

**UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA – LOS ANGELES**

KHALIL ZAGHIAN, Individually and on Behalf of All Others Similarly Situated,  Plaintiff,  v.  THQ INC., BRIAN J. FARRELL, and PAUL J. PUCINO,  Defendants.	Case No. 2:12-cv-05227 MLR JEM
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**PROOF OF CLAIM AND RELEASE FORM**

***THIS FORM MUST BE POSTMARKED BY OCTOBER 2, 2017***

**IF YOU PURCHASED OR OTHERWISE ACQUIRED THQ, INC. (“THQ” OR THE “COMPANY”) COMMON STOCK ON THE PUBLIC MARKET BETWEEN MAY 3, 2011 AND FEBRUARY 2, 2012, INCLUSIVE, YOU MAY BE A CLASS MEMBER ENTITLED TO RECOVERY. YOU MUST COMPLETE THIS FORM TO RECEIVE PAYMENT AS PART OF THE CLASS ACTION SETTLEMENT.**

**I. GENERAL INSTRUCTIONS**

A. To recover as a Class Member based on your claims in the action entitled *Zaghian v. THQ Inc., et al*, 2:12-cv-05227-MLR-JEM (C.D. Cal.) (the “Litigation”), you must complete and, on page 6 hereof, sign this Proof of Claim and Release. If you fail to file a properly addressed Proof of Claim and Release (as set forth in paragraph C below), your claim may be rejected and you may be precluded from any recovery from the Settlement Fund created in connection with the proposed Settlement of the Litigation.

B. Submission of this Proof of Claim and Release, however, does not assure that you will share in the proceeds of Settlement in the Litigation.

C. **YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM AND RELEASE POSTMARKED ON OR BEFORE OCTOBER 2, 2017**, ADDRESSED TO THE CLAIMS ADMINISTRATOR AS FOLLOWS: THQ Settlement, c/o RG/2 Claims Administration, P.O. Box 59479, Philadelphia, PA 19102-9479.

**You will bear all risks of delay or non-delivery of your claim.** If you are NOT a Class Member (as defined in the “Notice of Pendency and Proposed Settlement of Class Action”), DO NOT submit a Proof of Claim and Release form.

D. If you are a Class Member, you are bound by the terms of any judgment entered in the litigation, **WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM AND RELEASE.**

**II. CLAIMANT IDENTIFICATION INSTRUCTIONS**

A. If you purchased THQ common stock and held the certificate(s) in your name, you are the beneficial owner as well as the record owner. If, however, the certificate(s) were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial owner and the third party is the record owner.

B. Use Section IV of this form entitled “Claimant Identification” to identify each owner of record (“nominee”), if different from the beneficial owner of THQ common stock which forms the basis of this claim.

C. THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL OWNERS, OR THE LEGAL REPRESENTATIVE OF SUCH OWNERS, OF THE THQ COMMON STOCK UPON WHICH THIS CLAIM IS BASED.

D. A separate claim must be filed for each type of account or ownership (i.e., individual account, IRA account, joint account, custodial account, etc.). Joint tenants or UGMA custodians should file a single claim.

E. All joint owners must sign this claim. Executors, administrators, guardians, conservators and trustees must complete and sign this claim on behalf of persons represented by them. Documentation establishing their authority must accompany this claim and their titles or capacities must be stated.

F. The Social Security or Taxpayer Identification number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

### III. TRANSACTION SCHEDULE INSTRUCTIONS

A. Use Section V of this form entitled "Schedule of Transactions in THQ Common Stock" to supply all required details of your transaction(s) in THQ common stock. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name and Social Security or Taxpayer Identification number on each additional sheet.

B. List each transaction in the Settlement Class Period separately and in chronological order, by trade date (not the "Settlement" date), beginning with the earliest. You must accurately provide the month, day and year of each transaction you list.

D. The price per share, paid or received, should be exclusive of all commissions, taxes, fees and other charges.

E. **Copies of broker confirmation slips or monthly statements of your transactions in THQ common stock must be attached to your claim.** If such documents are not in your possession, please obtain equivalent contemporaneous documents from your broker or financial advisor. A complete list of acceptable supporting documentation can be found at the Claims Administrator's website: [www.rg2claims.com/THQ.html](http://www.rg2claims.com/THQ.html). Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

F. If your trading activity during the Settlement Class Period exceeds 50 transactions, you must provide, in electronic file, all purchase and sale information required in the Schedule of Transactions. For a copy of instructions and parameters concerning such a submission, contact the Claims Administrator by toll-free phone at (866) 742-4955, or via the website at [www.rg2claims.com/THQ.html](http://www.rg2claims.com/THQ.html).



