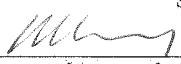



B1 (Official Form 1) (12/11)

UNITED STATES BANKRUPTCY COURT District of Delaware		VOLUNTARY PETITION
Name of Debtor (if individual, enter Last, First, Middle): THQ Digital Studios Phoenix, Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle): N/A
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): Rainbow Multimedia Group, Inc.		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): N/A
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): Tax I.D. No. 86-0651056		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): N/A
Street Address of Debtor (No. and Street, City, and State): 4722 N. 24th Street, Suite 300 Phoenix, AZ <div style="text-align: right;">ZIP CODE 85016</div>		Street Address of Joint Debtor (No. and Street, City, and State): N/A <div style="text-align: right;">ZIP CODE</div>
County of Residence or of the Principal Place of Business: Maricopa County		County of Residence or of the Principal Place of Business: N/A
Mailing Address of Debtor (if different from street address): N/A <div style="text-align: right;">ZIP CODE</div>		Mailing Address of Joint Debtor (if different from street address): N/A <div style="text-align: right;">ZIP CODE</div>
Location of Principal Assets of Business Debtor (if different from street address above): N/A		<div style="text-align: right;">ZIP CODE</div>
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
<b>Chapter 15 Debtors</b> Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:	<b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).	<b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter).  <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
<b>Statistical/Administrative Information</b>  <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input checked="" type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000		
<b>Estimated Assets</b> <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
<b>Estimated Liabilities</b> <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million		



<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>THQ Digital Studios Phoenix, Inc.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)</b>			
Location Where Filed: <b>N/A</b>	Case Number: <b>N/A</b>	Date Filed:	
Location Where Filed: <b>N/A</b>	Case Number: <b>N/A</b>	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)</b>			
Name of Debtor: <b>Please see attached Schedule 1</b>	Case Number: <b>TBD</b>	Date Filed: <b>12/19/2012</b>	
District: <b>District of Delaware</b>	Relationship: <b>Affiliates</b>	Judge: <b>Pending</b>	
<p style="text-align:center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<p style="text-align:center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>	
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)			
<input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(f)).			

<p><b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i></p>	<p>Name of Debtor(s): THQ Digital Studios Phoenix, Inc.</p>
<b>Signatures</b>	
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.          [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.          [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p style="text-align: center;"><b>Signature of Attorney*</b></p> <p>X  <i>with permission</i>          Signature of Attorney for Debtor(s)          Michael R. Nestor (Bar No. 3526) <i>B. Nestor Clowry</i>          Printed Name of Attorney for Debtor(s)          Young Conaway Stargatt &amp; Taylor, LLP          Firm Name          1000 North King Street          Wilmington, DE 19801          Address          302-571-6699          Telephone Number          12/19/2012          Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Signature</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X           Signature of Authorized Individual          Edward L. Kaufman          Printed Name of Authorized Individual          Secretary          Title of Authorized Individual          12/19/2012          Date</p>	

## Annex 1

In addition to any names listed on the Voluntary Petition, the debtor in this case may have used one or more of the following names (including trade names) during the previous 8 years:

- Heavy Iron Studios
- Helixe
- Sandblast Games, fka Cranky Pants Games
- ValuSoft
- Concrete Games
- Kaos Studios
- Incinerator Studios
- ValuSoftArcade.com fka SlingDot
- Paradigm Entertainment
- Elephant Entertainment
- THQ San Diego

**Schedule 1 to Chapter 11 Petition**

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware (the "*Court*"). A motion has been filed or shortly will be filed with the Court requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered.

<b>Company</b>	<b>Case Number</b>	<b>Date Filed</b>
THQ Inc.	12-_____ ( )	December 19, 2012
Volition, Inc.	12-_____ ( )	December 19, 2012
THQ Digital Studios Phoenix, Inc.	12-_____ ( )	December 19, 2012
THQ Wireless Inc.	12-_____ ( )	December 19, 2012
Vigil Games, Inc.	12-_____ ( )	December 19, 2012

**THQ DIGITAL STUDIOS PHOENIX, INC.  
(F/K/A RAINBOW MULTIMEDIA GROUP, INC.)**

**SECRETARY'S CERTIFICATE**

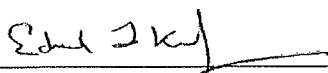
**December 18, 2012**

I, Edward L. Kaufman, certify that I am the Secretary of THQ Digital Studios Phoenix, Inc. (f/k/a Rainbow Multimedia Group, Inc.), an Arizona corporation (the "Corporation") and am authorized to execute this Certificate on behalf of the Corporation.

