

**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
	:	
	:	Re: Docket No. 465
	-----X	

ORDER (I) FIXING DEADLINE FOR FILING REQUESTS FOR ALLOWANCE OF ADMINISTRATIVE EXPENSE CLAIMS ARISING ON OR BEFORE APRIL 3, 2013 AND (II) DESIGNATING FORM AND MANNER OF NOTICE THEREOF

Upon consideration of the Motion (the “**Motion**”) of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) requesting entry of an order, pursuant to sections 502(b)(9), 503(b), 507(a)(2), and 105(a) of title 11 of the United States Code (the “**Bankruptcy Code**”), Rules 2002(a)(7), 3002(a), and 3003(c) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2002-1(e) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), (a) establishing a deadline for filing of requests for allowance of Administrative Expense Claims that arose during the period from the Petition Date through April 3, 2013, and (b) designating the form and manner of notice thereof; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 1334; and the Court having found that it has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that the venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that

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.



this matter is a core proceeding pursuant to 28 U.S.C. § 157(b) 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 the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors and other parties in interest; and the Court having found that the Debtors have provided proper and adequate notice of the Motion and the relief requested therein, and that, except as otherwise ordered herein, no other or further notice is necessary; and the Court having reviewed the Motion; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED:

1. The Motion is GRANTED.
2. Except as otherwise provided herein, each person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts, and governmental units) that holds or wishes to assert an administrative expense claim arising under sections 503(b) or 507(a)(2) of the Bankruptcy Code, other than a Section 503(b)(9) Claim, against the Debtors' estates that may have arisen during the period from the Petition Date through April 3, 2013 (an "**Administrative Expense Claim**") shall file a request for allowance of such Administrative Expense Claim (a "**Request for Payment of Administrative Expense Claim**"), substantially in the form attached hereto as **Exhibit 1**, which form is hereby approved, no later than **May 10, 2013 at 5:00 p.m.** (prevailing U.S. Pacific Time) (the "**Administrative Expense Bar Date**").

3. A Request for Payment of Administrative Expense Claim shall be deemed timely and properly filed only if it is **actually received** no later than the Administrative Expense Bar Date by KCC at the following address:

THQ Claims Processing Center
c/o KCC
2335 Alaska Avenue
El Segundo, CA 90245

4. The Debtors and KCC shall **not** be required to accept a Request for Payment of Administrative Expense Claim sent by facsimile, telecopy, or electronic mail transmission.

5. Each Request for Payment of Administrative Expense Claim must: (i) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant; (ii) be written in the English language; (iii) denominate the claim in lawful currency of the United States as of the Petition Date; (iv) indicate the particular Debtor against which the claim is asserted; and (v) include supporting documentation (or, if such documentation is voluminous, include a summary of such documentation) or an explanation as to why such documentation is not available.

6. The establishment of the Administrative Expense Bar Date shall not have any effect on the General Bar Date Order, or be deemed to have extended or otherwise affected any other deadlines for filing claims that have been established in these Chapter 11 Cases by this Court.

7. Notwithstanding anything to the contrary in this Order or the Motion, the following claims shall be excepted from this Order and **not** be required to be filed on or before the Administrative Expense Bar Date:

(a) Administrative Expense Claims previously filed with KCC or the Court;

- (b) all claims for professional fees;
- (c) all claims by any member of the Committee for reimbursement of expenses (including attorney fees) incurred in connection with the member's service on the Committee;
- (d) all claims based on an obligation incurred in the ordinary course of the Debtors' businesses;
- (e) all claims for fees payable to the Clerk of the United States Bankruptcy Court for the District of Delaware;
- (f) all claims for fees arising under 28 U.S.C. § 1930(a)(6) or accrued interest thereon arising under 31 U.S.C. § 3717;
- (g) all Administrative Expense Claims that arise on or after April 4, 2013; and
- (h) any claim by a governmental unit for a tax or penalty described in section 503(b)(1)(B) and (C) of the Bankruptcy Code, as provided for in section 503(b)(1)(D).

8. Within two (2) business days after entry of this Order (the "**Service Date**"), the Debtors, directly or through KCC, shall serve the Administrative Expense Bar Date Notice, substantially in the form attached hereto as **Exhibit 2**, which form is hereby approved, by first-class mail, postage prepaid, on the following parties:

- (a) the U.S. Trustee;
- (b) counsel for the Committee;
- (c) all persons or entities that have requested notice of the proceedings in the Chapter 11 Cases pursuant to Bankruptcy Rule 2002;
- (d) all persons or entities that have filed claims against the Debtors;
- (e) all known creditors and other known holders of claims as of the date of the order granting the relief requested by this Motion, including all persons or entities listed in the Schedules as holding claims for which the Debtors have addresses;
- (f) all parties to executory contracts and unexpired leases of the Debtors;
- (g) the attorneys of record to all parties with litigation pending against any of the Debtors;

- (h) all equity security holders;
- (i) the Debtors' former officers, directors, and employees to the extent that contact information for such former officers, directors, and employees is available in the Debtors' records; and
- (j) the Internal Revenue Service, the Securities and Exchange Commission, the United States Attorney's Office for the District of Delaware, all taxing authorities for the jurisdictions in which any of the Debtors conduct business, and all other applicable Governmental Units;
- (k) the Debtors' current officers, directors, and employees; and
- (l) all other parties in the Debtors' creditor matrix not included above.

