

**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: February 15, 2013 at 4:00 p.m. (ET)**
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**FIRST MONTHLY APPLICATION OF
 YOUNG CONAWAY STARGATT & TAYLOR, LLP AS COUNSEL FOR THE
 DEBTORS AND DEBTORS-IN-POSSESSION FOR ALLOWANCE
 OF COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE INTERIM PERIOD DECEMBER 19, 2012 THROUGH DECEMBER 31, 2012**

Name of Applicant: Young Conaway Stargatt & Taylor, LLP
 Authorized to Provide Professional Services to: Debtors and Debtors-in-Possession
 Date of Retention: December 19, 2012
 Period for which compensation and reimbursement is sought: December 19, 2012 through December 31, 2012
 Amount of Interim Compensation sought as actual, reasonable and necessary: \$43,726.50
 Amount of Interim Expense Reimbursement sought as actual, reasonable and necessary: \$1,601.00
 This is an: X interim final application

This application includes 0.00 hours and \$0.00 in fees incurred in connection with the preparation of Fee Applications.

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.

Prior applications:

Date Filed / Docket No.	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
N/A	N/A	N/A	N/A	N/A	N/A

INTERIM COMPENSATION BY INDIVIDUAL

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
Michael R. Nestor	Partner since 2003. Joined firm as an associate in 1998. Member of PA and NJ Bars since 1995. Member of DE Bar since 1996.	\$675.00	8.90	\$6,007.50
M. Blake Cleary	Partner since 2005. Joined firm as an associate in 1998. Member of DE and PA Bars since 1997.	\$650.00	24.10	\$15,665.00
Jaime L. Chapman	Joined firm as an associate in 2006. Member of DE Bar since 2007.	\$375.00	24.10	\$9,037.50
Morgan L. Seward	Joined firm as an associate in 2009. Member of the DE Bar since 2009.	\$310.00	34.90	\$10,819.00
Melissa Romano	Paralegal	\$190.00	1.40	\$266.00
Michelle Smith	Paralegal	\$185.00	9.90	\$1,831.50
Stephanie N. Foote	Clerk	\$50.00	2.00	\$100.00
Grand Total:			105.30	\$43,726.50
Blended Rate:		415.25		

INTERIM COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
Case Administration (B001)	34.00	\$11,971.00
Court Hearings (B002)	34.70	\$15,353.00
Schedules & Statements, U.S. Trustee Reports (B004)	0.30	\$93.00
Use, Sale or Lease of Property (363 Issues) (B006)	14.30	\$7,287.00
Claims Analysis, Objections and Resolutions (B007)	0.60	\$186.00
Meetings (B008)	1.60	\$1,040.00
Creditor Inquiries (B013)	0.40	\$192.00
Employee Matters (B015)	3.10	\$1,361.00
Retention of Professionals/Fee Issues (B017)	14.10	\$5,297.50
Fee Application Preparation (B018)	1.10	\$742.50
Utility Services (B20)	1.10	\$203.50
TOTAL	105.30	\$43,726.50

INTERIM EXPENSE SUMMARY

Expenses Category	Total Expenses
Reproduction Charges	\$1,263.50
Delivery/Courier	\$95.00
Working Meals	\$242.50
TOTAL	\$1,601.00

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In re: : Chapter 11
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THQ INC., *et al.*, : Case No. 12-13398 (MFW)
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Debtors.¹ : Jointly Administered
: :
: **Objection Deadline: February 15, 2013 at 4:00 p.m. (ET)**
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**FIRST MONTHLY APPLICATION OF
YOUNG CONAWAY STARGATT & TAYLOR, LLP AS CO-COUNSEL FOR THE
DEBTORS AND DEBTORS-IN-POSSESSION FOR ALLOWANCE
OF COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE INTERIM PERIOD DECEMBER 19, 2012 THROUGH DECEMBER 31, 2012**

Pursuant to 11 U.S.C. §§ 330 and 331 and Rule 2016 of the Federal Rules of Bankruptcy Procedure, the law firm of Young Conaway Stargatt & Taylor, LLP (hereinafter “YCS&T”) hereby moves this Court for reasonable compensation for professional legal services rendered as co-counsel to THQ, Inc., *et al.*, the debtors and debtors-in-possession in the above-captioned cases (the “Debtors”), in the amount of \$43,476.50 together with reimbursement for actual and necessary expenses incurred in the amount of \$1,601.00 for the interim period December 19, 2012 through December 31, 2012 (the “Interim Fee Period”). In support of its Application, YCS&T respectfully represents as follows:

1. YCS&T was employed to represent the Debtors as bankruptcy counsel in connection with these chapter 11 cases, pursuant to an Order entered by this Court on January 31, 2013. The order authorized YCS&T to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

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. All services for which compensation is requested by YCS&T were performed for or on behalf of the Debtors.

SUMMARY OF SERVICES RENDERED

3. Attached hereto as Exhibit A is a detailed statement of fees incurred during the Interim Fee Period showing the amount of \$43,726.50 due for fees. Exhibit B is a detailed statement of expenses paid during the Interim Fee Period showing the amount of \$1,604.00 for reimbursement of expenses.

4. The services rendered by YCS&T during the Interim Fee Period are grouped into the categories set forth in Exhibit A. The attorneys and paralegals who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category, in the attachments hereto.

DISBURSEMENTS

5. YCS&T has incurred out-of-pocket disbursements during the Interim Fee Period in the amount of \$1,601.00. This disbursement sum is broken down into categories of charges, including, among other things, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document processing, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, travel expenses, expenses for “working meals,” computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. A complete review by category of the expenses incurred for the Interim Fee Period may be found in the attachments hereto as Exhibit B.

6. Costs incurred for overtime and computer assisted research are not included in YCS&T's normal hourly billing rates and, therefore, are itemized and included in YCS&T's disbursements. Pursuant to Local Rule 2016-2, YCS&T represents that its rate for duplication is \$.10 per page, its rate for outgoing telecopier transmissions is \$1.00 per page (excluding related long distance transmission charges), there is no charge for incoming telecopier transmissions and there is no surcharge for computerized research.

VALUATION OF SERVICES

7. Attorneys and paraprofessionals of YCS&T have expended a total of 105.30 hours in connection with this matter during the Interim Fee Period.

8. The amount of time spent by each of these persons providing services to the Debtors for the Fee Period is fully set forth in the detail attached hereto as Exhibit A. These are YCS&T's normal hourly rates of compensation for work of this character. The reasonable value of the services rendered by YCS&T for the Interim Fee Period as counsel for the Debtors in these cases is \$43,726.50.

9. YCS&T believes that the time entries included in Exhibit A attached hereto and the expense breakdown set forth in Exhibit B hereto are in compliance with the requirements of Local Rule 2016-2.

10. In accordance with the factors enumerated in 11 U.S.C. §330, the amount requested is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

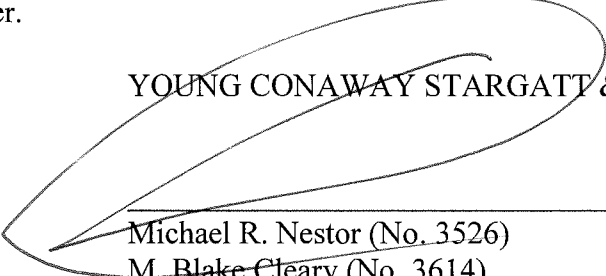
11. This Application covers the Interim Fee Period December 19, 2012 through December 31, 2012. YCS&T has and will continue to perform additional necessary

services subsequent to December 31, 2012, for which YCS&T will file subsequent fee applications.

WHEREFORE, YCS&T requests that allowance be made to it in the sum of \$43,726.50 as compensation for necessary professional services rendered to the Debtors for the Interim Fee Period, and the sum of \$1,601.00 for reimbursement of actual necessary costs and expenses incurred during that period, and further requests such other and further relief as this Court may deem just and proper.

