

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re

Quebecor World (USA) Inc., et al.,

Debtors.

Chapter 11

Case No. 08-10152 (JMP)

Jointly Administered

Honorable James M. Peck

**ORDER AUTHORIZING THE (A) ESTABLISHMENT OF  
CLAIMS ALLOWANCE, OBJECTION, CLAIMS RESOLUTION AND  
SETTLEMENT PROCEDURES AND (B) EXTENSION OF THE  
503(B)(9)/RECLAMATION CLAIMS OBJECTION DEADLINE**

Upon the application (the “Application”)<sup>1</sup> of the above-captioned debtors (collectively, the “Reorganized Debtors”) for entry of an Order authorizing (a) the establishment of claims allowance, objection, claims resolution and settlement procedures and (b) the extension of the 503(b)(9)/Reclamation Claims Objection Deadline; the Court having reviewed the Application and considered the statements of counsel at a hearing before the Court (the “Hearing”); and the Court having found that (a) it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), (c) venue of this proceeding and the Application in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409, (d) notice of the Application was appropriate under the circumstances; and the Court having determined that the legal and factual bases set forth in the Application and at the Hearing establish grounds for the relief granted herein;

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<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED.
2. The Claims Procedures set forth in the attached Appendix 1 are approved in all respects, pursuant to sections 105 and 502 of the Bankruptcy Code and Bankruptcy Rules 2002(a), 3007, 9006, 9014 and 9019(a).
3. The Reorganized Debtors are authorized to take any and all steps that are necessary or appropriate to implement the Claims Procedures, including without limitation, by executing and implementing any settlements of Claims under the terms of the Claims Procedures. Nothing in this Order or Claims Procedures, however, shall obligate the Reorganized Debtors to settle or pursue settlement of any particular Claim. Any such Claim settlements may be pursued and agreed upon as the Reorganized Debtors believe are reasonable and appropriate in their discretion, subject to the terms and conditions set forth in the Claims Procedures.
4. The notice procedures for any Claim objections, Claim resolution or settlements set forth in the Claims Procedures are determined to be adequate and sufficient under the Bankruptcy Code and the Bankruptcy Rules, including Bankruptcy Rules 2002, 3007 and 9019.
5. Nothing in this Order or the Claims Procedures shall constitute an admission of the validity, nature, amount or priority of any Claim, and the Reorganized Debtors reserve all of their rights to dispute the validity, nature, amount or priority of any Claim asserted in these Chapter 11 Cases.
6. The approval of the Claims Procedures by this Order is without prejudice to the Reorganized Debtors' rights to seek an order of the Court approving additional or different procedures with respect to specific Claims or categories of Claims, or to modify the Claims Procedures.

7. The 503(b)(9)/Reclamation Claims Objection Deadline is hereby extended to and including January 18, 2010.

8. Nothing in the Application or Order shall be deemed or construed as a waiver of the right of the Reorganized Debtors, or shall impair the ability of the Reorganized Debtors, to make additional requests to extend the deadline to object to 503(b)(9) Claims, Reclamation Demands, or any other Claims.

9. The Reorganized Debtors are authorized to take all such actions as are necessary or appropriate to implement the terms of this Order.

10. Notwithstanding any provision of the Bankruptcy Code, the Bankruptcy Rules or other applicable law, this Order shall be effective immediately upon entry.

11. The Court shall retain jurisdiction with respect to all matters arising from or relating to the implementation of this Order and the Claims Procedures.

Dated: New York, New York  
November 5, 2009

s/ James M. Peck  
United States Bankruptcy Judge

## **APPENDIX 1**

## CLAIMS PROCEDURES

The following procedures (collectively, the “Claims Procedures”)<sup>1</sup> shall apply to (i) the allowance of claims as filed by holders thereof, (ii) the filing of objections to Claims and the resolution of multiple Claims of individual Claimants, (iii) the objection to, and the determination and allowance of, Convenience Claims, and (iv) the process for the consensual resolution and settlement of Claims in these Chapter 11 Cases:

### I. PROCEDURES FOR THE ALLOWANCE OF CLAIMS AS FILED

To promote the efficient allowance of Claims, and the timely distribution of recovery under the Plan on account of Claims where the Reorganized Debtors are in agreement as to the amount and priority of such Claims as filed by the respective holders thereof (the “Agreed Upon Claims”), without the need for such holders to otherwise wait for the expiration of the applicable Claims objection period, the following procedures (the “Allowed Claims Procedures”) shall apply with respect to Agreed Upon Claims:

- A. **Omnibus Application to Allow Agreed Upon Claims.** The Reorganized Debtors may file one or more Omnibus Application to Allow Agreed Upon Claims pursuant to which the Reorganized Debtors shall seek the allowance of those Claims set forth on an exhibit attached to the applicable Omnibus Application to Allow Agreed Upon Claims (each an “Agreed Upon Claims Exhibit”).
- B. **Agreed Upon Claims Exhibit.** Each Agreed Upon Claims Exhibit shall set forth the name of the holder of each Agreed Upon Claim listed for which allowance is being sought, together with the Claim number and the amount of each such Agreed Upon Claim, as filed by the applicable holder thereof.

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<sup>1</sup> Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to it in the Reorganized Debtors’ Application for an Order Establishing Claims Allowance, Objection, Claims Resolution and Settlement Procedures (the “Application”).

- C. **Notice.** Each Omnibus Application to Allow Agreed Upon Claims may be filed upon ten (10) days notice of presentment in accordance with the Local Rules. For Agreed Upon Claims that have been transferred, notice of the Omnibus Application to Allow Agreed Upon Claims shall be provided only to the person or persons listed as being the owner of such Agreed Upon Claims on the Debtors' claims register as of the date the Omnibus Application to Allow Agreed Upon Claims is filed.
- D. **The Allowance Objection.** Parties in interest may file written objections to any Agreed Upon Claim addressed in an Omnibus Application to Allow Agreed Upon Claims with the Court (an "Allowance Objection"), which Allowance Objection must be filed and served on the Reorganized Debtors within the applicable ten (10) day notice period (the "Allowance Objection Deadline").
- E. **Failure to File an Objection.** To the extent that no Allowance Objection is filed with the Court by the Allowance Objection Deadline in respect of the allowance of any Agreed Upon Claim listed on the applicable Agreed Upon Claims Exhibit, the Reorganized Debtors shall, without the need for a Court hearing, submit an order for entry by the Court allowing those Agreed Upon Claims as to which no Allowance Objections have been filed, which determination shall be deemed final and binding on the Reorganized Debtors' estates and all parties in interest.
- F. **Hearing.** With respect to any Agreed Upon Claim listed on an applicable Agreed Upon Claims Exhibit as to which an Allowance Objection is filed with the Court and served on the Reorganized Debtors by the Allowance Objection Deadline, the Court shall set a hearing for the determination of such Allowance Objection.
- G. **Number of Proofs of Claim Per Application.** The Reorganized Debtors may file Omnibus Applications to Allow Agreed Upon Claims that contain more than 100 Agreed Upon Claims; provided, however, that the Reorganized Debtors may include no more than 500 Agreed Upon Claims per Omnibus Application to Allow Agreed Upon Claims.
- H. **Reservation of Rights.** Nothing in any Omnibus Application to Allow Agreed Upon Claims shall constitute a waiver of any right to assert preference actions or fraudulent-transfer actions against the applicable Claimants. Further, unless and until the Bankruptcy Court allows an Agreed Upon Claim or specifically orders otherwise, the Reorganized Debtors and any other party in interest shall have the right to object to such Agreed Upon Claim on any grounds. In such event, the respective Claimant will receive a separate notice of any such objections.