**V. SCHEDULE OF TRANSACTIONS IN THQ COMMON STOCK**

A. State the total number of shares of THQ common stock owned at the close of trading on May 2, 2011 (if none, enter "0"; if other than zero, must be documented):

B. Separately list each and every purchase of THQ common stock during the period May 3, 2011 through February 2, 2012, and provide the following information (must be documented):

Trade Date (list chronologically) Month/Day/Year	Number of Shares Purchased	Price per Share (excluding commissions, taxes and fees)	Total Purchase Price (excluding commissions, taxes and fees)
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C. Separately list each and every sale of THQ common stock during the period May 3, 2011 through February 2, 2012, and provide the following information (must be documented):

Trade Date (list chronologically) Month/Day/Year	Number of Shares Sold	Price per Share (excluding commissions, taxes and fees)	Total Sales Price (excluding commissions, taxes and fees)
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D. State the total number of shares of THQ common stock owned at the close of trading on February 2, 2012 (if none, enter "0"; if other than zero, must be documented):

- E. Please check applicable box:
- I certify that the submitting party is **not** an ERISA plan
  - I/We certify that the submitting party is an ERISA plan and has complied with the applicable ERISA exemption

**If you need additional space, attach the required information on separate, numbered sheets in the same format as above and print your name and Social Security or Taxpayer Identification number at the top of each additional sheet.**

## **VI. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS**

I/We submit this Proof of Claim and Release under the terms of the Stipulation of Settlement described in the Notice. I/We also submit to the jurisdiction of the United States District Court for the Central District of California with respect to my/our claim as a Class Member and for purposes of enforcing the release set forth herein. I/We further acknowledge that I/we am/are bound by and subject to the terms of any judgment that may be entered in the Litigation. I agree to furnish additional information to Lead Counsel to support this claim if required to do so. I/we have not submitted any other claim covering the same purchases or sales of THQ common stock during the Settlement Class Period and know of no other person having done so on my/our behalf.

## **VII. RELEASE**

A. I/We hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever settle, release and discharge from the Settled Claims (defined below) each and all of the Defendant Releasees, defined as (1) Defendants, (2) Defendants' Counsel, (3) with regard to Brian J. Farrell and Paul J. Pucino, each individual's spouses, marital communities, immediate family members, heirs, executors, personal representatives, estates, administrators, trusts, predecessors, successors, and assigns or other individual or entity in which either Brian J. Farrell or Paul J. Pucino has a controlling interest, and each and all of their respective past or present officers, directors, employees, agents, affiliates, parents, subsidiaries, divisions, attorneys, accountants, auditors, advisors, insurers, co-insurers, re-insurers, heirs, executors, personal representatives, estates, administrators, trusts, predecessors, successors, and assigns; and each of Brian J. Farrell's and Paul J. Pucino's present and former attorneys, legal representatives, insurers, and assigns in connection with the Action.

B. "Settled Claims" means any and all claims, rights, demands, obligations, controversies, debts, damages, losses, causes of action and liabilities of any kind or nature whatsoever (including, but not limited to, any claims for damages, restitution, rescission, interest, attorneys' fees, expert or consulting fees, and any other costs, expenses, or liability whatsoever), whether based on federal, state, local, statutory, or common law or any other law, rule, or regulation, whether fixed or contingent, accrued, or un-accrued, liquidated or unliquidated, at law or in equity, matured or unmatured, or class or individual in nature (including both known and Unknown Claims) against Defendant Releasees, based on, arising out of, relating in any way to, or in connection with both (i) the facts, events, transactions, acts, occurrences, statements, representations, misrepresentations, or omissions which were or could have been alleged in the Action, and (ii) the purchase or acquisition of THQ common stock during the Class Period

C. "Unknown Claims" means any and all Settled Claims which Lead Plaintiff in the Action or any Class Member does not know to exist in his, her, or its favor at the time of the release of Defendant Releasees, and any Defendants' Claims which Defendants did not know to exist in their favor at the time of the release of the Released Plaintiff Parties, which if known might have affected the decision to enter into the Settlement or the decision not to object to the Settlement. With respect to any and all Settled Claims and Defendants' Claims, the Settling Parties stipulate and agree that upon the Effective Date, Lead Plaintiff and Defendants shall expressly, and each Class Member shall be deemed to have, and by operation of the Judgment shall have, expressly waived the provisions, rights and benefits of Cal. Civ. Code § 1542, which provides:

A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor.

