

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

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In re: : Chapter 11
: :
THQ INC., *et al.*, : Case No. 12-13398 (MFW)
: :
Debtors.¹ : Jointly Administered
: :
: **RE: Docket Nos. 19, 67, 69, 77, 99 and 139**
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**CERTIFICATION OF PUBLICATION OF NOTICE OF BID DEADLINE, AUCTION
AND SALE APPROVAL HEARING IN CONNECTION WITH THE SALE OF THE
DEBTORS' ASSETS FREE AND CLEAR OF LIENS, CLAIMS, AND ENCUMBRANCES**

Dated: January 16, 2013
Wilmington, Delaware

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*Proposed Counsel to the Debtors
and Debtors in Possession*

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.

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**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**
In re: THQ Inc. et al., Chapter 11 - Case No. 12-13398 (MFV) Jointly Administrated Debtors.

**RE: Docket Nos. 19, 67, 69, 77, 99 and 139
NOTICE OF BID DEADLINE, AUCTION AND SALE
APPROVAL HEARING IN CONNECTION WITH THE SALE
OF THE DEBTORS' ASSETS FREE AND CLEAR OF LIENS,
CLAIMS, AND ENCUMBRANCES**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. THQ Inc. and certain of its subsidiaries, as debtors and debtors in possession (collectively, the "Debtors"), seek to sell some or substantially all of their operating assets (the "Acquired Assets") free and clear of any and all liens, claims, and encumbrances.

2. On December 19, 2012, the Debtors filed a motion (the "Sale Motion") with the United States Bankruptcy Court for the District of Delaware (the "Court") seeking, among other things, entry of an order (the "Bid Procedures Order") approving and authorizing (a) bidding procedures in connection with the sale of substantially all of the assets of the Debtors (the "Bid Procedures"), (b) stalking horse bid protections, (c) the form and manner of notice of the sale hearing (the "Sale Hearing"), and (d) other related relief.

3. On January 11, 2013, the Court entered the Bid Procedures Order approving, among other things, Space Investors LLC as the stalking horse bidder (the "Stalking Horse Bidder") for the Assets as set forth more fully in that certain asset purchase agreement between the Stalking Horse Bidder and the Debtors (as amended, the "Stalking Horse Agreement").

4. All interested parties are invited to make offers to purchase the Acquired Assets in accordance with the Bid Procedures and the Bid Procedures Order. Copies of the Bid Procedures, Bid Procedures Order, and Stalking Horse Agreement may be obtained by: (i) written request to the Debtors' counsel, Gibson, Dunn & Crutcher, LLP, 333 South Grand Avenue, Los Angeles, CA 90071 (Attn: Jeffrey C. Krause, Esq.) email: jkrause@gibsondunn.com or Young Conaway Stargatt & Taylor, LLP, 1000 N. King Street, Wilmington, DE 19801 (Attn: Michael R. Nestor, Esq. and M. Blake Cleary, Esq.) email: mnestor@ycst.com and mbcleary@ycst.com; (ii) accessing the Court's website at <http://www.deb.uscourts.gov/> (please note that a PACER password is needed to access documents on the court's website); (iii) viewing the docket of these cases at the Clerk of the Court, United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, DE 19801; or (iv) accessing the Debtors' restructuring website, available at www.kcccl.net/thq. **All interested parties should carefully read the Bid Procedures.**

5. The deadline to submit offers to purchase the Acquired Assets is **January 22, 2013 at 9:00 a.m. (prevailing Eastern Time)** (the "Bid Deadline"). Pursuant to the Bid Procedures and Bid Procedures Order, if two or more Qualified Bids (as defined in the Bid Procedures) are received on or before the Bid Deadline, the Debtors will conduct an auction (the "Auction") commencing on **January 22, 2013, at 3:00 p.m. (prevailing Eastern Time)**, at the offices of Young Conaway Stargatt & Taylor, LLP, 1000 N. King Street, Wilmington, DE 19801, to determine the highest or otherwise best bid for the Acquired Assets (the "Successful Bid"). Only an entity that has submitted a Qualified Bid (a "Qualified Bidder") to the following (collectively, the "Notice Parties"): (a) counsel to Debtors, Gibson Dunn & Crutcher, LLP, 333 South Grand Avenue, Los Angeles, CA 90071 (Attn: Jeffrey C. Krause, Esq.) email: jkrause@gibsondunn.com and Young Conaway Stargatt & Taylor, LLP, 1000 N. King Street, Wilmington, DE 19801 (Attn: Michael R. Nestor, Esq. and M. Blake Cleary, Esq.) email: mnestor@ycst.com and mbcleary@ycst.com; (b) THQ Inc., 29903 Agoura Road Agoura Hills, CA 91301 (Attn: Ed Kaufman); (c) counsel to the DIP Lenders, Buchalter Nemer, APC, 1000 Wilshire Boulevard, Suite 1500, Los Angeles, CA 90017 (Attn: William S. Brody, Esq.) email: wbrody@buchalter.com; Richards Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, DE 19801 (Attn: John H. Knight, Esq.) email: knight@rlf.com; DLA Piper LLP (US), 1251 Avenue of the Americas, New York, NY 10020 (Attn: Gregg M. Galardi, Esq.) email: gregg.galardi@dlapiper.com and DLA Piper LLP (U.S.), 203 North LaSalle Street, Suite 1900, Chicago, IL 60601 (Attn: Matt Murphy, Esq.) email: matt.murphy@dlapiper.com; (d) Centerview Partners LLC, 31 W. 52nd Street, New York, NY 10019 (Attn: Kam Chopra) and (e) counsel to the Official Committee of Unsecured Creditors (the "Committee"), Andrews Kurth LLP, 450 Lexington Avenue, New York, NY 10017 (Attn: Paul

N. Silverstein, Esq. and Jonathan I. Levine, Esq.) email: paulsilverstein@andrewskurth.com and jonathanlevine@andrewskurth.com and Landis Rath & Cobb LLP, 915 North Market Street, Suite 1800, Wilmington, DE 19801 (Attn: Adam G. Landis, Esq.) email: landis@rclaw.com, by the Bid Deadline, is eligible to participate in the Auction.