Dated: February 1, 2013
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP



Michael R. Nestor (No. 3526)
~~M. Blake Cleary (No. 3614)~~
Jaime Luton Chapman (No. 4936)
Rodney Square
1000 North King Street
Wilmington, DE 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, CA 90071-1512
Telephone: (213) 229-7000
Facsimile: (213) 229-7520

*Counsel to the Debtors and
Debtors in Possession*

VERIFICATION

STATE OF DELAWARE)
)
NEW CASTLE COUNTY) SS:


Michael R. Nestor, Esquire, after being duly sworn according to law, deposes and says:

1. I am a Partner in the applicant firm, Young Conaway Stargatt & Taylor, LLP, and have been admitted to the bar of the Supreme Court of Delaware since 1996.
2. I have personally performed many of the legal services rendered by Young Conaway Stargatt & Taylor, LLP, as counsel to the Debtors and am familiar with all other work performed on behalf of the lawyers and paraprofessionals in the firm.
3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.



MICHAEL R. NESTOR

SWORN TO AND SUBSCRIBED before me this 1 day of February, 2013.



Notary Public
My Commission Expires: _____

DEBBIE ELLEN LASKIN
NOTARY PUBLIC
STATE OF DELAWARE
My commission expires Nov. 29, 2016

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 :
: **Objection Deadline: February 15, 2013 at 4:00 p.m. (ET)**
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NOTICE OF APPLICATION

TO: (I) THE DEBTORS, (II) UNITED STATES TRUSTEE, AND (III) COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS

The **First Monthly Application of Young Conaway Stargatt & Taylor, LLP as Counsel for the Debtors and Debtors-in-Possession for Allowance of Compensation and Reimbursement of Expenses Incurred for the Interim Period December 19, 2012 through December 31, 2012** (the "Application") has been filed with the Bankruptcy Court. The Application seeks allowance of interim fees in the amount of \$43,726.50 and interim expenses in the amount of \$1,601.00.

Objections to the Application, if any, are required to be filed on or before **February 15, 2013 at 4:00 p.m. (ET)** (the "Objection Deadline") with the Clerk of the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 Market Street, Wilmington, Delaware 19801.

At the same time, you must also serve a copy of the response so as to be received by the following on or before the Objection Deadline: (i) the Debtors, THQ Inc., 29903 Agoura Road, Agoura Hills, California 91301, Attn: Ed Kaufman; (ii) counsel for the Debtors, Gibson, Dunn & Crutcher LLP, 333 South Grand Avenue, Los Angeles, California 90071, Attn: Oscar Garza, Esq. and Jeffrey C. Krause, Esq. and Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, Attn: Michael R. Nestor, Esq. and M. Blake Cleary, Esq.; (iii) counsel for the Committee of Unsecured Creditors, Landis Rath & Cobb LLP, 919 Market Street, Suite 1800, Wilmington, Delaware 19801, Attn: Adam G. Landis, Esq., Kerri K. Mumford, Esq., and J. Landon Ellis, Esq. and Andrews Kurth LLP, 450 Lexington Avenue, New York, New York 10017, Attn: Paul N. Silverstein, Esq.; and (iv) The Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, Delaware 19801, Attn: Jane M. Leamy, Esq.

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 PURSUANT TO THE ORDER ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS [DOCKET NO. 286], IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURE, THE DEBTORS WILL BE AUTHORIZED TO PAY 80% OF REQUESTED INTERIM FEES AND 100% OF REQUESTED INTERIM EXPENSES WITHOUT FURTHER ORDER OF THE COURT.

Dated: February 1, 2013
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Michael R. Nestor (No. 3526)

~~M. Blake Cleary (No. 3614)~~

Jaime Luton Chapman (No. 4936)

Rodney Square

1000 North King Street

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-and-

Oscar Garza (Ca No. 149790)

Jeffrey C. Krause (Ca No. 94053)

GIBSON, DUNN & CRUTCHER LLP

333 South Grand Avenue

Los Angeles, CA 90071-1512

Telephone: (213) 229-7000

Facsimile: (213) 229-7520

*Counsel to the Debtors and
Debtors in Possession*

EXHIBIT A

YOUNG CONAWAY STARGATT & TAYLOR, LLP

(302) 571-6600
(800) 253-2234 (DE ONLY)

RODNEY SQUARE
1000 NORTH KING STREET
WILMINGTON, DELAWARE 19801

(302) 571-1253 FAX
www.ycst.com

P.O. Box 391
WILMINGTON, DELAWARE 19899-0391

TAX I.D. No. 51-0082644

TO:

01/18/2013
File No. 071903.1001

For Professional Services Rendered For:

Bill No. 40359857

THQ, Inc.
Billing Period Through December 31, 2012

Total Fees	\$	43,726.50
Total Expenses		<u>1,601.00</u>
Total	\$	<u>45,327.50</u>

WHEN REMITTING PAYMENT, KINDLY REFERENCE FILE NO. **071903.1001** AND SEND TO THE ATTENTION OF **ACCOUNTING DEPT.**

YOUNG CONAWAY STARGATT & TAYLOR, LLP

THQ, Inc.

Billing Period Through December 31, 2012

AGGREGATE TIME SUMMARY BY TASK CODE

<u>TASK CODE</u>	<u>TASK DESCRIPTION</u>	<u>TOTAL HOURS</u>	<u>TOTAL AMOUNT</u>
B001	Case Administration	34.00	11,971.00
B002	Court Hearings	34.70	15,353.00
B004	Schedules & Statements, U.S. Trustee Reports	0.30	93.00
B006	Use, Sale or Lease of Property (363 issues)	14.30	7,287.00
B007	Claims Analysis, Objections and Resolutions	0.60	186.00
B008	Meetings	1.60	1,040.00
B013	Creditor Inquiries	0.40	192.00
B015	Employee Matters	3.10	1,361.00
B017	Retention of Professionals/Fee Issues	14.10	5,297.50
B018	Fee Application Preparation	1.10	742.50
B020	Utility Services	1.10	203.50
	Totals	105.30	\$ 43,726.50

YOUNG CONAWAY STARGATT & TAYLOR, LLP

THQ, Inc.

Billing Period Through December 31, 2012

ATTORNEY TIME SUMMARY BY TASK CODE

Task B001		<u>Total</u>	<u>Hourly</u>		<u>Total</u>
Case Administration		<u>Hours</u>	<u>Rate</u>		
Jaime L. Chapman	Associate	8.40	x \$	375.00	= 3,150.00
M. Blake Cleary	Partner	1.80	x \$	650.00	= 1,170.00
Michael R. Nestor	Partner	3.20	x \$	675.00	= 2,160.00
Michelle Smith	Paralegal	3.00	x \$	185.00	= 555.00
Morgan Seward	Associate	15.60	x \$	310.00	= 4,836.00
Stephanie N. Foote	Clerk	2.00	x \$	50.00	= 100.00
Totals:		34.00		\$	11,971.00

Task B002		<u>Total</u>	<u>Hourly</u>		<u>Total</u>
Court Hearings		<u>Hours</u>	<u>Rate</u>		
Jaime L. Chapman	Associate	13.80	x \$	375.00	= 5,175.00
M. Blake Cleary	Partner	11.70	x \$	650.00	= 7,605.00
Melissa Romano	Paralegal	1.40	x \$	190.00	= 266.00
Michael R. Nestor	Partner	1.10	x \$	675.00	= 742.50
Michelle Smith	Paralegal	4.10	x \$	185.00	= 758.50
Morgan Seward	Associate	2.60	x \$	310.00	= 806.00
Totals:		34.70		\$	15,353.00

Task B004		<u>Total</u>	<u>Hourly</u>		<u>Total</u>
Schedules & Statements, U.S. Trustee Reports		<u>Hours</u>	<u>Rate</u>		
Morgan Seward	Associate	0.30	x \$	310.00	= 93.00
Totals:		0.30		\$	93.00

YOUNG CONAWAY STARGATT & TAYLOR, LLP

THQ, Inc.