## **II. PROCEDURES FOR OBJECTING TO CLAIMS AND RESOLVING MULTIPLE CLAIMS OF INDIVIDUAL CLAIMANTS**

The following procedures shall apply to the filing, administration and prosecution of objections to Claims (the “Objections”):

### **A. The Claims Objection Procedures**

#### **Requirements for Objections:**

- A. **Objections to Claims.** The Reorganized Debtors may file Objections to Claims individually, or multiple Claims may be addressed in a single Objection, with the Reorganized Debtors authorized to use Omnibus Objections in order to consolidate into a single pleading the same Objection or Objections to the Claims of numerous Claimants. Further, the assertion of a particular ground for objecting to a Claim shall not preclude the Reorganized Debtors from asserting additional grounds for objecting to such Claim, either in the same or subsequent Objections.
- B. **Grounds for Omnibus Objection.** In the addition to the grounds provided in Bankruptcy Rule 3007(d), Omnibus Objections may be utilized in respect of those Claims that the Reorganized Debtors believe should be expunged, disallowed and/or reclassified, in whole or in part, because: (a) the amount claimed contradicts the Reorganized Debtors’ books and records; (b) the Claims do not include sufficient documentation to ascertain their validity; (c) the Claims were incorrectly filed as secured, administrative, or priority claims; (d) the Claims seek recovery of amounts for which the Reorganized Debtors are not liable; (e) the Claims were incorrectly demanded under 546(c) of the Bankruptcy Code; (f) the applicable Proof of Claim form or 503(b)(9) Claim form was improperly executed; (g) the Claims were incorrectly asserted as section 503(b)(9) Claim(s); (h) the Claims were previously resolved pursuant to an Order of the Court or the Plan; (i) the Claims should be reduced by unapplied payments and/or credits; (j) the Claimant’s Claims include duplicate invoices; and (k) the Claims should be reassigned among the appropriate Reorganized Debtor(s) and/or QWI. Further, given the substantial number of Claims that can be categorized together, the Reorganized Debtors may also file Omnibus Objections to categories of Claims, such as, among others, pension Claims, Executory Contract Claims, Administrative Claims and 503(b)(9) Claims, where the Reorganized Debtors believe such Claims need to be expunged, reduced, reclassified or otherwise addressed.
- C. **Notice of Hearing on Objections.** Except as otherwise provided by order of the Court, the Reorganized Debtors shall provide written notice of any Objection to any Claim to the applicable Claimant at least thirty (30) days prior to the hearing on such Objection, consistent with Bankruptcy Rule 3007.

To the extent that the Reorganized Debtors have objected to a Claim by means of an Omnibus Objection, such Omnibus Objection shall provide the pertinent information about the relief being sought in respect of the Claims addressed in such Omnibus Objection, and, to that end, will: (i) state in a conspicuous manner where each Claimant whose Claim is addressed in such Omnibus Objection can locate their names and their Claim(s); (ii) contain one or more exhibits that list Claimants alphabetically, with a reference to their respective Claim number(s) or other information identifying their respective Claim(s); (iii) identify the Reorganized Debtors as the objecting party and the grounds for the Objection(s); (iv) be numbered consecutively in respect of the other Omnibus Objections previously filed by the Reorganized Debtors; and (v) state with particularity the proposed treatment for each Claim addressed in such Omnibus Objection.

Each Omnibus Objection will specify either the date of the hearing thereon, or will indicate that no hearing has yet been scheduled. Objections will be scheduled for a hearing on the next-scheduled Omnibus Hearing Date, if applicable, or at a separate hearing scheduled by the Court. If a hearing at the next-regularly scheduled Omnibus Hearing Date will result in less than thirty (30) days notice to Claimants, the hearing on such Objection will be scheduled for the next Omnibus Hearing Date thereafter, or at a separate hearing date scheduled by the Court.

For Claims that have been transferred, notice of the Objection or Omnibus Objection shall be provided only to the person or persons listed as being the owner of such Claim(s) on the Debtors' claims register as of the date the Objection or Omnibus Objection is filed.