6. The sale of the Acquired Assets to the Successful Bidder (or Successful Bidders) shall be presented for authorization and approval by the Court at the Sale Hearing, which is currently scheduled to be held on **January 23, 2013 at 9:30 a.m. (prevailing Eastern Time)** at the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, DE 19801; before the Honorable Mary F. Walrath, United States Bankruptcy Judge. The Sale Hearing may be adjourned or rescheduled without further notice by announcing the adjourned date at the Sale Hearing.

7. Objections, if any, to approval of the sale of the Acquired Assets to the Successful Bidder (or Successful Bidders), including any objections to the proposed assumption and assignment of certain Contracts and Leases pursuant to the Assumption and Assignment Procedures, must (i) be in writing, (ii) set forth the basis for the objection as well as any Cure Amount that the objector asserts to be due (in all cases with appropriate documentation in support thereof), and (iii) be filed with the Clerk of the Court, United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, DE 19801; and served on the Notice Parties **so as to be actually received no later than 4:00 p.m. (prevailing Eastern Time) on January 18, 2013 (the "Objection Deadline").**

8. Failure of any entity to file an objection on or before the Objection Deadline shall be deemed to constitute consent to the sale of the Acquired Assets to the Successful Bidder (or Successful Bidders) and other relief requested in the Sale Motion, and be a bar to the assertion, at the Sale Hearing or thereafter, of any objection to the Sale Motion, the Auction, the sale of the Acquired Assets, or the Debtors' consummation and performance of the terms of the asset purchase agreement(s) entered into with the Successful Bidder (or Successful Bidders), if authorized by the Court.

9. If an Auction is conducted, the Debtors, in consultation with the Committee, shall identify the highest, best, and/or otherwise financially superior offer for the Assets (the "Successful Bid" and the entity or entities submitting such Successful Bid, the "Successful Bidder"), and the next highest or otherwise best offer after the Successful Bid, which in no event shall be the Bid submitted by the Stalking Horse Bidder, (the "Back-up Bid").

10. Following the approval of the sale of the Assets to the Successful Bidder at the Sale Hearing, if such Successful Bidder fails to consummate an approved sale by January 24, 2013, the Debtors shall be authorized, but not required, to deem the Back-up Bid(s), as disclosed at the Sale Hearing, the Successful Bid(s) and the Debtors shall be authorized, but not required, to consummate the sale with the Qualified Bidder(s) submitting such Back-up Bid(s) without further notice or orders of the Bankruptcy Court. The Back-up Bid(s) must remain open for five (5) days after entry of an order by the Bankruptcy Court approving the sale of the Asset. For the avoidance of doubt, the Bid submitted by the Stalking Horse Bidder shall not be deemed the Back-up Bid.

11. This notice is subject to the full terms and conditions of the Sale Motion, the Bid Procedures, and the Bid Procedures Order, and the Debtors encourage any interested parties to review such documents in their entirety. To the extent that this notice is inconsistent with the Bid Procedures Order, the terms of the Bid Procedures Order shall govern.

Dated: Wilmington, DE, January 11, 2013
/s/ Michael R. Nestor, Michael R. Nestor (Bar No. 3526), M. Blake Cleary (Bar No. 3614), YOUNG CONAWAY STARGATT & TAYLOR LLP, 1000 North King Street, Wilmington, DE 19801, Telephone: (302) 571-6600, Facsimile: (302) 571-1253 and Jeffrey C. Krause (CA SBN 94053), GIBSON, DUNN & CRUTCHER LLP, 333 South Grand Avenue, Los Angeles, CA 90071-1512, Telephone: (213) 229-7000, Proposed Counsel for Debtors and Debtors in Possession

The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: THQ, Inc. (1686), THQ Digital Studios Phoenix, Inc. (1056), THQ Wireless, Inc. (7991), Volition, Inc. (4944), and Vigil Games, Inc. (8651). The mailing address for THQ Inc. is 29903 Agoura Road, Agoura Hills, CA 91301 (Attn: Ed Kaufman).

* Capitalized terms not defined herein shall have the meanings ascribed to them in the Sale Motion.

CERTIFICATION OF PUBLICATION

JAN 15 2013 20

I, Anice Weber, in my capacity as a Principal Clerk of the Publisher of **The New York Times** a daily newspaper of general circulation printed and published in the City, County and State of New York, hereby certify that the advertisement annexed hereto was published in the editions of **The New York Times** on the following date or dates, to wit on

JAN 1 2 2013 20

Anice Weber

Approved:

Maria Pannullo

**THIS CERTIFICATION
NOT VALID
WITHOUT NYT RAISED SEAL**