Solely in my capacity as Secretary, I certify that:

Attached hereto as Exhibit "1" is a true copy of the resolutions adopted by the Board of Directors of the Corporation by unanimous written consent on December 18, 2012 and that such resolutions have not been altered, amended or rescinded and are still in full force and effect as at the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 18th day of December, 2012.

By:   
Name: Edward L. Kaufman  
Title: Secretary

**EXHIBIT 1**

**ACTION BY UNANIMOUS WRITTEN CONSENT OF  
THE BOARD OF DIRECTORS OF  
THQ DIGITAL STUDIOS PHOENIX, INC.  
(F/K/A RAINBOW MULTIMEDIA GROUP, INC.)**

**December 18, 2012**

WHEREAS, the undersigned, being the members of the Board of Directors (the "Board") of THQ Digital Studios Phoenix, Inc. (f/k/a Rainbow Multimedia Group, Inc.), an Arizona corporation (the "Corporation"), acting in accordance with Section 10-821 of the Arizona Business Corporation Act and Article III, Section 10 of the Bylaws of the Corporation, have considered the financial and operational aspects of the Corporation's business and the recommendations of the Corporation's professionals and advisors and hereby unanimously consent in writing to the adoption of the following resolutions, such action to have the same force and effect as a unanimous vote of the Board at a meeting duly called and held.

NOW, THEREFORE, BE IT RESOLVED, that, in the judgment of the Board, it is desirable and in the best interests of the Corporation, its creditors, stockholders and other interested parties that a petition (the "Petition") be filed by the Corporation seeking relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court");

RESOLVED FURTHER, that the following named officers:

Jeff Charvat, President

Edward L. Kaufman, Vice President and Secretary

of the Corporation (the "Authorized Officers") are hereby authorized and empowered on behalf of and in the name of the Corporation to execute, verify and cause to be filed the Petition, together with schedules of assets and liabilities, the statement of financial affairs and other ancillary documents required by the Bankruptcy Code and the Federal Rules of Bankruptcy Procedure to be filed with the Petition, at such time as the Authorized Officers consider it appropriate;

RESOLVED FURTHER, that the Authorized Officers, acting alone or with one or more other Authorized Officers, shall be, and each hereby is, authorized and empowered on behalf of and in the name of the Corporation to execute, verify and cause to be filed such requests for first-day relief from the Bankruptcy Court as the Authorized Officers may deem necessary, proper, or desirable in connection with the Petition, with a view to successful prosecution of the Corporation's chapter 11 case;

RESOLVED FURTHER, that the Authorized Officers shall be, and each hereby is, authorized and empowered on behalf of, and in the name of, the Corporation to retain and to employ Gibson, Dunn & Crutcher LLP, FTI Consulting, Inc., and Centerview Partners Holdings

LLC, and such other attorneys, investment bankers, accountants, financial advisors, and other professionals to assist in the Corporation's chapter 11 case on such terms as are deemed necessary, proper, or desirable by the Authorized Officers;

RESOLVED FURTHER, that the Authorized Officers, and any employees or agents (including counsel) designated by or directed by the Authorized Officers, shall be, and each hereby is, authorized and empowered to cause the Corporation and such of its affiliates as management deems appropriate to enter into, execute, deliver, certify, file, record, and perform such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates or other documents, and to take such other actions, as in the judgment of such Authorized Officer shall be necessary, proper, and desirable to prosecute to a successful completion the Corporation's chapter 11 case, to effectuate the restructuring of the Corporation's debt, other obligations, organizational form and structure, and ownership of the Corporation and its subsidiaries consistent with the foregoing resolutions and to carry out and put into effect the purposes of the foregoing resolutions, and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions;

RESOLVED FURTHER, that any and all acts taken and any and all certificates, instruments, agreements or other documents executed on behalf of the Corporation by the Authorized Officers of the Corporation prior to the adoption of the foregoing resolutions with regard to any of the transactions, actions, certificates, instruments, agreements or other documents authorized or approved by the foregoing resolutions be, and they hereby are, ratified, confirmed adopted and approved;

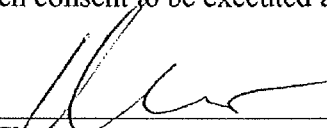
RESOLVED FURTHER, that any specific resolutions that may be required to have been adopted by the Board to effectuate the matters and transactions contemplated by the foregoing resolutions be, and they hereby are, adopted, and the directors, officers and authorized representatives of the Corporation be, and each of them acting along hereby is, authorized in the name and on behalf of the Corporation to certify as to the adoption of any and all such resolutions; and

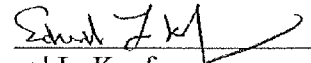
RESOLVED FURTHER, that the Authorized Officers shall be, and each hereby is, authorized and empowered on behalf of the Corporation and in its name to take or cause to be taken all actions and to execute and deliver all such instruments that such Authorized Officer determines are necessary or desirable in connection with the foregoing resolutions.