Billing Period Through December 31, 2012

Task B006		<u>Total</u>		<u>Hourly</u>		<u>Total</u>
Use, Sale or Lease of Property (363 issues)		<u>Hours</u>		<u>Rate</u>		
Jaime L. Chapman	Associate	1.90	x \$	375.00	=	712.50
M. Blake Cleary	Partner	7.00	x \$	650.00	=	4,550.00
Michael R. Nestor	Partner	1.20	x \$	675.00	=	810.00
Michelle Smith	Paralegal	0.70	x \$	185.00	=	129.50
Morgan Seward	Associate	3.50	x \$	310.00	=	1,085.00
Totals:		14.30			\$	7,287.00

Task B007		<u>Total</u>		<u>Hourly</u>		<u>Total</u>
Claims Analysis, Objections and Resolutions		<u>Hours</u>		<u>Rate</u>		
Morgan Seward	Associate	0.60	x \$	310.00	=	186.00
Totals:		0.60			\$	186.00

Task B008		<u>Total</u>		<u>Hourly</u>		<u>Total</u>
Meetings		<u>Hours</u>		<u>Rate</u>		
M. Blake Cleary	Partner	1.60	x \$	650.00	=	1,040.00
Totals:		1.60			\$	1,040.00

Task B013		<u>Total</u>		<u>Hourly</u>		<u>Total</u>
Creditor Inquiries		<u>Hours</u>		<u>Rate</u>		
M. Blake Cleary	Partner	0.20	x \$	650.00	=	130.00
Morgan Seward	Associate	0.20	x \$	310.00	=	62.00
Totals:		0.40			\$	192.00

YOUNG CONAWAY STARGATT & TAYLOR, LLP

THQ, Inc.

Billing Period Through December 31, 2012

Task B015		<u>Total</u>	<u>Hourly</u>		<u>Total</u>
Employee Matters		<u>Hours</u>	<u>Rate</u>		
M. Blake Cleary	Partner	0.90	x \$	650.00	= 585.00
Michael R. Nestor	Partner	0.60	x \$	675.00	= 405.00
Michelle Smith	Paralegal	1.00	x \$	185.00	= 185.00
Morgan Seward	Associate	0.60	x \$	310.00	= 186.00
Totals:		3.10			\$ 1,361.00

Task B017		<u>Total</u>	<u>Hourly</u>		<u>Total</u>
Retention of Professionals/Fee Issues		<u>Hours</u>	<u>Rate</u>		
M. Blake Cleary	Partner	0.90	x \$	650.00	= 585.00
Michael R. Nestor	Partner	1.70	x \$	675.00	= 1,147.50
Morgan Seward	Associate	11.50	x \$	310.00	= 3,565.00
Totals:		14.10			\$ 5,297.50

Task B018		<u>Total</u>	<u>Hourly</u>		<u>Total</u>
Fee Application Preparation		<u>Hours</u>	<u>Rate</u>		
Michael R. Nestor	Partner	1.10	x \$	675.00	= 742.50
Totals:		1.10			\$ 742.50

YOUNG CONAWAY STARGATT & TAYLOR, LLP

THQ, Inc.

Billing Period Through December 31, 2012

Task B020		<u>Total</u>		<u>Hourly</u>		<u>Total</u>
Utility Services		<u>Hours</u>		<u>Rate</u>		
Michelle Smith	Paralegal	1.10	x \$	185.00	=	203.50
	Totals:	1.10			\$	203.50
	Aggregate Total:	105.30			\$	43,726.50

YOUNG CONAWAY STARGATT & TAYLOR, LLP

THQ, Inc.

Billing Period Through December 31, 2012

AGGREGATE TIME SUMMARY PAGE BY INDIVIDUAL

		<u>Total</u>		<u>Hourly</u>		<u>Total</u>
		<u>Hours</u>		<u>Rate</u>		
MNEST	Michael R. Nestor, Partner	8.90	\$	675.00	=	6,007.50
BCLEA	M. Blake Cleary, Partner	24.10	\$	650.00	=	15,665.00
JCHAP	Jaime L. Chapman, Associate	24.10	\$	375.00	=	9,037.50
MSEWA	Morgan Seward, Associate	34.90	\$	310.00	=	10,819.00
MROMA	Melissa Romano, Paralegal	1.40	\$	190.00	=	266.00
MSMIT	Michelle Smith, Paralegal	9.90	\$	185.00	=	1,831.50
SFOOT	Stephanie N. Foote, Clerk	2.00	\$	50.00	=	100.00
	Total:	105.30			\$	43,726.50

YOUNG CONAWAY STARGATT & TAYLOR, LLP

THQ, Inc.

File No. 071903.1001

Invoice No. 40359857

01-18-2013

TIME DETAIL GROUPED BY TASK CODE

Date	Description	Attorney	Task Code	Time
12/19/12	Draft correspondence to D. Bird regarding first day motions	BCLEA	B001	0.30
12/19/12	Teleconference with clerk's office regarding first day motions	BCLEA	B001	0.30
12/19/12	Review correspondence from J. Chapman regarding first days	BCLEA	B001	0.30
12/19/12	Review correspondence from J. Leamy regarding first days	BCLEA	B001	0.80
12/19/12	Prepare and finalize petitions and first day pleadings	JCHAP	B001	8.40
12/19/12	Review and revise all first day pleadings and prepare for filing	MSEWA	B001	4.60
12/19/12	File all petitions and first day pleadings, including multiple correspondence with Gibson team, and working with M. Smith and J. Chapman during filing	MSEWA	B001	2.70
12/19/12	File petitions and 1st day pleadings (1.4); coordinate delivery of binders of same to court and US Trustee (.2)	MSMIT	B001	1.60
12/19/12	Enter Top 40 Creditors into database	SFOOT	B001	2.00
12/20/12	Review first day pleadings, issues	MNEST	B001	1.70
12/20/12	Revise orders and prepare for first day hearing, including multiple correspondence and meetings with J. Chapman and M. Smith, and summarizing first day pleadings for hearing preparation	MSEWA	B001	5.30
12/20/12	Review and file creditors matrix	MSEWA	B001	0.30
12/20/12	Review and file pro hac motion for J. Krause of Gibson Dunn	MSEWA	B001	0.20
12/20/12	Review, revise and file omnibus notices of entry of interim orders, second day hearing and bid procedures hearing	MSEWA	B001	1.30

YOUNG CONAWAY STARGATT & TAYLOR, LLP

THQ, Inc.

File No. 071903.1001

Invoice No. 40359857

01-18-2013

Date	Description	Attorney	Task Code	Time
12/20/12	File Krause pro hac vice motion with District and Bankruptcy Courts; coordinate delivery of same to chambers	MSMIT	B001	0.50
12/21/12	Discussion with B. Cleary and J. Chapman regarding upcoming filings and service requirements/issues of 1st day motions and orders	MSMIT	B001	0.60
12/26/12	Review critical dates	BCLEA	B001	0.10
12/26/12	Teleconference/correspondence with J. Krause re: open issues, sale process, retentions and related issues	MNEST	B001	0.80
12/26/12	Review issues with B. Cleary re: filing through bid procedures hearing	MNEST	B001	0.30
12/26/12	Correspondence from D. Denny of Gibson re: upcoming deadlines and filings preparation	MSEWA	B001	0.10
12/27/12	Review issues with B. Cleary re: open issues, sale process, liquidity, DIP, etc.	MNEST	B001	0.40
12/28/12	Multiple telephone calls (x5) with D. Denny of Gibson re: upcoming filings and preparation	MSEWA	B001	0.40
12/28/12	Review and revise agenda re: 1/4/2013 hearing	MSEWA	B001	0.40
12/28/12	Meet with B. Cleary re: discuss upcoming filings and agenda for 1/4/2013 hearing	MSEWA	B001	0.20
12/28/12	Correspondence with D. Denny and M. Smith re: equity holders list filing	MSEWA	B001	0.10
12/28/12	Update 2002 service list	MSMIT	B001	0.30
Sub Total				34.00

Date	Description	Attorney	Task Code	Time
12/19/12	Teleconference with J. Krause regarding first day strategy	BCLEA	B002	0.20
12/19/12	Teleconference with J. Krause regarding first days	BCLEA	B002	0.20
12/19/12	Prepare first day pleadings binders	MROMA	B002	1.00

YOUNG CONAWAY STARGATT & TAYLOR, LLP

THQ, Inc.

