

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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 In re: : Chapter 11
 :
 THQ INC., *et al.*, : Case No. 12 - 13389 (MFW)
 :
 Debtors.¹ : (Joint Administration Requested)
 :
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**AGENDA FOR FIRST DAY HEARING
AND INDEX OF FIRST DAY PLEADINGS**

DATE AND TIME OF HEARING: DECEMBER 20, 2012 at 3:30 P.M. (ET)

**LOCATION: UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF
DELAWARE, 824 NORTH MARKET STREET, 5th FLOOR, COURTROOM #4,
WILMINGTON, DELAWARE 19801**

I. Related Pleadings

1. **["Voluntary Petition Package"]**
 - a. THQ Inc. [Case No. 12-13398]
 - b. THQ Digital Studios Phoenix, Inc. [Case No. 12-13399]
 - c. THQ Wireless, Inc. [Case No. 12-13400]
 - d. Volition, Inc. [Case No. 12-13401]
 - e. Vigil Games, Inc. [Case No. 12-13402]
2. **["First Day Declaration"]** Declaration of Brian Farrell in Support of the Debtors' Chapter 11 Petitions and Requests for First Day Relief [Docket No. 2, 12/19/12]

II. Introduction and Case Administration

3. **["Joint Administration"]** Debtors' Motion for Order Authorizing the Joint Administration of Related Chapter 11 Cases [Docket No. 3, 12/19/12]

Status: This matter will be going forward.

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.



III. First Day Motions

4. [**KCC Retention**] Application of Debtors for Authority to Retain and the Appointment of Kurtzman Carson Consultants LLC as Claims and Noticing Agent Pursuant to 28 U.S.C. § 156(c) and Local Rule 2002-1(f) [Docket No. 4, 12/19/12]

Status: This matter will be going forward.

5. [**Cash Management**] Debtors' Motion for Order Authorizing (A) Continued Use of Cash Management System; (B) Maintenance of Existing Bank Accounts; (C) Continued Use of Existing Business Forms; (D) Continued Performance of Intercompany Transactions in the Ordinary Course of Business; and (E) Limited Waiver of Section 345(b) Deposit and Investment Requirements [Docket No. 5, 12/19/12]

Status: This matter will be going forward.

6. [**Utilities**] Debtors' Motion for Interim and Final Orders Pursuant to Sections 105(a) and 366 of the Bankruptcy Code (A) Prohibiting Utilities From Altering, Refusing, or Discontinuing Services to, or Discriminating Against, the Debtors on Account of Prepetition Invoices; (B) Determining Adequate Assurance of Payment for Future Performance; and (C) Establishing Procedures for Resolving Requests for Additional Adequate Assurance of Payment [Docket No. 6, 12/19/12]

Status: This matter will be going forward.

7. [**Taxes**] Debtors' Motion for Order Authorizing the Debtors to Pay Certain Prepetition Taxes and Fees [Docket No.7 12/19/12]

Status: This matter will be going forward.

8. [**Customer Programs**] Debtor's Motion for Interim and Final Orders Authorization to Honor Prepetition Obligations to Customers and Otherwise Continue Customer Programs in the Ordinary Course of Business [Docket No. 8, 12/19/12]

Status: This matter is going forward.

9. [**Wages and Benefits**] Debtors' Motion for Interim and Final Orders (I) Authorizing the Debtors to Pay Certain Employee Obligations and Maintain and Continue Employee Benefits and Programs and (ii) Authorizing and Directing Applicable Banks and Other Financial Institutions to Honor and Process Checks and Transfers Related to Such Obligations [Docket No. 9, 12/19/12]

Status: This matter will be going forward.

10. **["AR Sale"]** Debtors' Motion for Entry of Interim and Final Orders Authorizing the Sale of Certain of THQ Inc.'s Accounts Receivable [Docket No. 10, 12/19/12]

Status: This matter will be going forward.

11. **["Shippers"]** Debtors' Motion for Order Authorizing the Payment of Prepetition Claims of Shippers and Warehousemen [Docket No. 11, 12/19/12]

Status: This matter will be going forward.

12. **["Critical Vendors"]** Debtors' Motion for Interim and Final Orders (I) Authorizing the Debtors to Pay Certain Prepetition Claims of Critical Vendors and Certain Administrative Claimholders and (II) Authorizing and Directing Banks and Other Financial Institutions to Honor and Process Related Checks and Transfers [Docket No. 12, 12/19/12]

Status: This matter will be going forward.

13. **["DIP"]** Motion of the Debtors for Order (I) Authorizing Debtors to (A) Obtain Interim Postpetition Financing on a Superpriority, Secured and Priming Basis in Favor of Wells Fargo Capital Finance, LLC; (B) Turn Over Cash Collateral on an Interim Basis; (C) Provide Adequate Protection to Wells Fargo Capital Finance, LLC; (D) Modifying the Automatic Stay; and (E) Authorizing Debtors to Enter Into Postpetition Agreements With Wells Fargo Capital Finance, LLC; and (II) Scheduling, and Establishing Deadlines Relating to a Final Hearing and Order Authorizing the Debtors to Obtain Postpetition Financing And Use Of Cash Collateral [Docket No. 13, 12/19/12]

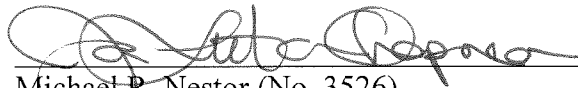
Status: This matter will be going forward.

III. For Scheduling Purposes Only

14. **["Sale Motion"]** Motion of Debtors for Entry of (I) an Order (A) Authorizing and Approving Sale Procedures in Connection with the Sale of Substantially All of the Debtors' Assets, (B) Authorizing and Approving Stalking Horse Protections, (C) Authorizing and Approving Procedures Related to the Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with the Sale, (D) Scheduling Auction and Sale Approval Hearing, (E) Approving the Form and Manner of the Notice of the Sale Hearing, and (F) Granting Certain Related Relief, and (II) an Order (A) Approving the Sale of Substantially All of the Debtors' Assets, (B) Authorizing the Assumption and Assignment Of Certain Executory Contracts and Unexpired Leases In Connection with the Sale, and (C) Granting Certain Related Relief [To Be Filed]

15. ["Sale Declaration"] Declaration of Samuel M. Greene in Support of the Sale
Motion [To Be Filed]

Dated: December 19, 2012
Wilmington, Delaware



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