

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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: Chapter 11
In re: :
: Case No. 12-13398 (MFW)
THQ INC., *et al.*, :
: Jointly Administered
Debtors.¹ :
: **Hearing: July 16, 2013 at 10:30 a.m. (ET)**
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NOTICE OF FILING OF PLAN SUPPLEMENT

PLEASE TAKE NOTICE that THQ Inc. and its affiliated debtors in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) hereby file this Plan Supplement, which relates to the *Amended Chapter 11 Plan of Liquidation of THQ Inc. and Its Affiliated Debtors*, dated May 28, 2013 [D.I. 709] (as it may be amended, modified, or supplemented from time to time). Attached hereto as **Exhibit 1** is the *Notice of (I) Possible Assumption of Executory Contracts and Unexpired Leases, (II) Fixing of Cure Amounts, and (III) Deadline to Object Thereto*, which includes a copy of Schedule 5.01(a).

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.



PLEASE TAKE FURTHER NOTICE that the Debtors reserve the right to amend the Plan Supplement, including, without limitation, Schedule 5.01(a), at any time prior to the Effective Date of the Plan.

Dated: June 25, 2013
Wilmington, Delaware

/s/ Jaime Luton Chapman
Michael R. Nestor (No. 3526)
M. Blake Cleary (No. 3614)
Jaime Luton Chapman (No. 4936)
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Counsel to the Debtors and Debtors in Possession

Exhibit 1

Cure Notice

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

:

: **Objection Deadline: July 10, 2013 at 4:00 p.m. (ET)**

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**NOTICE OF (I) POSSIBLE ASSUMPTION OF EXECUTORY
CONTRACTS AND UNEXPIRED LEASES, (II) FIXING OF CURE
AMOUNTS, AND (III) DEADLINE TO OBJECT THERETO**

PLEASE TAKE NOTICE that on April 18, 2013, THQ Inc. and certain of its subsidiaries, as debtors and debtors in possession (collectively, the “**Debtors**”), filed the *Chapter 11 Plan of Liquidation of THQ Inc. and Its Affiliated Debtors*, dated April 18, 2013 [D.I. 604] and the *Disclosure Statement for the Chapter 11 Plan of Liquidation of THQ Inc. and Its Affiliated Debtors*, dated April 18, 2013 [D.I. 605]. On May 28, 2013, the Debtors filed the *Amended Chapter 11 Plan of Liquidation of THQ Inc. and Its Affiliated Debtors*, dated May 28, 2013 [D.I. 709] (as it may be amended, modified, or supplemented from time to time, the “**Plan**”),² and the *Disclosure Statement for the First Amended Chapter 11 Plan of Liquidation of THQ Inc. and Its Affiliated Debtors*, dated May 28, 2013 [D.I. 710] (the “**Disclosure Statement**”).

PLEASE TAKE FURTHER NOTICE that on May 30, 2013, the Court entered the *Order (I) Approving Amended 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* [D.I. 720] (the “**Disclosure Statement Order**”). Pursuant to the Disclosure Statement Order, the hearing to consider confirmation of the Plan is scheduled for July 16, 2013 at 10:30 a.m. (prevailing Eastern Time) (the “**Confirmation Hearing**”).

PLEASE TAKE FURTHER NOTICE that Section 5.02(b) of the Plan provides for the (i) fixing of the cure amounts (in each instance, the “**Cure Amount**”) that the Debtors

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 not otherwise defined herein shall have the meanings ascribed to them in the Plan.

believe must be paid to compensate the non-Debtor parties to certain executory contracts and unexpired leases that may be assumed pursuant to section 5.01(a) of the Plan (collectively, the “**Contracts**”) for any actual pecuniary losses arising from any defaults under the Contracts, and (ii) the deadline to object to such Cure Amounts.

PLEASE TAKE FURTHER NOTICE that in accordance with Section 5.02(b) of the Plan, the Debtors have indicated on the schedule attached hereto as **Exhibit A**, the proposed Cure Amounts that they believe must be paid to the non-Debtor parties in the event the Debtors determine to assume any such Contract pursuant to section 5.01(a) of the Plan.