- D. **Number of Proofs of Claim or Claimants Per Omnibus Objection.** The Reorganized Debtors may file Omnibus Objections that object to more than 100 Claims; provided, however, that, except as otherwise permitted in the Claims Procedures or provided by order of the Court, that the Reorganized Debtors may object to no more than 500 Claims per Omnibus Objection.
- E. **Customized Notice for Omnibus Objections.** For each Claimant subject to an Omnibus Objection, the Reorganized Debtors shall supplement each Omnibus Objection with a Customized Notice addressed to the party identified on the first page of each Claim referenced therein (as such addresses may have been or may be supplemented or amended pursuant to Bankruptcy Rule 2002(g) during the pendency of these proceedings). With respect to Claims that have been transferred or assigned by the initial Claimant, the Customized Notice will be provided only to the party listed as the owner of such Claims on the Debtors' claims register as of the date the Objection or Omnibus Objection is filed. Each Customized Notice shall include a copy of the applicable Omnibus Objection, and all exhibits thereto, listing all Claims subject to the Objection(s) asserted therein. Each Customized Notice will: (i) identify the particular Claim or Claims filed by each Claimant that are the subject of the Objection(s) (but will not include a copy of the relevant Proofs of Claim, which will be available on the Reorganized Debtors' case information website located at <http://www.qwusadocket.com>); and

(ii) notify such Claimant of the steps that must be taken to contest the Objection(s) in respect of such Claimant's Claim(s).

- F. **Order if No Response.** If no timely response is filed to an Objection or an Omnibus Objection by an applicable Claimant in respect of such Claimant's Claim(s), the Reorganized Debtors may submit an order to the Bankruptcy Court sustaining such Objection or Omnibus Objection, as to such Claim(s) for which the Reorganized Debtors did not receive a timely Response, without further notice to such Claimant(s).
- G. **Each Objection is a Contested Matter.** Each Claim subject to an Objection or Omnibus Objection and Response thereto shall constitute a separate contested matter as contemplated by Bankruptcy Rule 9014, and any order entered by the Bankruptcy Court will be deemed a separate order with respect to such Claim. Unless otherwise ordered by the Court, the first scheduled hearing with respect to an Objection or Omnibus Objection will not be an evidentiary hearing at which witnesses may testify.

#### **Requirements for All Responses to Objections:**

Parties who disagree with the relief sought in respect of any Claim(s) subject to an Objection or Omnibus Objection filed by the Reorganized Debtors are required to file a Response in accordance with the procedures set forth herein. If a Claimant whose Claim(s) is subject to an Objection or Omnibus Objection does not file and serve a Response in compliance with the procedures below, the Bankruptcy Court may sustain the Objection or Omnibus Objection with respect to such Claim(s) as set forth above, without further notice to such Claimant.

- A. **Response Deadline.** Once a hearing date has been scheduled in connection with any Objection or Omnibus Objection filed by the Reorganized Debtors, the deadline for filing any response thereto (the "Response") will be 4:00 p.m. (prevailing Eastern Time) on the date that is ten (10) calendar days prior to such hearing date (the "Response Deadline"). A Response will be considered timely only if, prior to the Response Deadline, it is properly filed in accordance with the Case Management Order and served so as to be actually received by the following parties: (i) the attorneys for the Reorganized Debtors, Arnold & Porter LLP, 399 Park Ave., New York, New York 10022-4690, Attn: Michael J. Canning, Esq. and (ii) the attorneys for the Joint Claims Oversight Committee, Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, NY 10019-6064, Attn: Andrew N. Rosenberg, Esq.

B. **Content.** Each Response must contain the following (at minimum):

- (1) an appropriate caption, setting forth the name of the Bankruptcy Court, the name of the Debtors, the title and date of the Objection or Omnibus Objection to which the Response is directed;
- (2) the name of the Claimant, the reference number of the Proof(s) of Claim or 503(b)(9) Claim(s) (as identified on the claims register maintained on the Debtors' case information website located at <http://www.qwusadocket.com>)), and an explanation of the basis for the amount of such Claimant's Claim(s);
- (3) a concise statement setting forth the reasons why the Bankruptcy Court should not sustain the Objection, including, but not limited to, the specific factual and legal bases upon which the Claimant will rely in opposing the Objection or Omnibus Objection;
- (4) copies of any documentation or other evidence upon which the Claimant will rely in opposing the Objection or Omnibus Objection at a hearing;<sup>2</sup>
- (5) sworn affidavits or declarations conforming to 28 U.S.C. § 1746 of persons with personal knowledge of any new facts relied upon to support the Response;<sup>3</sup> and
- (6) the Claimant's name, address, telephone number and facsimile number and/or the name, address, telephone number and facsimile number of the Claimant's attorney and/or person designated as the representative to whom the attorneys for the Reorganized Debtors should serve a reply to the Response, if any, and/or the name, address, telephone number, facsimile number, and electronic mail address of the party with authority to reconcile, settle or otherwise resolve the Claim(s) on the Claimant's behalf (collectively, the "Notice Addresses."). If a Response contains Notice Addresses that are different from the name and/or address listed on the Claim(s), the Notice Addresses will become the service address for future service of papers with respect to only those Claim(s) in the Objection or Omnibus Objection subject to the Response.