*[Remainder of Page Intentionally Left Blank.]*



IN WITNESS WHEREOF, each of the undersigned has caused this action by unanimous written consent to be executed as of the date and year first written above.

By:   
Jeff Charvat  
Director

By:   
Edward L. Kaufman  
Director

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

-----X  
: :  
In re: : Chapter 11  
: :  
THQ INC., *et al.*, : Case No. \_\_\_ - \_\_\_\_\_ ( )  
: :  
Debtors.<sup>1</sup> : (Joint Administration Requested)  
: :  
-----X

**DEBTORS' LIST OF CREDITORS HOLDING 40 LARGEST  
UNSECURED CLAIMS ON A CONSOLIDATED BASIS**

THQ Inc. ("**THQ**"), a Delaware corporation, and certain of its affiliates, each a debtor and debtor in possession in the above captioned cases (collectively, the "**Debtors**"), filed voluntary petitions in this Court for relief under chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**"). This list of creditors holding the 40 largest unsecured claims (the "**Consolidated List**") against the Debtors, on a consolidated basis, has been prepared from the Debtors' books and records as of approximately December 17, 2012.

The Consolidated List is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure. The Consolidated List does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101(31) or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 40 largest unsecured claims on a consolidated basis. None of these creditors are minor children. The information contained herein shall neither constitute an admission of liability by, nor is it binding on, the Debtors. The information herein, including the failure of the

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<sup>1</sup> 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.

Debtors to list any claim as contingent, unliquidated or disputed, does not constitute a waiver of the Debtors' right to contest the validity, priority or amount of any claim.

	(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim
1	WILMINGTON TRUST, N.A. (INDENTURE TRUSTEE FOR 5% NOTES DUE 2014)	WILMINGTON TRUST, N.A. (INDENTURE TRUSTEE FOR 5% NOTES DUE 2014) ATTN: Peter Finkel 50 South Sixth Street; Suite 1290 MINNEAPOLIS, MN 55402 Tel: 612-217-5629 Fax: 612-217-5651 Email: NA	Notes		\$101,902,173.91
2	WORLD WRESTLING ENTERTAINMENT INC.	WORLD WRESTLING ENTERTAINMENT INC. ATTN: Tina Giello PO BOX 27238 NEW YORK, NY 10087-7238 Tel: 203-352-8637 Fax: 203-352-8688 Email: tina.giello@wwecorp.com	Trade Debt		\$45,076,041.56
3	YUKE'S CO LTD	YUKE'S CO LTD ATTN: Hirome Furuta 4-45-1 EBISUYIMA-CHO SAKAI OSAKA, 27 5900985 Tel: 081-722-2451 Fax: NA Email: HIRO@YUKES.CO.JP	Trade Debt		\$17,771,188.00
4	MATTEL INC.	MATTEL INC. ATTN: Jeffrey Korchek, Esq., VP Legal 333 Continental Blvd. El Segundo, CA 90245 Tel: 310-252-2000, ext- 4229 Fax: Email: jeffrey.korchek@mattel.com"	Trade Debt	Contingent	\$12,750,000.00

	(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim
5	VIACOM INTERNATIONAL INC.	VIACOM INTERNATIONAL INC. ATTN: Ahmad Godfrey 1515 BROADWAY NEW YORK, NY 10036 Tel: 212-846-4785 Fax: NA Email: ahmad.godfrey@viacom.com	Trade Debt	Contingent	\$10,000,000.00
6	JAKKS Pacific Inc.	JAKKS Pacific Inc.ATTN: Stephen Berman22619 Pacific Coast Highway; Suite 250 Malibu, CA 90265Tel: 310-455-6269Fax: 310-456- 7099Email: jakkssgb@aol.com; stephenb@jakks.net	Settlement		\$4,000,000.00
7	MICROSOFT LICENSING, INC.	MICROSOFT LICENSING, INC. ATTN: Richard Hernandez 6100 NEIL ROAD, SUITE 210 RENO, NV 89511-1132 Tel: 457-707-5157 Fax: NA Email: RICHERN@MICROSOFT.COM	Trade Debt		\$2,911,684.71
8	STARCOM MEDIAVEST GROUP INC	STARCOM MEDIAVEST GROUP INC ATTN: Soo Chin 35 WEST WACKER DRIVE CHICAGO, IL 60601 Tel: 312-220-3535 Fax: NA Email: soo.chin@na-resources.com	Trade Debt		\$2,628,869.16

