

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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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.<sup>1</sup> : Jointly Administered
  
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-----X Objection Deadline: March 26, 2013 at 4:00 p.m. (ET)

**SUMMARY OF SECOND MONTHLY APPLICATION  
OF GIBSON, DUNN & CRUTCHER, LLP, ATTORNEYS FOR THE  
DEBTORS, FOR ALLOWANCE OF COMPENSATION FOR PROFESSIONAL  
SERVICES RENDERED AND REIMBURSEMENT OF ACTUAL AND NECESSARY  
EXPENSES INCURRED FROM FEBRUARY 1 THOUGH 28, 2013**

Name of Applicant: Gibson, Dunn & Crutcher, LLP

Authorized to Provide Professional Services to: The Debtors and Debtors in Possession

Date of Retention: December 19, 2012

Period for which compensation and Reimbursement is sought: February 1 - 28, 2013

Amount of Interim Compensation sought as actual, reasonable and necessary: \$473,160.00

Amount of Interim Expense Reimbursement Sought as actual reasonable and necessary: \$6,002.24

This is an: X interim \_\_\_\_\_ final application

This application includes 24.90 hours and \$9,423.50 in fees incurred in connection with the preparation of the First Monthly Fee Application.

<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); Volition, Inc. (4944); THQ Digital Studios Phoenix, Inc. (1056); THQ Wireless Inc. (7991); and Vigil Games, Inc. (8651). The Debtors' principal offices are located at 29903 Agoura Road, Agoura Hills, CA 91301.

Prior Applications		Requested		Approved	
Date Filed Docket No.	Period Covered	Fees	Expenses	Fees	Expenses
02/14/2013 No. 359	12/19/2012- 01/31/2013	\$1,137,169.75	\$23,367.70	\$1,137,169.75	\$20,766.50 <sup>2</sup>

**INTERIM COMPENSATION BY INDIVIDUAL  
FEBRUARY 1-28, 2013**

Name of Professional	Position of the Applicant	Hourly Billing Rate	Total Hours Billed	Total Compensation
Oscar Garza	Partner	\$985.00	0.40	\$394.00
David H. Kennedy	Partner	\$985.00	1.90	\$1,871.50
Jeffrey C. Krause	Partner	\$985.00	137.00	\$134,945.00
Paul S. Issler	Partner	\$985.00	1.60	\$1,576.00
Ruth E. Fisher	Partner	\$964.00	0.40	\$386.00
Cromwell R. Montgomery	Partner	\$825.00	0.60	\$495.00
Sean C. Feller	Partner	\$795.00	2.00	\$1,590.00
Benyamin S. Ross	Associate	\$715.00	76.20	\$54,483.00
David C. Lee	Associate	\$715.00	8.20	\$5,863.00
Daniel B. Denny	Associate	\$695.00	98.10	\$68,040.50
Lorna S. Wilson	Associate	\$665.00	2.10	\$1,396.50
Samuel K. Kim	Associate	\$625.00	7.20	\$4,500.00
Amanda M. Hendy	Associate	\$625.00	130.50	\$81,562.50
Krista P. Hanvey	Associate	\$580.00	0.30	\$174.00
David A. Koch-Weser	Associate	\$535.00	123.00	\$66,286.50
Arsineh Ananian	Associate	\$535.00	5.10	\$2,728.50
Matthew G. Bouslog	Associate	\$465.00	14.50	\$6,742.50
Louie S. Hopkins	Corporate Paralegal	\$360.00	1.80	\$648.00
Joanne B. Stern	Bankruptcy Paralegal	\$345.00	108.60	\$37,467.00
Robert King	Paralegal	\$210.00	0.80	\$168.00
Erin E. Kurinsky	Paralegal	\$190.00	0.40	\$76.00
<b>Total Hours:</b>			725.30	\$473,160.00
<b>Blended Rate:</b>		\$654.00		
<b>Total Fees Requested:</b>				\$473,160.00
<b>80% of Total Fees Requested:</b>				\$378,528.00

<sup>2</sup> Gibson Dunn agreed to reduce its expense request by \$2,601.20 to address concerns raised by the U.S. Trustee.