File No. 071903.1001

Invoice No. 40359857

01-18-2013

Date	Description	Attorney	Task Code	Time
12/19/12	Revise agenda for 1st day hearing (.2); finalize for filing and coordinate service through KCC of same (.5)	MSMIT	B002	0.70
12/19/12	Revise notice of 1st day hearing (.1); finalize for filing and coordinate service through KCC of same (.5)	MSMIT	B002	0.60
12/20/12	Review correspondence from J. Krause regarding first day hearing	BCLEA	B002	0.30
12/20/12	Meet with J. Krause, A. Agam, B. Farrel and J. Chapman regarding hearing preparation on critical vendor presentation, DIP issues; UST issues and telephone call with lender counsel	BCLEA	B002	6.60
12/20/12	Represent client at first day hearing and related follow up	BCLEA	B002	3.10
12/20/12	Review documents for first day hearing and prepare presentation	BCLEA	B002	0.80
12/20/12	Teleconference with R. Masero regarding first days	BCLEA	B002	0.20
12/20/12	Prepare for and attend first day hearing	JCHAP	B002	10.40
12/20/12	Review issues raised by parties/correspondence re: first day hearing	MNEST	B002	0.80
12/20/12	Assist with first day hearing preparation	MROMA	B002	0.40
12/20/12	Attend first day hearing, including time waiting to be heard and court recesses	MSEWA	B002	2.60
12/20/12	Assist with preparations for 1st day hearing	MSMIT	B002	2.20
12/21/12	Draft, revise, and finalize notices re: first and second day hearings	JCHAP	B002	3.40
12/28/12	Prepare agenda for January 4, 2013 hearing	MSMIT	B002	0.60
12/30/12	Review correspondence to J. Krause and M. Nestor regarding FTI Liquidation analysis (multiple emails)	BCLEA	B002	0.30
12/30/12	Review/revise agenda for January 4 hearing and correspondence with GDC/YCST re: same	MNEST	B002	0.30

YOUNG CONAWAY STARGATT & TAYLOR, LLP

THQ, Inc.

File No. 071903.1001

Invoice No. 40359857

01-18-2013

Date	Description	Attorney	Task Code	Time
	Sub Total			34.70

Date	Description	Attorney	Task Code	Time
12/26/12	Multiple correspondence from W. Brown of FTI, C. Cwiazda of THQ and J. Krause of Gibson re: initial debtor interview materials	MSEWA	B004	0.30
	Sub Total			0.30

Date	Description	Attorney	Task Code	Time
12/19/12	Teleconference with G. Zabrovsky regarding sale motion	BCLEA	B006	0.20
12/19/12	Review and finalize KEIP motion	BCLEA	B006	1.10
12/19/12	Draft correspondence to J. Leamy regarding critical vendor	BCLEA	B006	0.40
12/19/12	Review correspondence from A. Handy regarding customer program motion	BCLEA	B006	0.10
12/19/12	Review correspondence from J. Krause regarding sale motion	BCLEA	B006	0.70
12/19/12	Review correspondence from J. Chapman regarding first days (multiple mails)	BCLEA	B006	0.30
12/19/12	Revise and file sale motion re: sale of substantially all assets	MSEWA	B006	3.10
12/19/12	Finalize for filing and coordinate service of sale motion and related declaration in support through KCC	MSMIT	B006	0.70
12/20/12	Work with M. Seward and M. Smith regarding service issues and review and revise notice of entry of first day orders	BCLEA	B006	0.70
12/20/12	Multiple correspondence with A. Hendy re: correction to KERP motion and KERP motion hearing	MSEWA	B006	0.30
12/21/12	Teleconference with P. Shaloub regarding sale	BCLEA	B006	0.10

YOUNG CONAWAY STARGATT & TAYLOR, LLP

THQ, Inc.

File No. 071903.1001

Invoice No. 40359857

01-18-2013

Date	Description	Attorney	Task Code	Time
12/21/12	Draft and finalize motion to shorten and amendment re: KERP motion	JCHAP	B006	1.90
12/26/12	Review revised bid procedures order and related notices	BCLEA	B006	0.40
12/26/12	Review correspondence from J. Krause regarding bid procedures order	BCLEA	B006	0.10
12/26/12	Review correspondence from J. Krause regarding sale order (.1) and related order (.2)	BCLEA	B006	0.30
12/26/12	Correspondence from J. Krause of Gibson re: revisions to sale documents	MSEWA	B006	0.10
12/27/12	Review and revise sale notice and email to J. Krause and buyer's counsel	BCLEA	B006	0.40
12/27/12	Teleconference with J. Leamy regarding bid procedures	BCLEA	B006	0.20
12/27/12	Teleconference with J. Krause regarding open issues for 1/4 hearing	BCLEA	B006	0.60
12/27/12	Emails with J. Leamy regarding bid procedure	BCLEA	B006	0.10
12/27/12	Conference with M. Nestor regarding bid procedures hearing and general status	BCLEA	B006	0.30
12/28/12	Telephone calls/correspondence with J. Krause re: sale process	MNEST	B006	0.40
12/31/12	Review correspondence from J. Krause regarding bid procedure and DIP order (multiple emails)	BCLEA	B006	0.60
12/31/12	Review correspondence from M. Murphy regarding privacy policy	BCLEA	B006	0.10
12/31/12	Draft correspondence to M. Nestor regarding liquidation analysis issues	BCLEA	B006	0.30
12/31/12	Review issues/correspondence/strategy re: sale process, formation meeting, IDI (.5); telephone calls/correspondence with J. Krause re: same (.3)	MNEST	B006	0.80
Sub Total				14.30

YOUNG CONAWAY STARGATT & TAYLOR, LLP

THQ, Inc.

File No. 071903.1001

Invoice No. 40359857

01-18-2013

Date	Description	Attorney	Task Code	Time
12/28/12	Correspondence with D. Denny of Gibson re: 9019 for setoffs inquiry	MSEWA	B007	0.10
12/28/12	Research legal precedent and circulate to D. Denny of Gibson re: 9019 for setoffs	MSEWA	B007	0.40
12/28/12	Correspondence with J. Chapman re: setoff / critical vendor claims and 9019 motions	MSEWA	B007	0.10
Sub Total				0.60

Date	Description	Attorney	Task Code	Time
12/19/12	Teleconference with J. Leamy regarding formation meeting	BCLEA	B008	0.20
12/21/12	Meet with J. Chapman and M. Smith regarding service, formation meeting, critical dates, omnibus hearings	BCLEA	B008	0.30
12/26/12	Review emails from J. Krause regarding 341 meeting; IDI and D&O issues	BCLEA	B008	0.40
12/26/12	Teleconference with M. Nestor regarding first day hearing and open items	BCLEA	B008	0.50
12/26/12	Review correspondence from C. Gwiarda regarding formation meeting	BCLEA	B008	0.10
12/26/12	Review correspondence from w. Brown regarding IDI	BCLEA	B008	0.10
Sub Total				1.60

Date	Description	Attorney	Task Code	Time
12/21/12	Teleconference with R. Manceri regarding Yuke's and related follow up	BCLEA	B013	0.20
12/27/12	Return telephone call with C. Orr of Private Fund re: general case inquiry	MSEWA	B013	0.20
Sub Total				0.40

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THQ, Inc.