Lead Plaintiff and Defendants shall expressly and each of the Class Members shall be deemed to have, and by operation of the Judgment shall have, expressly waived any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States, or principle of common law, which is similar, comparable, or equivalent to California Civil Code § 1542. Lead Plaintiff and Class Members may hereafter discover facts in addition to or different from those which he, she, or it now knows or believes to be true with respect to the subject matter of the Settled Claims, but Lead Plaintiff shall expressly, fully, finally and forever settle and release, and each Class Member, upon the Effective Date, shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever settled and released, any and all Settled Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, which now exist, or heretofore have existed, or coming into existence in the future, including, but not limited to, conduct which is negligent, intentional, with or without malice, or a breach of any duty, law, or rule, without regard to the subsequent discovery or existence of such different or additional facts. Lead Plaintiff and Defendants acknowledge, and other Class Members by operation of law shall be deemed to have acknowledged, that the inclusion of "Unknown Claims" in the definition of Settled Claims and Defendants' Claims was separately bargained for and was a key element of this Settlement.

D. This release shall be of no force or effect unless and until the Court approves the Stipulation and becomes effective on the Effective Date (as defined in the Stipulation).

E. I/WE HEREBY WARRANT AND REPRESENT THAT I/WE HAVE NOT ASSIGNED OR TRANSFERRED OR PURPORTED TO ASSIGN OR TRANSFER, VOLUNTARILY OR INVOLUNTARILY, ANY MATTER RELEASED PURSUANT TO THIS RELEASE OR ANY OTHER PART OR PORTION THEREOF.

F. I/WE HEREBY WARRANT AND REPRESENT THAT I/WE HAVE INCLUDED INFORMATION ABOUT ALL OF MY/OUR TRANSACTIONS IN THQ COMMON STOCK WHICH OCCURRED DURING THE SETTLEMENT CLASS PERIOD

**VIII. CERTIFICATION**

UNDER THE PENALTY OF PERJURY, I/WE CERTIFY THAT:

A. The number shown on this form is my correct Social Security or Taxpayer Identification number.

B. I/We certify that I am/we are NOT subject to backup withholding under the provisions of Section 3406 (a) (1)(C) of the Internal Revenue Code.

**NOTE:** If you have been notified by the Internal Revenue Service that you are subject to backup withholding, you must cross out the word “NOT” in the sentence above.

C. I/We declare under penalty of perjury under the laws of the United States of America that the foregoing information supplied by the undersigned and any supporting documents attached hereto are true, correct and complete to the best of my/our knowledge, information and belief, and that this Proof of Claim and Release was executed this \_\_\_\_\_ day of \_\_\_\_\_, in \_\_\_\_\_, \_\_\_\_\_ (Month/Year) (City) (State) (Country)

\_\_\_\_\_  
Signature of Claimant

\_\_\_\_\_  
(Print your name here)

\_\_\_\_\_  
Signature of Joint Claimant, if any

\_\_\_\_\_  
(Print your name here)

\_\_\_\_\_  
Signature of person signing on behalf of Claimant

\_\_\_\_\_  
(Print your name here)

\_\_\_\_\_  
Capacity of person signing on behalf of Claimant, if other than an individual, (e.g., Executor, President, Custodian, etc.)

**ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME. THANK YOU FOR YOUR PATIENCE.**

**Reminder Checklist:**

1. Remember to sign the above release and declaration.
2. Remember to attach only **copies** of acceptable supporting documentation, a complete list of which can be found on the Claims Administrator’s website.
3. Do not send originals of securities certificates.
4. Keep copies of the completed claim form and documentation for your own records.
5. If you desire an acknowledgment of receipt of your claim form, please send it Certified Mail, Return Receipt Requested, or its equivalent. **You will bear all risks of delay or non-delivery of your claim.**
6. If your address changes in the future, or if these documents were sent to an old or incorrect address, please send us **written** notification of your new address.
7. If you have any questions or concerns regarding your claim, please contact the Claims Administrator at: [www.rg2claims.com/THQ.html](http://www.rg2claims.com/THQ.html).