**INTERIM COMPENSATION BY PROJECT CATEGORY  
FEBRUARY 2013**

Project Category	Total Hours	Total Fees
Asset Analysis (00032)	1.10	\$1,083.50
Asset Disposition (00033)	300.60	\$198,934.00
Automatic Stay (00034)	4.40	\$1,700.00
Business Operation (00035)	22.20	\$21,462.00
Case Administration (00036)	77.80	\$32,243.00
Claims Administration/Objections (00037)	30.40	\$20,303.00
Corporate Governance/Securities (00038)	18.30	\$11,572.50
Creditors Committee (00039)	5.70	\$5,358.50
DIP Financing & Cash Collateral Mgmt (00040)	5.30	\$4,407.50
Employees (00041)	27.30	\$18,866.00
Executory Contracts/Personal Leases (00042)	51.30	\$44,851.50
Fee/Employment Apps/Objs (GDC) (00043)	24.90	\$9,423.50
Fee/Employment Apps/Objs (Other) (00044)	5.40	\$2,241.00
General Litigation (00045)	0.50	405.00
Plan & Disclosure Statement (00046)	104.80	\$65,458.00
Real Property Leases (00047)	36.80	26,536.00
Secured Creditor/Collateral (00048)	0.00	\$0.00
Taxes (00049)	1.80	\$1,715.00
Travel Time (00050)	6.70	\$6,599.50
<b>Total:</b>	<b>725.3</b>	<b>\$473,160.00</b>

**INTERM EXPENSE SUMMARY  
FEBRUARY 2013**

<b>Expense</b>	<b>Amount</b>
Certified Copies	\$1,373.82
Data Line Charge	\$0.00
Document Search and Retrieval	\$11.33
In House Duplication	\$142.50
Lodging	\$0.00
Meals	\$0.00
Messenger and Courier expense	\$64.59
On-Line Research (Lexis)	\$0.00
On-Line Research (Westlaw)	\$1,532.80
One-Line Research Nexis-Main	\$100.00
Outside Attorney	\$0.00
Outside Process Server	\$437.53
Postage	\$2.02
Specialized Research/Filing Fees	\$298.66
Telephone Charges	\$256.34
Travel – Air and Rail	\$1,309.55
Travel – Parking	\$0.00
Travel – Taxi and Other Modes/Miles	\$473.10
<b>Total:</b>	<b>\$6,002.24</b>

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**SECOND MONTHLY APPLICATION  
OF GIBSON, DUNN & CRUTCHER, LLP, ATTORNEYS FOR THE  
DEBTORS, FOR ALLOWANCE OF COMPENSATION FOR PROFESSIONAL  
SERVICES RENDERED AND REIMBURSEMENT OF ACTUAL AND NECESSARY  
EXPENSES INCURRED FROM FEBRUARY 1, 2013 THROUGH FEBRUARY 28, 2013**

Pursuant to sections 330 and 331 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-2 of the Local Rules of Bankruptcy Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), and the Court’s order implementing certain procedures for the monthly compensation of professionals [Docket No. 286] (the “Interim Compensation Order”), Gibson, Dunn & Crutcher LLP (“Gibson Dunn”), as co-counsel for THQ Inc. and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “Debtors”), hereby files this application (the “Application”) for allowance of compensation for professional services rendered and for reimbursement of actual and necessary expenses incurred in connection with Gibson Dunn’s representation of the Debtors for the period commencing February 1, 2013 through and including

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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); Volition, Inc. (4944); THQ Digital Studios Phoenix, Inc. (1056); THQ Wireless Inc. (7991); and Vigil Games, Inc. (8651). The Debtors’ principal offices are located at 29903 Agoura Road, Agoura Hills, CA 91301.

February 28, 2013 (the "Compensation Period"). In support of its Application, Gibson Dunn respectfully represents as follows:

1. By order dated January 31, 2013 [Docket No. 274] (the "Retention Order"), the Court approved the employment and retention of Gibson Dunn as co-counsel for the Debtors effective December 19, 2012. The Retention Order authorized Gibson Dunn to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Interim Compensation Order.