File No. 071903.1001

Invoice No. 40359857

01-18-2013

Date	Description	Attorney	Task Code	Time
12/19/12	Review correspondence from A. Handy regarding KEIP motion (multiple emails)	BCLEA	B015	0.30
12/19/12	Revise and file motion re: employee retention bonus plan	MSEWA	B015	0.60
12/19/12	Finalize for filing and coordinate service of KERP motion through KCC	MSMIT	B015	0.50
12/20/12	Review KERP motion/correspondence re: same	MNEST	B015	0.60
12/21/12	Review and revise motion to shorten regarding KEIP motion	BCLEA	B015	0.20
12/21/12	Finalize for filing and coordinate service through KCC of motion to shorten time re KERP	MSMIT	B015	0.50
12/27/12	Emails with J. Leamy and related follow up regarding 341 meeting and KERP Motion	BCLEA	B015	0.40
Sub Total				3.10

Date	Description	Attorney	Task Code	Time
12/26/12	Review correspondence from M. Nestor regarding Gibson retention	BCLEA	B017	0.10
12/26/12	Review correspondence from J. Krause regarding Centerview retention	BCLEA	B017	0.20
12/26/12	Review correspondence from D. Denny regarding professional retentions (2x)	BCLEA	B017	0.20
12/26/12	Review correspondence from J. Krause regarding professional retentions	BCLEA	B017	0.10
12/26/12	Reconcile pre-petition amounts paid and post-petition retainer for retention application	MNEST	B017	0.60
12/26/12	Review retention issues/supplemental lists for retention application	MNEST	B017	0.40
12/26/12	Work with S. Mergler and J. Chapman re: conflicts searches for Young Conaway retention	MSEWA	B017	0.30

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THQ, Inc.

File No. 071903.1001

Invoice No. 40359857

01-18-2013

Date	Description	Attorney	Task Code	Time
12/26/12	Multiple correspondence from D. Denny and J. Krause of Gibson and J. Chapman re: retention application inquiry	MSEWA	B017	0.30
12/27/12	Review correspondence from D. Denny regarding retention applications	BCLEA	B017	0.10
12/27/12	Draft application re: Young Conaway retention	MSEWA	B017	2.10
12/27/12	Correspondence with D. Denny of Gibson re: conflict related search parties	MSEWA	B017	0.10
12/28/12	Review correspondence/documents re: OCP motion/list of professionals	MNEST	B017	0.20
12/28/12	Review and revise FTI retention application	MSEWA	B017	1.10
12/28/12	Telephone call with M. Bouslog of Gibson re: discuss retention application filings and hearing preparation	MSEWA	B017	0.20
12/28/12	Multiple (x2) meetings with M. Smith re: discuss retention application filings and hearing preparation	MSEWA	B017	0.40
12/28/12	Review and revise Kurtzman Carson retention application	MSEWA	B017	0.70
12/28/12	Review and revise Centerview retention application	MSEWA	B017	0.70
12/28/12	Multiple correspondence with J. Chapman re: status of retention application filings	MSEWA	B017	0.20
12/28/12	Multiple correspondence with J. Chapman re: revisions to FTI retention application	MSEWA	B017	0.20
12/28/12	Correspondence from L. Schaeffer of FTI re: revisions to FTI retention application	MSEWA	B017	0.10
12/30/12	Review correspondence from M. Bouslog and M. Nestor and J. Krause regarding GDC retention (multiple emails)	BCLEA	B017	0.20
12/31/12	Review correspondence/open issues re: retention applications and filings re: same	MNEST	B017	0.50

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THQ, Inc.

File No. 071903.1001

Invoice No. 40359857

01-18-2013

Date	Description	Attorney	Task Code	Time
12/31/12	Multiple correspondence with Gibson and Young Conaway teams re: status of all professional retention application filings, including Young Conaway, Gibson, FTI, Centerview and Kurtzman Carson	MSEWA	B017	0.40
12/31/12	Review and revise ordinary course professionals motion and provide comments to Gibson	MSEWA	B017	0.50
12/31/12	Review conflict reports re: disclosures required for Young Conaway retention application pursuant to Rules 2014 and 2016	MSEWA	B017	4.10
12/31/12	Correspondence with M. Bouslog of Gibson re: ordinary course professionals motion revisions	MSEWA	B017	0.10
Sub Total				14.10

Date	Description	Attorney	Task Code	Time
12/28/12	Review retention application/supporting documentation of FTI	MNEST	B018	0.50
12/30/12	Review retention application and disclosures of GDC (.4); correspondence re: same (.2)	MNEST	B018	0.60
Sub Total				1.10

Date	Description	Attorney	Task Code	Time
12/20/12	Compile samples of interim utilities orders in cases with Judge Walrath; correspondence regarding same	MSMIT	B020	0.40
12/21/12	Prepare notice of final hearing regarding utilities order (.2); finalize for filing and coordinate service through KCC of notice and interim utilities order (.5)	MSMIT	B020	0.70
Sub Total				1.10

EXHIBIT B

YOUNG CONAWAY STARGATT & TAYLOR, LLP

THQ, Inc.

Billing Period Through December 31, 2012

AGGREGATE ITEMIZED DISBURSEMENTS

Description	Amount
Reproduction Charges	1,263.50
Delivery / Courier	95.00
Working Meals	242.50
Total Disbursements:	\$1,601.00

Page 21 (21)
 RUN: 01/18/13
 TIME: 14:16:21

Young, Conway, Stargatt and Taylor
 PROFORMA BILLING WORKSHEET
 FOR BILLING PROFORMA NUMBER 229898

CONTROL: 584841

CLIENT: 071903 THQ, Inc. MATTER: 071903.1001 Debtor Representation

(Continued)

UNBILLED TIME- DATE	WORKED KEEPER	INDEX NO.	DESCRIPTION	BILLING RATE	RECORDED HOURS	VALUE	BILLING HOURS	VALUE	REVISED HOURS	STATUS CURRENT X W/O
INCLUDED TIME FOR MATTER: 071903.1001				105.30	105.30	42246.50	43726.50			
TIME AFTER CUTOFF DATE					188.60		87703.00			

STATUS CODE LEGEND
 B Billable H Timeslip on Hold (Excluded) NB Non-Billable
 BNC Bill - No Charge X Excluded from Instruction BNP Timeslip will not show on Statement
 B/O Billable - reduce value to "0"

WORKING CREDIT ALLOCATION

MATTER	TIMEKEEPER	RECORDED VALUE	BILLING VALUE	ALLOCATED VALUE	REVISED ALLOCATED VALUE	PERCENT ALLOCATED
071903.1001	Debtor Representation					
	0444 BCLEA M. Blake Cleary	15,303.50	15,665.00	15,665.00		35.82
	0471 MNEST Michael R. Nestor	6,007.50	6,007.50	6,007.50		13.74
	0982 MSEWA Morgan Seward	10,295.50	10,819.00	10,819.00		24.74
	1016 JCHAP Jaime L. Chapman	8,555.50	9,037.50	9,037.50		20.67
	0764 MROMA Melissa Romano	252.00	266.00	266.00		0.61
	0766 MSMIT Michelle Smith	1,732.50	1,831.50	1,831.50		4.19
	1056 SFOOT Stephanie N. Foote	100.00	100.00	100.00		0.23
TOTALS FOR MATTER: 071903.1001		42,246.50	43,726.50	43,726.50		

TOTALS FOR INSTRUCTION: 229898

UNBILLED EXPENSE DETAILS THROUGH 12/31/2012

UNBILLED EXPENSE DATE	EXPENSE CODE	INDEX NO.	CHECK #	INVOICE	DEBTOR REPRESENTATION	RECORDED VALUE	BILLING VALUE	REVISED VALUE	STATUS CURRENT B/O H X BNP
12/13/12	S001	4133610			JCHAPPhotocopy Charges Duplication BW 1016	12.80	12.80		B
12/17/12	S001	4135345			JCHAPPhotocopy Charges Duplication BW 1016	7.00	7.00		B
12/17/12	S001	4135346			JCHAPPhotocopy Charges	7.00	7.00		B

Young, Conway, Stargatt and Taylor
 PROFORMA BILLING WORKSHEET
 FOR BILLING PROFORMA NUMBER 229898

MATTER: 071903.1001 Debtor Representation

CONTROL: 584841
 CLIENT: 071903 THQ, Inc.

