

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

<p>In re:</p> <p>THQ INC., a Delaware corporation,</p> <p style="text-align: center;">Debtor.¹</p>	<p>Chapter 11</p> <p>Case No. 12-13398 ()</p>
<p>In re:</p> <p>VOLITION, INC., a Delaware corporation,</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 13399 ()</p>
<p>In re:</p> <p>THQ DIGITAL STUDIOS PHOENIX, INC., an Arizona corporation,</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 13400 ()</p>
<p>In re:</p> <p>THQ WIRELESS INC., a Delaware corporation,</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 13401 ()</p>
<p>In re:</p> <p>VIGIL GAMES, INC., a Texas corporation,</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 13402 ()</p>

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.

**DEBTORS' MOTION FOR ORDER AUTHORIZING THE
JOINT ADMINISTRATION OF RELATED CHAPTER 11 CASES**

The above-captioned debtors and debtors in possession (each a “**Debtor**” and collectively, the “**Debtors**”) hereby move this Court (the “**Motion**”) for entry of an order, substantially in the form annexed hereto as **Exhibit A**, pursuant to section 105(a) of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), authorizing the joint administration of the Debtors’ chapter 11 cases (collectively, the “**Chapter 11 Cases**”) for procedural purposes only. In support of the Motion, the Debtors rely upon and incorporate by reference the *Declaration of Brian J. Farrell in Support of the Debtors’ Chapter 11 Petitions and Requests for First Day Relief* (the “**Farrell First Day Declaration**”), which was filed with the Court concurrently herewith. In further support of this Motion, the Debtors respectfully represent:

JURISDICTION

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334(b) and 157, and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware* dated as of February 29, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief requested herein are section 105(a) of the Bankruptcy Code, Bankruptcy Rule 1015(b), and Local Rule 1015-1.

BACKGROUND

2. On the date hereof (the “**Petition Date**”), each of the Debtors commenced a voluntary case under chapter 11 of the Bankruptcy Code. Pursuant to sections 1107(a) and

1108 of the Bankruptcy Code, the Debtors are continuing to manage their financial affairs as debtors in possession. No trustee, examiner, or official committee of unsecured creditors has been appointed in these cases.

3. Information regarding the Debtors' history and business operations, capital structure and primary secured indebtedness, and the events leading up to the commencement of these Chapter 11 Cases can be found in the Farrell First Day Declaration.

RELIEF REQUESTED

4. By this Motion, the Debtors request the immediate entry of an order providing for the joint administration of the Chapter 11 Cases for procedural purposes only. In particular, the Debtors request that the Court provide for joint administration by: (a) establishing a joint docket and file for the Chapter 11 Cases; (b) approving the filing of a joint pleadings caption in the form set forth below; (c) approving combined notices to creditors; and (d) directing an entry to be made on the docket of each of the Chapter 11 Cases, other than the Chapter 11 Case of THQI, to reflect the joint administration of the Chapter 11 Cases, as follows:

An order has been entered in this case directing the joint administration for procedural purposes only of the chapter 11 cases of THQ Inc., Volition, Inc., THQ Digital Studios Phoenix, Inc., THQ Wireless Inc., and Vigil Games, Inc., and all subsequently filed chapter 11 cases of such debtors' affiliates. The docket in the chapter 11 case of THQ Inc., Case No. 12-13398 (___), should be consulted for all matters concerning this case.

5. Further, the Debtors respectfully request that the caption of their cases be modified as follows:

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

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

FN1: 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.

BASIS FOR RELIEF REQUESTED

A. The Debtors Are Affiliates Under Bankruptcy Rule 1015(b)

6. Bankruptcy Rule 1015(b) provides that, if two or more petitions are pending in the same court by or against a debtor and an affiliate, “the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015(b). Section 101(2) of the Bankruptcy Code defines “affiliate” to mean, among other things:

[an] entity that directly or indirectly owns, controls, or holds with power to vote, 20 percent or more of the outstanding voting securities of the debtor . . . [or] [a] corporation 20 percent or more of whose outstanding voting securities are directly or indirectly owned, controlled, or held with power to vote, by the debtor, or by an entity that directly or indirectly owns, controls, or holds with power to vote, 20 percent or more of the outstanding voting securities of the debtor

11 U.S.C. § 101(2).

7. Joint administration of the Debtors’ cases is warranted because each Debtor, as set forth in the Farrell First Day Declaration, is an “affiliate” of THQI under section 101(2) of the Bankruptcy Code.

8. Courts in this jurisdiction routinely approve joint administration of interrelated chapter 11 cases for procedural purposes only. *See e.g., In re Digital Domain Media Group, Inc.*, Case No. 12-12568 (BLS) (Bankr. D. Del. Sept. 9, 2012); *In re Pemco World Air Services, Inc.*, Case No. 12-10799 (MFW) (Bankr. D. Del. Mar. 6, 2012); *In re AES E. Energy, L.P.*, Case No. 11-14138 (KJC) (Bankr. D. Del. Jan. 4, 2012); *In re Buffets Rests. Holdings, Inc.*, Case No. 12-10237 (MFW) (Bankr. D. Del. Jan. 19, 2012); *In re DSI Holdings, Inc.*, Case No. 11-11941 (KJC) (Bankr. D. Del. June 28, 2011); *In re Elec. Components Int'l Inc.*, Case No. 10-11054 (KJC) (Bankr. D. Del. Dec. 22, 2009).

