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.

the Objection Deadline: (a) THQ Inc., 29903 Agoura Road, Agoura Hills, California 91301, Attn: Ed Kaufman; (b) Gibson, Dunn & Crutcher LLP, 333 South Grand Avenue, Los Angeles, California 90071, Attn: Oscar Garza, Esq. and Jeffrey C. Krause, Esq., co-counsel to the Debtors; (c) Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, Attn: Michael R. Nestor, Esq. and M. Blake Cleary, Esq., co-counsel to the Debtors; (d) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Jane M. Leamy, Esq.; (e) Landis Rath & Cobb LLP, 919 Market Street, Suite 1800, Wilmington, Delaware 19801, Attn: Adam G. Landis, Esq., Kerri K. Mumford, Esq., and J. Landon Ellis, Esq., co-counsel to the Committee; (f) Andrews Kurth LLP, 450 Lexington Avenue, New York, New York 10017, Attn: Paul N. Silverstein, Esq. and Jonathan I. Levine, Esq., co-counsel to the Committee.

PLEASE TAKE FURTHER NOTICE THAT copies of the Proposed Plan and the Proposed Disclosure Statement may be obtained by parties in interest free of charge at www.kccllc.net/THQ or by contacting Kurtzman Carson Consultants, LLC at (877) 709-4751 or THQInfo@kccllc.com. Copies of the Proposed Plan and the Proposed Disclosure Statement are also available for inspection during regular business hours at the office of the clerk of the Bankruptcy Court, 3rd Floor, 824 N. Market Street, Wilmington, Delaware 19801. In addition, copies of the Proposed Plan and the Proposed Disclosure Statement may be obtained from counsel to the Debtors by request to Joanne Stern (jsstern@gibsondunn.com), or viewed on the Internet at the Bankruptcy Court's website (<http://www.deb.uscourts.gov>) by following the directions for accessing the ECF system on such website.

Dated: April 25, 2013
Wilmington, Delaware

Michael R. Nestor (No. 3526)
M. Blake Cleary (No. 3614)
Jaime Luton Chapman (No. 4936)
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-and-

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Counsel to the Debtors and Debtors in Possession