	(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim
9	ZUFFA, LLC	ZUFFA, LLC ATTN: Nichole Thompson 2960 WEST SAHARA AVE., STE 100 LAS VEGAS, NV 89102 Tel: 702-221-4789 Fax: 702-367-3633 Email: ngross@ufc.com	Trade Debt		\$1,928,772.50
10	TECHNICOLOR Payments	TECHNICOLOR Payments ATTN: Chris Manzione DEPT. NO 7658 LOS ANGELES, CA 90088-7658 Tel: 805-445-4232 Fax: 805-445-0042 Email: techthqpo@thomson.net	Trade Debt		\$1,663,127.98
11	PIPEWORKS SOFTWARE	PIPEWORKS SOFTWARE ATTN: Lindsay Gupton, VP, Studio Head 9 PASTEUR, SUITE 100 IRVINE, CA 92618 Tel: 541-393-3500 Fax: 541-393-3501 Email: NA	Trade Debt	Contingent, Disputed	\$1,121,366.45
12	SONY PICTURES TELEVISION	SONY PICTURES TELEVISION ATTN: Jaime Cyr, Executive Director, Music Affiars Group FILE 53771 LOS ANGELES, CA 90074-3771 Tel: 310-244-7922 Fax: 310-244-2128 Email: JAIME-CYR@SPE.SONY.COM	Trade Debt	Contingent, Disputed	\$793,662.58

	(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim
13	LUCASFILM LTD	LUCASFILM LTD ATTN: Paul Southern One Letterman Drive, Bldg. B, P.O. Box 29901 San Francisco, CA 94129-0901 Tel: 415-623-1928 Fax: NA Email: Paul.Southern@lucasfilm.com	Trade Debt		\$267,105.34
14	ACQUIA, INC.	ACQUIA, INC. ATTN: Sareth Kang 25 CORPORATE DR., STE 400 BURLINGTON, MA 01803 Tel: 781-238-8600 x8023 Fax: 781-238-8680 Email: SARETH.KANG@ACQUIA.COM	Trade Debt		\$251,758.68
15	BINARI SONORI S.R.L.	BINARI SONORI S.R.L. ATTN: Andrea Ballista VIALE FULVIO TESTI, 11 CINISELLO BALSAMO, MI 20092 Tel: +39-02-61866-309 Fax: NA Email: andrea.ballista@binarisonori.com	Trade Debt		\$244,734.05
16	MEDIAVEST WORLDWIDE	MEDIAVEST WORLDWIDE ATTN: Ty Ferguson PO BOX 11758 MONTREAL, QC H3C 6V6 Tel: 646-935-4824 Fax: 416-927-3206 Email: ty.ferguson@na-resources.com	Trade Debt		\$221,536.74

	(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim
17	TRANSAVISION LIMITED	TRANSAVISION LIMITED ATTN: Eugene Kuchma 8 SAMOU STREET NICOSIA, NC 1086 Tel: 38 004 496 1805 Fax: NA Email: eugene.kuchma@gsc-game.com	Trade Debt		\$184,047.71
18	IMAGINENGINE	IMAGINENGINE ATTN: David G. Mann 9 Pasteur, Suite 100 Irvine, CA 92618 Tel: 949-698-1500 Fax: 949-698-1505 Email: david@f9e.com	Trade Debt		\$165,057.33
19	MOSAIC SALES SOLUTIONS	MOSAIC SALES SOLUTIONS ATTN: Heather Ike P.O. BOX 841678 IRVING, TX 75284-1678 Tel: 972-870-4724 Fax: 972-870-4603 Email: heather.ike@mosaic.com	Trade Debt		\$114,370.25
20	FRAME MACHINE, LLC	FRAME MACHINE, LLC ATTN: Steven Lehrhoff, President 1507 7th STREET #600 SANTA MONICA, CA 90401 Tel: 323-801-0292 Fax: NA Email: SLEHRHOFF@FRAMEMACHINE.TV	Trade Debt		\$110,364.00

	(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim
21	RANDOM HOUSE, INC.	RANDOM HOUSE, INC. ATTN: Lynee Barr PO BOX 120001 DALLAS, TX 75312-0919 Tel: 818-871-8633 Fax: NA Email: lbarr@randomhouse.com	Trade Debt	Disputed	\$100,000.00
22	MICROSOFT IRELAND OPERATIONS LTD	MICROSOFT IRELAND OPERATIONS LTD ATTN: Francine Meaden ATRIUM BUILDING-BLOCK B DUBLIN, DB 18 Tel: +44 118 909 3276 Fax: NA Email: a-frmead@xbox.com	Trade Debt		\$97,534.12
23	MS MCC HIGHLAND, LLC	MS MCC HIGHLAND, LLC ATTN: Gabrielle Vasseur P.O. BOX 749951 LOS ANGELES, CA 90074-9951 Tel: 602 468 7200 Fax: 602 486 7201 Email: gmv@mccarthycook.com	Facilities / Overhead	Contingent	\$91,176.65
24	MACHINIMA, INC.	MACHINIMA, INC. ATTN: Marc Levy 8441 SANTA MONICA BLVD. WEST HOLLYWOOD, CA 90069 Tel: 323-872-5349 Fax: 323-848-6901 Email: marc.levy@machinima.com	Trade Debt		\$80,755.34