B. Joint Administration of the Estate Will Provide Greater Ease of Administration

9. The joint administration of the Chapter 11 Cases will permit the Clerk of the Court to utilize a single general docket for these cases and combine notices to creditors of the Debtors' respective estates and other parties in interest. Entering an order directing joint administration of the Chapter 11 Cases will avoid the need for duplicative notices, opinions, motions, applications, and orders, thereby saving time and expense that otherwise would be required to administer individual cases. Because the Chapter 11 Cases potentially involve a large number of creditors, the entry of an order of joint administration will: (a) significantly reduce the volume of pleadings that otherwise would be filed with the Clerk of the Court; (b) render the completion of various administrative tasks less costly; and (c) minimize the number of unnecessary delays associated with the administration of numerous separate chapter 11 cases. Joint administration also will enable parties in each of the Chapter 11 Cases to receive notice of the various matters pending before the Court in all of these Chapter 11 Cases.

10. Joint administration will further simplify supervision of the administrative aspects of the Chapter 11 Cases by the Office of the United States Trustee—a task that would pose unnecessary burdens absent joint administration.

C. No Party in Interest Will Be Prejudiced by Virtue of the Relief Requested

11. The rights of the respective creditors of the Debtors will not be adversely affected by the proposed joint administration of the Chapter 11 Cases because the rights of each creditor against the respective estates will be preserved. The Motion seeks neither substantive consolidation of the Debtors' estates, nor modification of the relative rights and remedies of creditors against any of the individual Debtors. Thus, the substantive rights of parties in interest will not be prejudiced or otherwise negatively affected by the entry of an order directing the procedural joint administration of the Chapter 11 Cases.

12. For these reasons, the Debtors submit that the relief requested herein is in the best interest of the Debtors, their estates, creditors, and other parties in interest, and, therefore, should be granted.

NOTICE

13. Notice of this Motion has been provided to: (a) the Office of the United States Trustee for the District of Delaware; (b) the Debtors' forty (40) largest unsecured creditors on a consolidated basis, as identified in their chapter 11 petitions; (c) counsel for Wells Fargo Capital Finance, LLC; (d) counsel to Clearlake Capital Group, L.P., the proposed "stalking horse" purchaser; and (e) counsel to the ad hoc committee of Debtors' prepetition unsecured noteholders. Notice of this Motion and any order entered hereon will be served in accordance with Local Rule 9013-1(m). In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is necessary.

WHEREFORE, the Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as the Court may deem just and proper.

Dated: December 19, 2012
Wilmington, Delaware



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*Proposed Counsel to the Debtors and
Debtors in Possession*

EXHIBIT A
PROPOSED ORDER

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

In re: THQ INC. , a Delaware corporation, Debtor. ¹	Chapter 11 Case No. 13398 ()
In re: VOLITION, INC. , a Delaware corporation, Debtor.	Chapter 11 Case No. 13399 ()
In re: THQ DIGITAL STUDIOS PHOENIX, INC. , an Arizona corporation, Debtor.	Chapter 11 Case No. 13400 ()
In re: THQ WIRELESS INC. , a Delaware corporation, Debtor.	Chapter 11 Case No. 13401 ()
In re: VIGIL GAMES, INC. , a Texas corporation, Debtor.	Chapter 11 Case No. 13402 () RE: Docket No. ____

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); 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.

ORDER DIRECTING JOINT ADMINISTRATION OF RELATED CHAPTER 11 CASES

Upon consideration of the motion (the “**Motion**”)² of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**” and each, a “**Debtor**”) for entry of an order authorizing the joint administration of the Chapter 11 Cases for procedural purposes only; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334(b) and 157, 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 it appearing that venue of these cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that notice of the Motion has been given as set forth in the Motion and that such notice is adequate and no other or further notice need be given; and a hearing having been held to consider the relief requested in the Motion; and upon the record of the hearing and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, their creditors and all other parties in interest; and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED, ADJUDGED, and DECREED that:

1. The Motion is GRANTED in its entirety.
2. The above-captioned cases are consolidated for procedural purposes only and shall be administered jointly under the case of THQ Inc., Case No. 12-13398 ().
3. All pleadings filed in the Debtors’ Chapter 11 Cases shall bear a consolidated caption in the following form:

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion

**UNITED STATES BANKRUPTCY COURT
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-----X
In re: : Chapter 11
THQ INC., *et al.*, : Case No. 12 -13398 (___)
Debtors.¹ : Jointly Administered
-----X

FN1: 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.

4. All original pleadings shall be captioned as indicated in Exhibit B to the Motion and all original docket entries shall be made in the case of THQ Inc., Case No. 12-13398 (___), and

5. The Clerk of this Court shall make a docket entry in each of Debtors' Chapter 11 Cases (except that of THQ Inc.) substantially as follows:

An order has been entered in this case directing the joint administration for procedural purposes only of the chapter 11 cases of THQ Inc., Volition, Inc., THQ Digital Studios Phoenix, Inc., THQ Wireless Inc., and Vigil Games, Inc., and all subsequently filed chapter 11 cases of such debtors' affiliates. The docket in the chapter 11 case of THQ Inc., Case No. 12-13398 (___), should be consulted for all matters concerning this case.

6. The Clerk of the Court shall maintain a single pleadings docket and file under the case number assigned to THQ Inc., which shall be the pleadings docket and file for all the Chapter 11 Cases.

7. This Court shall retain jurisdiction with respect to any and all matters arising from or related to the interpretation or implementation of this Order.

Dated: December ____, 2012
Wilmington, Delaware

United States Bankruptcy Judge