2. By this Application, Gibson Dun requests allowance of \$473,160.00 and payment of \$378, 528.00 (80% of \$473,160.00) as compensation for professional services rendered during the Compensation Period and allowance and payment of \$6,002.24 as reimbursement for actual and necessary expenses incurred by Gibson Dunn during the Compensation Period. All services for which compensation is requested by Gibson Dunn 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 period commencing February 1, 2013 through and including February 28, 2013 showing the amount of \$473,160.00 due for fees. The services rendered by Gibson Dunn during such time are grouped into the categories set forth in Exhibit A.

4. The attorneys and paralegals that provided services relating to each category during the Compensation Period are identified, along with the number of hours for each individual and the total compensation sought for each category, in Exhibit A hereto.

#### **Expenses**

5. Gibson Dunn incurred expenses during the fee period in the amount of

\$6,002.24. This expense amount is broken down into categories of charges, including, certified copy fees, copying charges, telephone and teleconference charges, lodging, meals, messenger and courier expenses, outside attorney service, travel expenses, computerized research, and specialized research and filing fees. A complete review by category of the expenses incurred for the Compensation Period may be found in Exhibit A.

6. Pursuant to Local Rule 2016-2, Gibson Dunn represents that its rate for copying charges is \$.10 per page, there is no surcharge for computerized research, messenger and courier services, outside attorney services and specialized research and filing fees.

**Valuation of Services**

7. Attorneys and paralegals of Gibson Dunn expended a total of 723.50 hours in connection with this matter during the Compensation Period. The amount of time spent by each of the attorneys and paralegals providing services to the Debtors during the Compensation Period is fully set forth in detail in Exhibit A hereto. These are Gibson Dunn's normal hourly rates of compensation for the services performed. The reasonable value of the services rendered by Gibson Dunn for the Compensation Period as counsel for the Debtors in these cases is \$473,160.00.

8. Gibson Dunn believes that the time entries set forth in Exhibit A as well as the expenses listed therein, are in compliance with the requirements of Local Rule 2016-2.

9. The professional services performed by Gibson Dun during the Compensation Period were necessary and appropriate to the administration of the Debtors' chapter 11 cases. In accordance with factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of these cases, (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.

10. This Application covers the Compensation Period from February 1, 2013 through February 28, 2013. Gibson Dunn has and will continue to perform additional necessary services for which Gibson Dunn will file subsequent fee applications.

**Reservation**

11. To the extent time or disbursement charges for services rendered or disbursements incurred relate to the Compensation Period but were not processed prior to the preparation of this Application, or Gibson Dunn has for any other reason not sought compensation or reimbursement of expenses herein with respect to any services rendered or expenses incurred during the Compensation Period, Gibson Dunn reserves the right to request additional compensation for such services and reimbursement of such expenses in a future application.



WHEREFORE, Gibson Dunn respectfully requests allowance, on an interim basis, compensation in the total amount of \$473,160.00, payment of \$378,528.00 (80%), for services rendered to the Debtors for the Compensation Period and reimbursement of actual and necessary expenses in the amount of \$6,002.24, and for such other and further relief as the Court may deem just and proper.

Dated: March 11, 2013  
Wilmington, DE



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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 CALIFORNIA )  
 )  
LOS ANGELES COUNTY )

SS:

Jeffrey C. Krause, after being duly sworn according to law, deposes and says:

1. I am a Partner in the applicant firm, Gibson, Dunn & Crutcher, LLP, and have been admitted to the bar of the State of California since 1980.
2. I have personally performed many of the legal services rendered by Gibson, Dunn & Crutcher, LLP, as co-counsel to the Debtors, and I am familiar with all of the 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.

Dated: March 11, 2013  
Los Angeles, California

*JC Krause*  
\_\_\_\_\_  
Jeffrey C. Krause (CA No. 94053)

*BAM*

SWORN TO AND SUBSCRIBED before me this 11<sup>th</sup> day of March, 2013



*Betty A. Mendelovitz*  
\_\_\_\_\_  
Notary Public  
My Commission Expires : *3/22/2013*