	(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim
25	HIGH VOLTAGE SOFTWARE, INC.	HIGH VOLTAGE SOFTWARE, INC. ATTN: Jake Fitch 2345 PEMBROKE AVE HOFFMAN ESTATES, IL 60169 Tel: 847-490-9567 Fax: 847-490-9951 Email: NA	Trade Debt		\$ 72,000.00
26	WORKFORCELOGIC LLC	WORKFORCELOGIC LLC ATTN: Bernadette Hofer PO BOX 534305 ATLANTA, GA 30353-4305 Tel: 407-770-6107 Fax: 407-770-6165 Email: BHOFFER@WORKFORCELOGIC.COM	Trade Debt		\$70,826.92
27	HOUSE OF MOVES	HOUSE OF MOVES ATTN: Brian Rausch, Vice President of Production 7388 S. REVERSE PARKWAY, SUITE 901 CENTENNIAL, CO 80112 Tel: 310-306-6131 Fax: 310-306-1351 Email: NA	Trade Debt		\$65,467.96
28	ROKKAN, LLC	ROKKAN, LLC ATTN: Chung Ng 176 GRAND STREET, 2ND FLOOR NEW YORK, NY 10012 Tel: 212-835-9318 Fax: 212-835-9393 Email: chung.ng@rokkan.com	Trade Debt		\$62,500.00

	(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim
29	WINKING ENTERTAINMENT (HK) LIMITED	WINKING ENTERTAINMENT (HK) LIMITED ATTN: Aria Chang, President NO 25 JIANGUO ROAD MIDDLE SHANGHAI, 020 200025 Tel: +86-21-61379280 Fax: +86-21-61379290 Email: NA	Trade Debt		\$51,975.82
30	LIEBERMAN RESEARCH WORLDWIDE, INC.	LIEBERMAN RESEARCH WORLDWIDE, INC. ATTN: Joe Favre 1900 AVENUE OF THE STARS, #1600 LOS ANGELES, CA 91505 Tel: 310-557-7991 Fax: NA Email: jfavre@lrwonline.com	Trade Debt		\$50,000.00
31	MEDIA PLANNING GROUP USA LLC	MEDIA PLANNING GROUP USA LLC ATTN: Pat George 195 BROADWAY NEW YORK, NY 10007 Tel: 646-587-5133 Fax: NA Email: patricia.george@us.mpg.com	Trade Debt		\$50,000.00

	(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim
32	DELOITTE & TOUCHE LLP	DELOITTE & TOUCHE LLP ATTN: Diane Castro 350 SOUTH GRAND AVE, STE 200 LOS ANGELES, CA 90071-3462 Tel: 203 761 3056 Fax: NA Email: dicastro@deloitte.com	Trade Debt		\$50,000.00
33	AMERICAN INTERNATIONAL RELOCATION S	AMERICAN INTERNATIONAL RELOCATION S ATTN: Cindy Mullen-Greer 500 ROSS STREET 154-0455 PITTSBURGH, PA 15250 Tel: 412-677-1821 Fax: NA Email: cgreer@aires.com	Trade Debt		\$49,786.81
34	NBC UNIVERSAL TELEVISION DISTRIBUTI	NBC UNIVERSAL TELEVISION DISTRIBUTI ATTN: Stephanie Van Velzen FILE 50308 LOS ANGELES, CA 90074-0308 Tel: 31 2 051 485 36 Fax: 31 2 038 805 50 Email: stephanie.vanvelzen@nbcuni.com	Trade Debt		\$49,294.45

	(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim
35	GAMES WORKSHOP LTD	GAMES WORKSHOP LTD ATTN: Jon Gillard Willow Road, Lenton Nottingham, UK NG7 2WS Tel: Fax: Email: Jon.gillard@gwplc.com	Trade Debt		\$48,512.78
36	ELECTRONIC ENTERTAINMENT DESIGN	ELECTRONIC ENTERTAINMENT DESIGN ATTN: Shelli Francoise 2075 CORTE DEL NOGAL, SUITE B CARLSBAD, CA 92011 Tel: 760-579-7135 Fax: NA Email: sfrancoise@eedar.com	Trade Debt		\$44,000.00
37	OXFORD REALTY & HOLDING LLC	OXFORD REALTY & HOLDING LLC ATTN: Saul Tawil 57 WEST 38th ST., 7th FLOOR NEW YORK, NY 10018 Tel: 212 575 0045 Fax: 212 575 0344 Email: saul@broadwayexport.com	Facilities / Overhead		\$42,515.09
38	TECHNICOLOR	TECHNICOLOR ATTN: Chris Manzione 28301 Schoolcraft Road Livonia, MI 48150 Tel: 805-445-4232 Fax: 805-445-0042 Email: techthqpo@thomson.net	Trade Debt		\$34,270.71