C. **Failure to Timely File a Response.** If a Claimant fails to file and serve a Response to any Objection or Omnibus Objection on or before the Response Deadline in compliance with the procedures set forth herein, the Reorganized

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<sup>2</sup> If the Claimant cannot timely provide such documentation and other evidence, it must provide a detailed explanation in the Response as to why it was not possible to timely provide such documentation and other evidence.

<sup>3</sup> If the Claimant cannot timely provide such declarations, it must provide a detailed explanation in the Response as to why it was not possible to timely submit such declarations.

Debtors may submit to the Court, at or prior to the scheduled hearing, an appropriate order granting the relief requested in the Objection or Omnibus Objection in respect of the Claim(s) of such Claimant without further notice to the Claimant.

- D. **Settlement of Dispute.** The Reorganized Debtors may, in their discretion, seek to settle disputed issues related to any Claim or any Objection or Omnibus Objection thereto prior to the hearing on such Objection or Omnibus Objection, and if such dispute or disputes are resolved prior to the hearing, provide the Court with a report of such resolution at the hearing and submit to the Court an order resolving such dispute.
- E. **Status Conference.** If a timely Response is filed, and the Reorganized Debtors determine that discovery is needed to address such Response, the initial hearing on the Objection or Omnibus Objection may be converted into a status conference in respect of the Claim(s) and the Objection or Omnibus Objection to which the Response was filed during which the parties will request that the Court issue a scheduling order to facilitate resolution of the litigation.
- F. **Adjournment.** Upon the consent of counsel for the Reorganized Debtors, the hearing on an Objection or Omnibus Objection to any Claim may be adjourned to any subsequent hearing date in these Chapter 11 Cases. The adjournment of a hearing with respect to a specific Objection or Omnibus Objection shall not delay the entry of an order sustaining Objections or Omnibus Objections to any other Claims for which written Responses were not timely served and filed.
- G. **Reply.** The Reorganized Debtors may file a written Reply to any Response to an Objection or Omnibus Objection no later than one (1) business day before the date on which the Objection or Omnibus Objection to the Claim(s) subject to such Response is scheduled for argument, unless otherwise ordered by the Court.
- H. **Reservation of Rights.** Nothing in any Objection or Omnibus Objection shall constitute a waiver of any right to assert any claims, counterclaims, rights of offset or recoupment, preference actions, fraudulent-transfer actions or any other claims against applicable Claimants. Further, unless and until the Bankruptcy Court allows a Claim or specifically orders otherwise, the Reorganized Debtors or any other party in interest shall have the right to object on any grounds to such Claim (or any other Claims or causes of action filed by the Claimant or that have been scheduled by the Debtors) at a later date. In such event, the respective Claimant will receive a separate notice of any such objections.

## **B. The Multi-Claim Procedures**

### **Procedures for the Resolution of Multiple Claims of Individual Claimants:**

- A. **Multi-Claim Procedures.** The Reorganized Debtors may file Omnibus Resolution Motions for the resolution, in whole or in part, of multiple Claims of

Claimants, including the filing of such Motions seeking the proposed resolution or disposition of Claims filed by Multi-Claim Creditors.