9. If the Debtors determine after the Service Date that additional parties should receive the Administrative Expense Bar Date Notice, then the date by which a Request For Payment Of Administrative Expense Claim must be filed by such party or parties shall be the later of: (i) the Administrative Expense Bar Date, and (ii) thirty (30) days from the mailing date of the Administrative Expense Bar Date Notice to such additional parties.

10. The Debtors shall cause the Administrative Expense Bar Date Notice to be posted by the Service Date on the website established by KCC for the Debtors' Chapter 11 Cases: www.kccllc.net/thq.

11. Any party purportedly holding an Administrative Expense Claim against the Debtors who is required, but fails, to properly or timely file a Request for Payment of Administrative Expense Claim in accordance with the Administrative Expense Bar Date Order, shall not be, absent further order of this Court, treated as a creditor for purposes of distribution.

12. Entry of this Order is without prejudice to the Debtors' right to seek any other or further orders of this Court fixing a date by which holders of claims not subject to the Administrative Expense Bar Date must file or assert such claims against the Debtors.

13. Nothing in this Order shall prejudice the right of any party in interest, including the Debtors, to object to any Request for Payment of Administrative Expense Claim or similar request or claim.

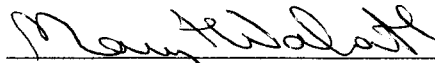
14. The Debtors and KCC are authorized and empowered to take any and all actions necessary to implement the terms of this Order.

15. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

16. This Court shall retain jurisdiction over any and all matters arising from or related to the implementation or interpretation of this order.

Dated: Wilmington, Delaware

April 2, 2013



MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1
(Request for Payment of Administrative Expense Claim)

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

REQUEST FOR PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM

THIS FORM IS TO BE USED ONLY FOR CLAIMS ARISING DURING THE PERIOD FROM THE PETITION DATE THROUGH APRIL 3, 2013.

1. Name of Claimant:
2. Name of Debtor claim asserted against:
3. Nature and description of the claim:
4. Date(s) claim arose:
5. Amount of claim:
6. Documentation supporting the claim is attached hereto.

Date: _____

Signature: _____

Name: _____

Address: _____

Phone Number: _____

Email: _____

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.

Exhibit 2
(Administrative Expense Bar Date Notice)

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

NOTICE OF DEADLINE FOR FILING OF ADMINISTRATIVE EXPENSE CLAIMS

PLEASE TAKE NOTICE THAT on April [], 2013, the United States Bankruptcy Court for the District of Delaware (the "Court"), having jurisdiction over the chapter 11 cases of the above-captioned debtor and debtors in possession (collectively, the "Debtors") entered an order (the "Administrative Expense Bar Date Order") [D.I.] establishing May 10, 2013 at 5:00 p.m. (prevailing U.S. Pacific Time) (the "Administrative Expense Bar Date") as the deadline by which each person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts, and governmental units), must file requests for the allowance of administrative expense claim (an "Administrative Expense Claim") arising under sections 503(b) or 507(a)(2) of title 11 of the United States Code (the "Bankruptcy Code"), other than a claim arising under section 503(b)(9) of the Bankruptcy Code, against the Debtors' estates that may have arisen during the period from the Petition Date through April 3, 2013.2

Pursuant to the terms of the Administrative Expense Bar Date Order, and except as provided therein or herein, each person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts, and governmental units) that holds or wishes to assert an Administrative Expense Claim against the Debtors' estates that may have arisen on or before April 3, 2013 must file a request for allowance of such Administrative Expense Claim (a "Request for Payment of Administrative Expense Claim") on or before the Administrative Expense Bar Date.

For the purposes of the Administrative Expense Bar Date Order and this Notice, the term "claim" means (i) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (ii) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured. Accordingly, any person or entity that holds or asserts an Administrative Expense Claim or a potential Administrative Expense Claim against the Debtors, no matter how remote or contingent, must file a Request For Payment Of Administrative Expense Claim on or before the Administrative Expense Bar Date.