	(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim
39	JCCE-PALOMAR, LLC	JCCE-PALOMAR, LLC ATTN: Steve White P.O. BOX 601759 CHARLOTTE, NC 28260-1759 Tel: 714 961 8328 Fax: 714 961 8328 Email: swhite@jcce.com	Facilities / Overhead		\$34,258.36
40	HAMMER CREATIVE	HAMMER CREATIVE ATTN: Randy McKenzie 6311 ROMAINE STREET, SUITE 7316 HOLLYWOOD, CA 90038 Tel: 323-606-4750 Fax: NA Email: randy.mckenzie@hammercreative.com	Trade Debt		\$32,500.00

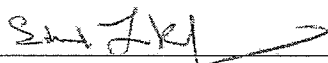
UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

-----X  
: In re: : Chapter 11  
: :  
: THQ INC., *et al.*, : Case No. \_\_\_ - \_\_\_\_\_ (\_\_\_)  
: :  
: Debtors.<sup>1</sup> : (Joint Administration Requested)  
: :  
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**DECLARATION CONCERNING DEBTORS' LIST OF CREDITORS HOLDING  
40 LARGEST UNSECURED CLAIMS ON A CONSOLIDATED BASIS**

I, Edward L. Kaufman, Secretary of each of the above-captioned debtors in these cases (the "*Debtors*"), declare under penalty of perjury that I have read the foregoing *Debtors' List of Creditors Holding 40 Largest Unsecured Claims on a Consolidated Basis* and that it is true and correct to the best of my information and belief.

Dated: December 19, 2012

  
\_\_\_\_\_  
Edward L. Kaufman  
Secretary

<sup>1</sup> 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.

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

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:
  
In re: : Chapter 11
  
:
  
THQ INC., *et al.*, : Case No. \_\_\_ - \_\_\_\_\_ (\_\_\_)
  
:
  
Debtors.<sup>1</sup> : (Joint Administration Requested)
  
:
  
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**CONSOLIDATED LIST OF EQUITY SECURITY HOLDERS  
PURSUANT TO RULES 1007(A)(1), 1007(A)(3) AND 7007.1  
OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Pursuant to Rules 1007(a)(1), 1007(a)(3) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the above-captioned Debtors submits the consolidated list of equity security holders representing the record holders as of approximately December 17, 2012:

**THQ Inc. (Common Stock)**

<b>Name</b>	<b>Address</b>	<b>Common Shares</b>	<b>Ownership</b>
Invesco Advisers, Inc.	Two Peachtree Pointe 1555 Peachtree St. N.E. - 1800 Atlanta Georgia United States 30303-3142	696,739	10.17%
Brencourt Advisors, LLC	West Building, 30th Floor 280 Park Avenue New York New York United States 10017	673,871	9.84%

<sup>1</sup> 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.

Name	Address	Common Shares	Ownership
Caisse de Depot et Placement du Quebec	Centre CDP Capital 1000, Place Jean-Paul-Riopelle Montreal Quebec Canada H2Z 2B3	225,000	3.28%
Archer Capital Management, L.P.	570 Lexington Avenue, 40th Floor New York New York United States 10022-6857	160,461	2.34%
Vanguard Group, Inc.	100 Vanguard Boulevard Malvern Pennsylvania United States 19355-2331	157,252	2.30%
Renaissance Technologies Corp.	800 Third Avenue New York New York United States 10022-7604	144,891	2.12%
Goldman Sachs & Company, Inc.	200 West Street New York New York United States 10282-2198	137,733	2.01%
California Public Employees' Retirement System	Lincoln Plaza East 400 Q Street, Room - 1820 Sacramento California United States 95811-6201	131,328	1.92%
GRT Capital Partners, LLC	One Liberty Square, 11th Floor Boston Massachusetts United States 02109-4947	122,626	1.79%
Susquehanna Financial Group, LLLP	401 City Avenue - 220 Bala Cynwyd Pennsylvania United States 19004-1118	108,413	1.58%