PLEASE TAKE FURTHER NOTICE that any non-Debtor party to a Contract objecting to a proposed Cure Amount shall be required, whether or not such party previously has filed a proof of claim with respect to amounts due under the applicable Contract, to file and serve an objection (each, a “**Cure Objection**”), in writing, proposing an alternative Cure Amount and setting forth with specificity any and all cure obligations that the objecting party asserts must be cured or satisfied in respect of the Contract together with all documentation supporting such Cure Objection. Any Cure Objection must be filed with the Clerk of the Bankruptcy Court for the District of Delaware, Third Floor, 824 Market Street, Wilmington, Delaware 19801, and served upon each of the following notice parties so that the Cure Objection is received no later than **JULY 10, 2013 AT 4:00 P.M. (PREVAILING EASTERN TIME)** (the “**Cure 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: Daniel B. Denny, Esq., co-counsel to the Debtors; (c) Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, Attn: 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: Kerri K. Mumford, Esq., co-counsel to the Committee; and (f) Andrews Kurth LLP, 450 Lexington Avenue, New York, New York 10017, Attn: Jonathan I. Levine, Esq., co-counsel to the Committee.

PLEASE TAKE FURTHER NOTICE that if a Cure Objection is timely filed with respect to the proposed Cure Amount for a Contract, a hearing will be held before the Honorable Mary F. Walrath in the United States Bankruptcy Court for the District of Delaware, 5th Floor, 824 Market Street, Wilmington, Delaware 19801, at the time of the Confirmation Hearing, or as otherwise agreed to by the parties or scheduled by the Court, to determine the amount of any disputed Cure Amount not settled by the parties.

PLEASE TAKE FURTHER NOTICE that in the event that a Cure Objection is not filed by the Cure Objection Deadline with respect to a Contract, the counterparty to such Contract shall be deemed to have consented to the Cure Amount proposed by the Debtors and shall be forever enjoined and barred from seeking any additional amount on account of the Debtors’ cure obligations under section 365 of the Bankruptcy Code from the Debtors, the Estates, the Stock Trustee, or the Litigation Trustee.

PLEASE TAKE FURTHER NOTICE that if you agree with the Cure Amount indicated, you need not take any further action.

PLEASE TAKE FURTHER NOTICE that the inclusion of a Contract herein shall not constitute or be deemed to be a determination or admission by the Debtors that the Contract is, in fact, an executory contract or unexpired lease within the meaning of section 365 of the Bankruptcy Code. The inclusion of a Contract herein is not a final determination that such Contract will, in fact, be assumed; and is without prejudice to the Debtors' rights under the Plan to modify their election to assume or to reject such Contract.

Dated: June 25, 2013
Wilmington, Delaware

/s/ Jaime Luton Chapman
Michael R. Nestor (No. 3526)
M. Blake Cleary (No. 3614)
Jaime Luton Chapman (No. 4936)
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Counsel to the Debtors and Debtors in Possession

Exhibit A

Schedule 5.01(a) – Cure Notice

Schedule 5.01(a) – Cure Notice

Contract Counterparty	Executory Contract or Unexpired Lease	Proposed Cure Amount
Fidelity Management Trust Company 100 Crosby Parkway Covington, KY 41015	401k Administration (The Corporate Plan for Retirement Service Agreement dated 7/1/2002)	\$0.00
Robert Half International Inc. 5735 W. Las Positas Blvd. Suite 1 Pleasanton, CA 94588	Temp Agency Agreement dated 10/7/2008	\$0.00
Resources Global Professionals 1000 Wilshire Boulevard Suite 500 Los Angeles, CA 90017	Consulting Services Agreement (Engagement Letter dated 2/8/2005)	\$0.00
Eric Miner Insurance and Financial Services 25 W. Rolling Oaks Drive Suite 101 Thousand Oaks, CA 91361	Insurance Agency Broker Agreement	\$0.00
Standard Insurance Company 900 SW Fifth Avenue Portland, OR 87024-1282	Long-Term Disability Insurance Agreement (Master Agreement dated 5/1/2010)	\$0.00
Exec-U-Care P.O. Box 533204 Charlotte, NC 28290	Contract for Reimbursement of Executive Medical Expenses	\$0.00
ADP P.O. Box 31001-1874 Pasadena, CA 91110	Payroll Services Agreement dated 7/1/2003	\$0.00
Iron Mountain Attn: Joseph Corrigan, Esq. 745 Atlantic Avenue 10th Floor Boston, MA 02111	Offsite Storage Agreement	\$0.00
Access Information Management 6902 Patterson Pass Road, Suite G, Livermore, CA 94550	Offsite Storage Agreement (Master Agreement: Records Storage and Management Services dated 6/19/2009)	\$0.00
Thomson Reuters (Tax & Accounting) Inc. 2395 Midway Road Carrollton, TX 75006-2521	ONESOURCE Tax Software (Master Agreement dated 3/12/2012 and Order Form dated 1/3/13)	\$0.00