(Continued)

UNBILLED EXPENSES
 EXPENSE

DATE	EXPENSE CODE	INDEX NO.	CHECK #	INVOICE	ORIG	DESCRIPTION	RECORDED VALUE	BILLING VALUE	REVISED VALUE	CURRENT ENC	B	H	X	ENP
12/18/12	053		148573		JPATTDelivery / 1016	Duplication BW 1016	17.50	17.50		B				
		VENDOR NAME:				Courier - From: YCS&T - To: Office of the U.S. Trustee								
12/18/12	096		148573		- D.D.R. MSMITworking Meals - From: Harry's Seafood Grill - To: MSMIT / BCLEA / JCHAP / MSEWA	MSMITworking Meals - 185.00	185.00			B				
		VENDOR NAME:				- D.D.R. MSMITworking Meals - Delivery	40.00	40.00		B				
12/18/12	096D		148573		- D.D.R. MSMITworking Meals - Delivery	MSMITworking Meals - 4.00	4.00			B				
		VENDOR NAME:				- D.D.R. MSEWAPhotocopy Charges Duplication BW 0982	4.00	4.00		B				
12/18/12	S001				MSEWAPhotocopy Charges Duplication BW 0982	MSEWAPhotocopy Charges Duplication BW 5.20	5.20			B				
		VENDOR NAME:				MSEWAPhotocopy Charges Duplication BW 0982	4.40	4.40		B				
12/18/12	S001				JCHAPPphotocopy Charges Duplication BW 1016	JCHAPPphotocopy Charges Duplication BW 8.80	8.80			B				
		VENDOR NAME:				MSEWAPhotocopy Charges Duplication BW 0982	4.40	4.40		B				
12/18/12	S001				MSEWAPhotocopy Charges Duplication BW 0982	MSEWAPhotocopy Charges Duplication BW 1.60	1.60			B				
		VENDOR NAME:				MSEWAPhotocopy Charges Duplication BW 0982	7.00	7.00		B				
12/18/12	S001				MSEWAPhotocopy Charges Duplication BW 0982	MSEWAPhotocopy Charges Duplication BW 3.60	3.60			B				
		VENDOR NAME:				MSEWAPhotocopy Charges Duplication BW 0982	3.60	3.60		B				

Page 24 (24)
 RUN: 01/18/13
 TIME: 14:16:26

Young, Conway, Stargatt and Taylor
 PROFORMA BILLING WORKSHEET
 FOR BILLING PROFORMA NUMBER 229898

MATTER: 071903.1001 Debtor Representation

CONTROL: 584841

CLIENT: 071903 THQ, Inc.

(Continued)

UNBILLED EXPENSES	EXPENSE	INDEX NO.	CHECK #	INVOICE	ORIG	DESCRIPTION	RECORDED VALUE	BILLING VALUE	REVISED VALUE	CURRENT	BNC	H	X	BNP	STATUS
DATE	CODE						VALUE	VALUE	VALUE						
12/18/12	S001	4136417			MSEWAP	Photocopy Charges Duplication BW 0982	3.00	3.00			B				
VENDOR NAME: 4136418															
12/18/12	S001	4136418			JCHAPP	Photocopy Charges Duplication BW 1016	9.40	9.40			B				
VENDOR NAME: 4136421															
12/18/12	S001	4136421			JCHAPP	Photocopy Charges Duplication BW 1016	3.00	3.00			B				
VENDOR NAME: 4148529 148573															
12/19/12	053	4148529	148573		JPATTD	Delivery / Courier - From: YCS&T - To: Chief Judge Mary P. Walrath	17.50	17.50			B				
VENDOR NAME: Parcels, Inc. - D.D.R. 4148530 148573															
12/19/12	053	4148530	148573		JPATTD	Delivery / Courier - From: YCS&T - To: Office of the U.S. Trustee	17.50	17.50			B				
VENDOR NAME: Parcels, Inc. - D.D.R. 4148381 148573															
12/19/12	096D	4148381	148573		SHARTW	Working Meals - Delivery	17.50	17.50			B				
VENDOR NAME: Parcels, Inc. - D.D.R. 4136385															
12/19/12	S001	4136385			MSMITP	Photocopy Charges Duplication BW 0766	2.40	1.20			B				
VENDOR NAME: 4136386															
12/19/12	S001	4136386			BCLLEA	Photocopy Charges Duplication BW 0444	2.40	1.20			B				
VENDOR NAME: 4137224															
12/19/12	S001	4137224			MSMITP	Photocopy Charges Duplication BW 0766	545.20	272.60			B				
VENDOR NAME: 4137225															
12/19/12	S001	4137225			MROMAP	Photocopy Charges Duplication BW 0764	308.60	154.30			B				
VENDOR NAME: 4137226															
12/19/12	S001	4137226			MSMITP	Photocopy Charges Duplication BW 0766	98.40	49.20			B				
VENDOR NAME:															

Page 25 (25)
 RUN: 01/18/13
 TIME: 14:16:26

Young, Conway, Stargatt and Taylor
 PROFORMA BILLING WORKSHEET
 FOR BILLING PROFORMA NUMBER 229898

MATTER: 071903.1001 Debtor Representation

CONTROL: 584841

CLIENT: 071903 THQ, Inc.

(Continued)

UNBILLED EXPENSES															
DATE	EXPENSE CODE	INDEX NO.	CHECK #	INVOICE	ORIG	DESCRIPTION	RECORDED VALUE	BILLING VALUE	REVISED VALUE	CURRENT	B/0	H	X	BNP	STATUS
12/19/12	S001	4137227			MSMITP	Photocopy Charges Duplication BW 0766	6.40	3.20		B					
12/19/12	S001	VENDOR NAME: 4137228			DWILLP	Photocopy Charges Duplication BW 0516	1.80	0.90		B					
12/19/12	S001	VENDOR NAME: 4137229			MSMITP	Photocopy Charges Duplication BW 0766	4.00	2.00		B					
12/19/12	S001	VENDOR NAME: 4137230			JCHAPP	Photocopy Charges Duplication BW 1016	9.40	4.70		B					
12/19/12	S001	VENDOR NAME: 4137231			PMOREP	Photocopy Charges Duplication BW 0572	1.20	0.60		B					
12/19/12	S001	VENDOR NAME: 4137232			DWILLP	Photocopy Charges Duplication BW 0516	1.00	0.50		B					
12/19/12	S001	VENDOR NAME: 4137233			MSEWAP	Photocopy Charges Duplication BW 0982	1.40	0.70		B					
12/19/12	S001	VENDOR NAME: 4137234			MSMITP	Photocopy Charges Duplication BW 0766	4.00	2.00		B					
12/19/12	S001	VENDOR NAME: 4137235			MSMITP	Photocopy Charges Duplication BW 0766	3.40	1.70		B					
12/19/12	S001	VENDOR NAME: 4137236			MSMITP	Photocopy Charges Duplication BW 0766	0.40	0.20		B					
12/19/12	S001	VENDOR NAME: 4137237			PMOREP	Photocopy Charges Duplication BW 0572	10.80	5.40		B					
12/19/12	S001	VENDOR NAME: 4137238			MSMITP	Photocopy Charges Duplication BW 0766	2.40	1.20		B					

Page 26 (26)
 RUN: 01/18/13
 TIME: 14:16:26

Young, Conway, Stargatt and Taylor
 PROFORMA BILLING WORKSHEET
 FOR BILLING PROFORMA NUMBER 229898

MATTER: 071903.1001 Debtor Representation

CONTROL: 584841
 CLIENT: 071903 THQ, Inc.