<b>Name</b>	<b>Address</b>	<b>Common Shares</b>	<b>Ownership</b>
Dimensional Fund Advisors, LP	1299 Ocean Avenue Santa Monica California United States 90401-1038	105,235	1.54%
Spark Investment Management LLC	150 East 58th Street, 26th Floor New York New York United States 10155-0002	71,000	1.12%
Citi Investment Research (US)	388 Greenwich Street New York New York United States 10013-2375	60,015	1.04%
UBS Securities LLC	1285 Avenue of the Americas New York New York United States 10019-6031	59,464	0.88%
Cooper Creek Partners Management LLC	60 East 42nd Street - 2508 New York New York United States 10165	50,000	0.87%
Lonestar Capital Management LLC	One Maritime Plaza - 750 San Francisco California United States 94111	50,000	0.73%
Silverback Asset Management, LLC	1414 Raleigh Road - 250 Chapel Hill North Carolina United States 27517	37,491	0.73%
William Blair & Company, L.L.C.	222 West Adams Street Chicago Illinois United States 60606-5312	35,600	0.55%

<b>Name</b>	<b>Address</b>	<b>Common Shares</b>	<b>Ownership</b>
Spark Investment Management LLC_NLE	150 East, 58th Street 26th Floor New York New York United States 10155	30,680	0.45%
Jefferies & Company, Inc.	Four Embarcadero Center, 34th Floor San Francisco California United States 94111	30,000	0.44%
Criterion Capital Management, LLC	181 West Madison St. - 3600 Chicago Illinois United States 60602	30,000	0.44%
The Northern Trust Company of Connecticut	300 Atlantic Street - 400 Stamford Connecticut United States 06901-3522	26,668	0.44%
New Jersey Division of Investment	50 West State Street, 9th Floor Trenton New Jersey United States 08608-0290	26,000	0.39%
Coatue Capital, L.L.C.	9 West 57th Street, 25th Floor New York New York United States 10019-2701	25,000	0.38%
Geode Capital Management, L.L.C.	One Post Office Square, 28th Floor Boston Massachusetts United States 02109-2106	22,500	0.36%

<b>Name</b>	<b>Address</b>	<b>Common Shares</b>	<b>Ownership</b>
Jacobs Levy Equity Management, Inc.	100 Campus Drive Florham Park New Jersey United States 07932-0650	21,764	0.32%
Pershing, L.L.C.	142 West 57th Street, 15th Floor New York New York United States 10019-3300	20,000	0.29%
Spinner Asset Management, LLC	One Pershing Plaza Jersey City New Jersey United States 07399-0002	20,000	0.29%
AQR Capital Management, LLC	Two Greenwich Plaza, 3rd Floor Greenwich Connecticut United States 06830-6353	18,320	0.29%
Caxton Associates LP	500 Park Avenue, Ninth Floor New York New York United States 10022-1606	15,000	0.27%
Algert Coldiron Investors, L.L.C.	555 California Street - 3325 San Francisco California United States 94104	14,894	0.22%
Deutsche Asset Management Americas	345 Park Avenue New York New York United States 10154-0004	14,787	0.22%

<b>Name</b>	<b>Address</b>	<b>Common Shares</b>	<b>Ownership</b>
Knight Capital Group, Inc.	545 Washington Boulevard Jersey City New Jersey United States 07310-1606	13,946	0.20%
BNY Mellon Asset Management	1633 Broadway, 13th Floor New York New York United States 10019	12,903	0.19%
LMR Partners LLP	1st Floor 55 New Bond Street London Greater London United Kingdom W1S 1DG	11,227	0.19%
Northern Trust Investments, N.A.	181 West Madison Street Chicago Illinois United States 60602-4562	11,111	0.16%
AXA Investment Managers Paris	Coeur Défense - Tour B La Défense 4 100 Esplanade du Général de Gaulle Paris France 92932	10,798	0.16%
Artis Capital Management, L.P.	Steuart Tower, 27th Floor One Market Plaza San Francisco California United States 94105-1420	10,000	0.16%
BNP Paribas Securities Corp. North America	The Equitable Tower 787 Seventh Avenue New York New York United States 10019-6083	10,000	0.15%

<b>Name</b>	<b>Address</b>	<b>Common Shares</b>	<b>Ownership</b>
Hawkeye Capital Management, LLC	800 Third Avenue, 9th Floor New York New York United States 10022	10,000	0.15%
Thales Fund Management, LLC_NLE	140 Broadway, 45th Floor New York New York United States 10005-1108	8,000	0.13%
Mellon Capital Management Corporation	50 Fremont Street – 3900 San Francisco California United States 94105-2240	6,132	0.12%
J. Goldman & Co., L.P.	510 Madison Avenue, 26th floor New York New York United States 10022	5,000	0.09%
Pictet Asset Management Ltd.	Moor House, Level 11, 120 London Wall London Greater London United Kingdom EC2Y 5ET	3,900	0.07%
Northern Trust Global Investments	50 South LaSalle Street Chicago Illinois United States 60603-1008	2,096	0.06%
Barclays Capital Inc.	200 Park Avenue New York New York United States 10166-0005	1,534	0.03%
Atlantic Trust Private Wealth Management	100 Federal Street, 37th Floor Boston, Massachusetts United States 02110-1802	1,500	0.02%

