

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

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 May 30, 2013 (the "Disclosure Statement Order"), the United States Bankruptcy Court for the District of Delaware approved the Disclosure Statement for the First Amended Chapter 11 Plan of Liquidation of THQ Inc. and Its Affiliated Debtors dated May 28, 2013...
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)...
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. (jkrause@gibsondunn.com), 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. (mnestor@ycst.com), M. Blake Cleary, Esq. (mbcleary@ycst.com), and Jaime Luton Chapman, Esq. (jchapman@ycst.com), 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. (jane.m.leafy@usdoj.gov); (e) Landis Rath & Cobb LLP, 919 Market Street, Suite 1800, Wilmington, Delaware 19801, Attn: Adam G. Landis, Esq. (landis@lrclaw.com), Kerri K. Mumford, Esq. (mumford@lrclaw.com), and J. Landon Ellis, Esq. (ellis@lrclaw.com), co-counsel to the Committee; (f) Andrews Kurth LLP, 450 Lexington Avenue, New York, New York 10017, Attn: Paul N. Silverstein, Esq. (paulsilverstein@andrewskurth.com) and Jonathan I. Levine, Esq. (jonathanlevine@andrewskurth.com), 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 30, 2013
Wilmington, Delaware

/s/ Jaime Luton Chapman
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