(Continued)											
UNBILLED EXPENSES											
DATE	EXPENSE CODE	INDEX NO.	CHECK #	INVOICE	ORIG	DESCRIPTION	RECORDED VALUE	BILLING VALUE	REVISED VALUE	CURRENT	STATUS
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12/19/12	S001					JCHAPP Photocopy Charges Duplication BW 1016	6.40	3.20		B	
VENDOR NAME: 4137239											
12/19/12	S001					JCHAPP Photocopy Charges Duplication BW 1016	20.80	10.40		B	
VENDOR NAME: 4137240											
12/19/12	S001					JCHAPP Photocopy Charges Duplication BW 1016	9.40	4.70		B	
VENDOR NAME: 4137241											
12/19/12	S001					JCHAPP Photocopy Charges Duplication BW 1016	20.80	10.40		B	
VENDOR NAME: 4137242											
12/19/12	S001					DWILL Photocopy Charges Duplication BW 0516	1.80	0.90		B	
VENDOR NAME: 4137243											
12/19/12	S001					DWILL Photocopy Charges Duplication BW 0516	3.20	1.60		B	
VENDOR NAME: 4137244											
12/19/12	S001					MSEWAP Photocopy Charges Duplication BW 0982	1.80	0.90		B	
VENDOR NAME: 4137245											
12/19/12	S001					MSEWAP Photocopy Charges Duplication BW 0982	1.60	0.80		B	
VENDOR NAME: 4137246											
12/19/12	S001					MSMIT Photocopy Charges Duplication BW 0766	2.40	1.20		B	
VENDOR NAME: 4137247											
12/19/12	S001					MSMIT Photocopy Charges Duplication BW 0766	4.40	2.20		B	
VENDOR NAME: 4137248											
12/19/12	S001					MSMIT Photocopy Charges Duplication BW 0766	6.40	3.20		B	
VENDOR NAME: 4137249											
12/19/12	S001					MSMIT Photocopy Charges Duplication BW	4.40	2.20		B	
VENDOR NAME: 4137250											

Page 28 (28)
 RUN: 01/18/13
 TIME: 14:16:26

Young, Conaway, Stargatt and Taylor
 PROFORMA BILLING WORKSHEET
 FOR BILLING PROFORMA NUMBER 229898

MATTER: 071903.1001 Debtor Representation

CONTROL: 584841
 CLIENT: 071903 THQ, Inc.

UNBILLED EXPENSES (Continued)

DATE	EXPENSE CODE	INDEX NO.	CHECK #	INVOICE	ORIG	DESCRIPTION	RECORDED VALUE	BILLING VALUE	REVISED VALUE	CURRENT	STATUS
											B/0 H X BNP
12/19/12	S001				DWILL	Duplication BW 0982	2.20	1.10		B	
VENDOR NAME: 4137263											
12/19/12	S001				DWILL	Duplication BW 0516	8.80	4.40		B	
VENDOR NAME: 4137264											
12/19/12	S001				PMOREP	Photocopy Charges Duplication BW 0516	1.00	0.50		B	
VENDOR NAME: 4137265											
12/19/12	S001				PMOREP	Photocopy Charges Duplication BW 0572	2.20	1.10		B	
VENDOR NAME: 4137266											
12/19/12	S001				MSEWAP	Photocopy Charges Duplication BW 0982	9.40	4.70		B	
VENDOR NAME: 4137267											
12/19/12	S001				MSEWAP	Photocopy Charges Duplication BW 0982	3.20	1.60		B	
VENDOR NAME: 4137268											
12/19/12	S001				MSEWAP	Photocopy Charges Duplication BW 0982	9.20	4.60		B	
VENDOR NAME: 4137269											
12/19/12	S001				MSEWAP	Photocopy Charges Duplication BW 0982	9.20	4.60		B	
VENDOR NAME: 4137270											
12/19/12	S001				MSEWAP	Photocopy Charges Duplication BW 0982	3.20	1.60		B	
VENDOR NAME: 4137271											
12/19/12	S001				MSEWAP	Photocopy Charges Duplication BW 0982	1.80	0.90		B	
VENDOR NAME: 4137272											
12/19/12	S001				MSEWAP	Photocopy Charges Duplication BW 0982	3.80	1.90		B	
VENDOR NAME: 4137273											
12/19/12	S001				MSEWAP	Photocopy Charges Duplication BW 0982				B	
VENDOR NAME: 4137274											

Young, Conway, Stargatt and Taylor
 PROFORMA BILLING WORKSHEET
 FOR BILLING PROFORMA NUMBER 229898

MATTER: 071903.1001 Debtor Representation

CONTROL: 584841

CLIENT: 071903 THQ, Inc.

(Continued)

UNBILLED EXPENSES	EXPENSE	DATE	INDEX NO.	CHECK #	INVOICE	ORIG	DESCRIPTION	RECORDED VALUE	BILLING VALUE	REVISED VALUE	CURRENT	ENC	B	H	X	BNP	STATUS
		12/19/12	S001	4137274		MSMITPhotocopy Charges Duplication BW 0766	7.00	3.50			B						
		12/19/12	S001	4137275		JCHAPPphotocopy Charges Duplication BW 1016	5.00	2.50			B						
		12/19/12	S001	4137276		MSEWAPphotocopy Charges Duplication BW 0982	11.40	5.70			B						
		12/19/12	S001	4137277		JCHAPPphotocopy Charges Duplication BW 1016	7.20	3.60			B						
		12/19/12	S001	4137278		JCHAPPphotocopy Charges Duplication BW 1016	9.40	4.70			B						
		12/19/12	S001	4137279		JCHAPPphotocopy Charges Duplication BW 1016	3.80	1.90			B						
		12/19/12	S001	4137280		JCHAPPphotocopy Charges Duplication BW 1016	9.40	4.70			B						
		12/19/12	S001	4137281		JCHAPPphotocopy Charges Duplication BW 1016	2.40	1.20			B						
		12/19/12	S001	4137282		JCHAPPphotocopy Charges Duplication BW 1016	1.00	0.50			B						
		12/19/12	S001	4137283		MSMITPhotocopy Charges Duplication BW 0766	1.20	0.60			B						
		12/19/12	S001	4137284		JCHAPPphotocopy Charges Duplication BW 1016	1.20	0.60			B						
		12/19/12	S001	4137285		SHARTPphotocopy Charges Duplication BW 0508	1.60	0.80			B						

Page 30 (30)
 RUN: 01/18/13
 TIME: 14:16:26

Young, Conaway, Stargatt and Taylor
 PROFORMA BILLING WORKSHEET
 FOR BILLING PROFORMA NUMBER 229898

MATTER: 071903.1001 Debtor Representation

CONTROL: 584841

CLIENT: 071903 THQ, Inc.

(Continued)

DATE	EXPENSE CODE	INDEX NO.	CHECK #	INVOICE	ORIG	DESCRIPTION	RECORDED VALUE	BILLING VALUE	REVISED VALUE	CURRENT ENC	B	H	X	ENP	STATUS
12/19/12	S001					MSEWAPhotocopy Charges Duplication BW 0982	1.40	0.70		B					
VENDOR NAME: 4137286															
12/19/12	S001					MSEWAPhotocopy Charges Duplication BW 0982	1.60	0.80		B					
VENDOR NAME: 4137287															
12/19/12	S001					MSEWAPhotocopy Charges Duplication BW 0982	2.20	1.10		B					
VENDOR NAME: 4137288															
12/19/12	S001					MSEWAPhotocopy Charges Duplication BW 0982	1.00	0.50		B					
VENDOR NAME: 4137289															
12/19/12	S001					MSEWAPhotocopy Charges Duplication BW 0982	2.20	1.10		B					
VENDOR NAME: 4137290															
12/19/12	S001SCN					MSMITScanning Charges 0766	2.40	1.20		B					
VENDOR NAME: 4137291															
12/19/12	S001SCN					MSMITScanning Charges 0766	5.20	2.60		B					
VENDOR NAME: 4137292															
12/19/12	S001SCN					MSMITScanning Charges 0766	21.00	10.50		B					
VENDOR NAME: 4137293															
12/19/12	S001SCN					MSMITScanning Charges 0766	6.40	3.20		B					
VENDOR NAME: 4137294															
12/19/12	S001SCN					MSMITScanning Charges 0766	12.40	6.20		B					
VENDOR NAME: 4137295															
12/19/12	S001SCN					MSMITScanning Charges 0766	6.60	3.30		B					
VENDOR NAME: 4137296															
12/19/12	S001SCN					MSMITScanning Charges 0766	7.40	3.70		B					
VENDOR NAME: 4137297															
12/19/12	S001SCN					MSMITScanning Charges 0766	4.00	2.00		B					
VENDOR NAME: 4137298															
12/19/12	S001SCN					MSMITScanning Charges 0766	3.80	1.90		B					
VENDOR NAME: 4137299															

Page 34 (34)
 RUN: 01/18/13
 TIME: 14:16:26

Young, Conway, Stargatt and Taylor
 PROFORMA BILLING WORKSHEET
 FOR BILLING PROFORMA NUMBER 229898

MATTER: 071903.1001 Debtor Representation

CONTROL: 584841

CLIENT: 071903 THQ, Inc.