<b>Name</b>	<b>Address</b>	<b>Common Shares</b>	<b>Ownership</b>
Norges Bank Investment Management (NBIM)	Bankplassen 2 Oslo Norway 0151	1,382	0.02%
Tredje AP Fonden	Vasagatan 7 Stockholm Sweden 111 20	1,155	0.02%
Group One Trading, L.P.	440 S. LaSalle Street - 3232 Chicago Illinois United States 60605	1,153	0.02%
RBC Capital Partners	Royal Bank Plaza, 200 Bay Street South Tower, 5th Floor Toronto Ontario Canada M5J 2W7	461	0.02%
Tesseract Capital LLC_NLE	275 Madison Avenue - 1423 New York New York United States 10016	272	0.01%
Dimensional Fund Advisors, Ltd.	20 Triton Street, Regent's Place London Greater London United Kingdom NW1 3BF	180	Less than .01%
CIBC Global Asset Management Inc.	1000 de la Gauchetiere West - 3200 Montreal Quebec Canada H3B 4W5	178	Less than .01%
Stevens First Principles Investment Advisors	4100 Newport Place Drive - 720 Newport Beach, California United States 92660-2451	100	Less than .01%

Name	Address	Common Shares	Ownership
Deutsche Bank Securities Inc.	4400 Biscayne Boulevard, 12th Floor Miami Florida United States 33137	90	Less than .01%
Ladenburg Thalmann Financial Services Inc.	1 South Street - 2150 Baltimore Maryland United States 21202-3334	90	Less than .01%
First Allied Securities Inc. _NLE	655 West Broadway - 12th floor San Diego California United States 92101	70	Less than .01%
Abbot Downing Investment Advisors	Wells Fargo Center 90 South Seventh Street - 5100 Minneapolis Minnesota United States 55402-3903	56	Less than .01%
Lyxor Asset Management	Tour SG, 17 cours Valmy La Défense Puteaux France 92987	30	Less than .01%
Fidelity Management & Research Company	770 Sherbrooke Street West - 1200 Montreal Quebec Canada H3A 1G1	20	Less than .01%
State Street Global Advisors Ltd. (Canada)	245 Summer Street Boston Massachusetts United States 02210-1133	20	Less than .01%

<b>Name</b>	<b>Address</b>	<b>Common Shares</b>	<b>Ownership</b>
Iwamoto, Kong & Co., Inc.	19200 Von Karman Avenue – 1030 Irvine California United States 92612-8547	2	Less than .01%

**Volition, Inc.**

<b>Name</b>	<b>Address</b>	<b>Ownership</b>
THQ, Inc.	29903 Agoura Road Agoura Hills, CA 91301	100%

**THQ Digital Studios Phoenix, Inc.**

<b>Name</b>	<b>Address</b>	<b>Ownership</b>
THQ, Inc.	29903 Agoura Road Agoura Hills, CA 91301	100%

**THQ Wireless Inc.**

<b>Name</b>	<b>Address</b>	<b>Ownership</b>
THQ, Inc.	29903 Agoura Road Agoura Hills, CA 91301	100%

**Vigil Games, Inc.**

<b>Name</b>	<b>Address</b>	<b>Ownership</b>
THQ, Inc.	29903 Agoura Road Agoura Hills, CA 91301	100%



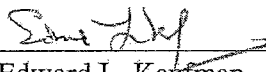
UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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: In re: : Chapter 11  
: :  
: THQ INC., *et al.*, : Case No. \_\_\_ - \_\_\_\_\_ (\_\_\_)  
: :  
: Debtors.<sup>1</sup> : (Joint Administration Requested)  
: :  
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**DECLARATION CONCERNING THE CONSOLIDATED LIST OF EQUITY  
SECURITY HOLDERS PURSUANT TO RULES 1007(A)(1), 1007(A)(3) AND  
7007.1 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

I, Edward L. Kaufman, Secretary of each of the above-captioned debtors in these cases (the "*Debtors*"), declare under penalty of perjury that I have read the foregoing *Consolidated List of Equity Security Holders Pursuant to Rules 1007(a)(1), 1007(a)(3) and 7007.1 of the Federal Rules of Bankruptcy Procedure* and that it is true and correct to the best of my information and belief.

Dated: December 19, 2012

  
\_\_\_\_\_  
Edward L. Kaufman  
Secretary

<sup>1</sup> 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.