Pursuant to the terms of the Administrative Expense Bar Date Order, the Administrative Expense Bar Date DOES NOT apply to the following claims:

- (a) Administrative Expense Claims previously filed with Kurtzman Carson Consultants LLC ("KCC") or the United States Bankruptcy Court for the District of 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 The Administrative Expense Bar Date does not apply to claims arising under section 503(b)(9) for the value of goods received by the Debtors within twenty (20) days of the commencement of their chapter 11 cases (a "Section 503(b)(9) Claim"). The Court previously entered on March 1, 2013 an order [D.I. 429] setting April 8, 2013 as the deadline for all entities other governmental units (as defined in section 101(27) of the Bankruptcy Code) to file Section 503(b)(9) Claims and other prepetition claims.

- (b) all claims for professional fees;
- (c) all claims by any member of the Committee for reimbursement of expenses (including attorney fees) incurred in connection with the member's service on the Committee;
- (d) all claims based on an obligation incurred in the ordinary course of the Debtors' businesses;
- (e) all claims for fees payable to the Clerk of the United States Bankruptcy Court for the District of Delaware;
- (f) all claims for fees arising under 28 U.S.C. § 1930(a)(6) or accrued interest thereon arising under 31 U.S.C. §3717;
- (g) all Administrative Expense Claims that arise on or after April 4, 2013; and
- (h) any claim by a governmental unit for a tax or penalty described in section 503(b)(1)(B) and (C) of the Bankruptcy Code, as provided for in section 503(b)(1)(D).

A CLAIMANT SHOULD CONSULT HIS OR HER ATTORNEY IF THE CLAIMANT HAS ANY QUESTIONS, INCLUDING WHETHER SUCH CLAIMANT SHOULD FILE A REQUEST FOR PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM. NEITHER THE DEBTORS' ATTORNEYS, KCC, NOR THE CLERK OF THE COURT CAN ADVISE THE CLAIMANT WHETHER THE CLAIMANT SHOULD FILE A REQUEST FOR PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM.

All original Requests for Payment of Administrative Expense Claim must be filed so as to be received by KCC on or before the Administrative Expense Bar Date at the following address:

THQ Claims Processing Center
c/o KCC
2335 Alaska Avenue
El Segundo, CA 90245

Requests for Payment of Administrative Expense Claim will be deemed timely filed only if **actually received** by KCC on or before the Administrative Expense Bar Date. Requests for Payment of Administrative Expense Claim may **not** be delivered by facsimile, telecopy, or electronic mail transmission.

Each Request for Payment of Administrative Expense Claim must: (i) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant; (ii) be written in the English language; (iii) denominate the claim in lawful currency of the United States as of the Petition Date; (iv) indicate the particular Debtor against which the claim is asserted; and (v) include supporting documentation (or, if such documentation is voluminous, include a summary of such documentation) or an explanation as to why such documentation is not available.

ANY PARTY PURPORTEDLY HOLDING AN ADMINISTRATIVE EXPENSE CLAIM AGAINST THE DEBTORS WHO IS REQUIRED, BUT FAILS, TO PROPERLY OR TIMELY FILE A REQUEST FOR PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM IN ACCORDANCE WITH THE ADMINISTRATIVE EXPENSE BAR DATE ORDER, SHALL NOT BE, ABSENT FURTHER ORDER OF THE COURT, TREATED AS A CREDITOR FOR PURPOSES OF DISTRIBUTION.

The Debtors reserve the right to dispute, or to assert offsets or defenses against, any Administrative Expense Claim and nothing contained in the Administrative Expense Bar Date Order or this Notice shall preclude the Debtors from objecting to any filed claim on any grounds.

THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE AN ADMINISTRATIVE EXPENSE CLAIM OR THAT THE DEBTORS OR THE COURT BELIEVE THAT YOU HAVE AN ADMINISTRATIVE EXPENSE CLAIM. YOU SHOULD NOT FILE A

REQUEST FOR PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM IF YOU DO NOT HAVE AN ADMINISTRATIVE EXPENSE CLAIM AGAINST ANY OF THE DEBTORS.

This Notice is only a summary of the Administrative Expense Bar Date Order. All parties in interest should carefully review the Administrative Expense Bar Date Order itself and to the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware for additional information regarding the filing and treatment of Administrative Expense Claims in the Debtors' Cases.

Copies of the Administrative Expense Bar Date Order may be examined by interested parties on the Court's electronic docket for the Debtors' Cases, which is available at <http://www.deb.uscourts.gov> (a PACER login and password are required and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>). In addition, electronic copies of the Administrative Expense Bar Date Order may be viewed at www.kccllc.net/thq. Copies of the Administrative Expense Bar Date Order may also be examined by interested parties between the hours of 8:00 a.m. and 4:00 p.m. (prevailing Eastern Time) at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware, 19801.

Dated: [], 2013

BY ORDER OF THE COURT

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