UNBILLED EXPENSES (Continued)

DATE	EXPENSE CODE	INDEX NO.	CHECK #	INVOICE	ORIG	DESCRIPTION	RECORDED VALUE	BILLING VALUE	REVISED VALUE	CURRENT	B/0	H	X	BNP	STATUS
12/20/12	S001	4138171			JCHAPP	Photocopy Charges Duplication BW 1016	20.80	10.40		B					
		VENDOR NAME: 4138172													
12/20/12	S001	4138172			JCHAPP	Photocopy Charges Duplication BW 1016	20.80	10.40		B					
		VENDOR NAME: 4138173													
12/20/12	S001	4138173			JCHAPP	Photocopy Charges Duplication BW 1016	21.00	10.50		B					
		VENDOR NAME: 4138174													
12/20/12	S001	4138174			DWILL	Photocopy Charges Duplication BW 0516	21.00	10.50		B					
		VENDOR NAME: 4138175													
12/20/12	S001	4138175			JCHAPP	Photocopy Charges Duplication BW 1016	1.20	0.60		B					
		VENDOR NAME: 4138176													
12/20/12	S001	4138176			SHARTP	Photocopy Charges Duplication BW 0508	1.80	0.90		B					
		VENDOR NAME: 4138177													
12/20/12	S001	4138177			MSMITP	Photocopy Charges Duplication BW 0766	1.20	0.60		B					
		VENDOR NAME: 4138178													
12/20/12	S001	4138178			MSMITP	Photocopy Charges Duplication BW 0766	1.00	0.50		B					
		VENDOR NAME: 4138179													
12/20/12	S001	4138179			JCHAPP	Photocopy Charges Duplication BW 1016	8.00	4.00		B					
		VENDOR NAME: 4138180													
12/20/12	S001	4138180			JCHAPP	Photocopy Charges Duplication BW 1016	2.00	1.00		B					
		VENDOR NAME: 4138181													
12/20/12	S001	4138181			DWILL	Photocopy Charges Duplication BW 0516	1.80	0.90		B					
		VENDOR NAME: 4138182													
12/20/12	S001	4138182			MSMITP	Photocopy Charges Duplication BW 0766	1.80	0.90		B					

Page 35 (35)
 RUN: 01/18/13
 TIME: 14:16:26

Young, Conaway, Stargatt and Taylor
 PROFORMA BILLING WORKSHEET
 FOR BILLING PROFORMA NUMBER 229898

CONTROL: 584841

CLIENT: 071903 THQ, Inc. MATTER: 071903.1001 Debtor Representation

UNBILLED EXPENSES (Continued)

DATE	EXPENSE CODE	INDEX NO.	CHECK #	INVOICE	ORIG	DESCRIPTION	RECORDED VALUE	BILLING VALUE	REVISED VALUE	CURRENT	B/O	H	X	BNP	STATUS
12/20/12	S001				MSMIT	Photocopy Charges Duplication BW 0766	2.00	1.00		B					
VENDOR NAME: 4138183															
12/20/12	S001				JCHAPP	Photocopy Charges Duplication BW 1016	1.60	0.80		B					
VENDOR NAME: 4138184															
12/21/12	053				JPATTD	Delivery / Courier - From: YCS&T - To: Chief Judge Mary F. Walrath	17.50	17.50		B					
VENDOR NAME: 4148533 148573															
12/21/12	S001				VENDOR NAME: Parcels, Inc. - D.D.R.	JCHAPP Photocopy Charges Duplication BW 1016	1.00	0.50		B					
VENDOR NAME: 4138830															
12/21/12	S001				JCHAPP	Photocopy Charges Duplication BW 1016	1.00	0.50		B					
VENDOR NAME: 4138831															
12/21/12	S001				JCHAPP	Photocopy Charges Duplication BW 1016	1.20	0.60		B					
VENDOR NAME: 4138832															
12/21/12	S001				JCHAPP	Photocopy Charges Duplication BW 1016	1.20	0.60		B					
VENDOR NAME: 4138833															
12/21/12	S001SCN				MSMIT	Scanning Charges 0766	0.20	0.10		B					
VENDOR NAME: 4138834															
12/21/12	S001SCN				MSMIT	Scanning Charges 0766	0.60	0.30		B					
VENDOR NAME: 4138835															
12/21/12	S001SCN				MSMIT	Scanning Charges 0766	0.40	0.20		B					
VENDOR NAME: 4138836															
12/26/12	S001				SMERG	Photocopy Charges Duplication BW 1072	1.00	0.50		B					
VENDOR NAME: 4139685															
12/26/12	S001				PMOREP	Photocopy Charges Duplication BW 0572	1.00	0.50		B					
VENDOR NAME: 4139686															

Page 36 (36)
 RUN: 01/18/13
 TIME: 14:16:26

Young, Conway, Stargatt and Taylor
 PROFORMA BILLING WORKSHEET
 FOR BILLING PROFORMA NUMBER 229898

CONTROL: 584841

CLIENT: 071903 THQ, Inc. MATTER: 071903.1001 Debtor Representation

UNBILLED EXPENSES (Continued)

DATE	EXPENSE CODE	INDEX NO.	CHECK #	INVOICE	ORIG	DESCRIPTION	RECORDED VALUE	BILLING VALUE	REVISED VALUE	CURRENT	B	H	X	BNP	STATUS
12/26/12	S001					PMOREPhotocopy Charges Duplication BW 0572	1.00	0.50			B				
12/27/12	S001					DWILLPhotocopy Charges Duplication BW 0516	1.00	0.50			B				
12/28/12	S001					DWILLPhotocopy Charges Duplication BW 0516	0.20	0.10			B				
12/28/12	S001					MSEWAPhotocopy Charges Duplication BW 0982	4.20	2.10			B				
12/31/12	S001					MSEWAPhotocopy Charges Duplication BW 0982	4.80	2.40			B				
12/31/12	S001					MSEWAPhotocopy Charges Duplication BW 0982	5.80	2.90			B				
12/31/12	S001					MSEWAPhotocopy Charges Duplication BW 0982	3.40	1.70			B				
INCLUDED EXPENSES FOR MATTER: 071903.1001							2,738.90	1,601.00							
EXCLUDED EXPENSES (Expenses on Hold)							0.00	0.00							
EXPENSES AFTER CUTOFF DATE								15,540.72							

STATUS CODE LEGEND

B Billable
 BNC Bill - No Charge
 B/0 Billable - reduce value to "0"
 H Expense on Hold (Excluded)
 X Excluded from Instruction
 NB Non-Billable
 BNP Expense will not show on Statement

EXPENSE CODE SUMMARY

EXPENSE CODE	DESCRIPTION	RECORDED VALUE	BILLING VALUE
053	Delivery / Courier	95.00	95.00
096	Working Meals	185.00	185.00
096D	Working Meals - Delivery	57.50	57.50

Page 37 (37)
RUN: 01/18/13
TIME: 14:16:28

Young, Conaway, Stargatt and Taylor
PROFORMA BILLING WORKSHEET
FOR BILLING PROFORMA NUMBER 229898

MATTER: 071903.1001 Debtor Representation

CONTROL: 584841

CLIENT: 071903 THQ, Inc.

EXPENSE CODE	DESCRIPTION	RECORDED VALUE	BILLING VALUE
S001	Photocopy Charges	2,138.20	1,131.90
S001SCN	Scanning Charges	263.20	131.60
	EXPENSE TOTAL	2,738.90	1,601.00
		=====	=====
		2,738.90	1,601.00

TOTAL EXPENSES FOR INSTRUCTION: 229898