- B. **Omnibus Resolution Motions.** Each Omnibus Resolution Motion shall set forth on a separate exhibit for each Multi-Claim Creditor referenced therein the Reorganized Debtors' position as to which Claims asserted by each Multi-Claim Creditor should be accorded section 503(b)(9), valid Reclamation Demand and/or general unsecured Claim status, all based on the Reorganized Debtors' books and records as to the quantity, cost, location, and delivery dates in respect of the delivery of the goods and services in question, and the availability of any set-off, rebates and/or credits on account of such goods and services.
- C. **Notice of Hearing on Omnibus Resolution Motions.** Except as otherwise provided by order of the Court, the Reorganized Debtors shall provide written notice of any Omnibus Resolution Motion to the applicable Multi-Claim Creditor at least thirty (30) days prior to the hearing on such Omnibus Resolution Motion consistent with Bankruptcy Rule 3007.

To the extent that the Reorganized Debtors have objected to Claims filed by Multi-Claim Creditors by means of an Omnibus Resolution Motion, such Omnibus Resolution Motion shall provide the pertinent information about the relief being sought in respect of the Claims addressed in such Omnibus Resolution Motion, and, to that end will: (i) reference in a conspicuous manner the separate exhibit where each Multi-Claim Creditor whose Claims are being addressed in such Omnibus Resolution Motion may locate their names and their Claims; (ii) attach the applicable exhibits that list the Multi-Claim Creditors alphabetically and reference their respective Claim numbers or other information identifying their respective Claims on such exhibit; (iii) identify on each exhibit the Reorganized Debtors as the objecting party and the grounds for the Omnibus Resolution Motion in respect of the Claims of such Multi-Claim Creditor addressed in such exhibit; (iv) be numbered consecutively in respect of the other Omnibus Resolution Motions previously filed by the Reorganized Debtors; and (v) state with particularity on each exhibit the proposed treatment for the Claims of the applicable Multi-Claim Creditor being addressed in such exhibit.

Each Omnibus Resolution Motion will specify either the date of the hearing thereon, or will indicate that no hearing has yet been scheduled. Omnibus Resolution Motions will be scheduled for a hearing on the next-scheduled Omnibus Hearing Date, if applicable, or at a separate hearing scheduled by the Court. If a hearing at the next-regularly scheduled Omnibus Hearing Date will result in less than thirty (30) days notice to Claimants, the hearing on such Omnibus Resolution Motion will be scheduled for the next Omnibus Hearing Date thereafter, or at a separate hearing date scheduled by the Court.

For the Claims of Multi-Claim Creditors that have been transferred, notice of the Omnibus Resolution Motion shall be provided only to the person or persons listed

as being the owner of such Claims on the Debtors' claims register as of the date the Omnibus Resolution Motion is filed.

**D. Number of Proofs of Claim or Claimants Per Omnibus Resolution Motion.**

The Reorganized Debtors may file Omnibus Resolution Motions that object to and seek to resolve more than 100 Claims; provided, however, that the Reorganized Debtors may object to or seek to resolve the Claims of no more than 200 Multi-Claim Creditors per Omnibus Resolution Motion.

**E. Customized Notice for Omnibus Resolution Motions.**

For each Multi-Claim Creditor subject to an Omnibus Resolution Motion, the Reorganized Debtors shall supplement each Omnibus Resolution Motion with a Customized Notice addressed to the party identified on the first page of each Claim referenced therein (as such addresses may have been or may be supplemented or amended pursuant to Bankruptcy Rule 2002(g) during the pendency of these proceedings). With respect to Claims that have been transferred or assigned by the initial Claimant, the Customized Notice will be provided only to the party listed as the owner of such Claims on the Debtors' claims register as of the date the Omnibus Resolution Motion is filed. Each Customized Notice shall include a copy of the applicable Omnibus Resolution Motion, and all exhibits thereto, listing all Claims subject to the Omnibus Resolution Motion. Each Customized Notice will: (i) identify the particular Claims filed by each Multi-Claim Creditor that are the subject of the Omnibus Resolution Motion (but will not include a copy of the relevant Proofs of Claim, which will be available on the Reorganized Debtors' case information website located at <http://www.qwusadocket.com>); and (ii) notify such Multi-Claim Creditor of the steps that must be taken to contest the relief sought in the Omnibus Resolution Motion in respect of such Multi-Claim Creditor's Claim(s).

**F. Order if No Response.**

If no timely Response is filed to an Omnibus Resolution Motion by an applicable Multi-Claim Creditor, the Reorganized Debtors may submit an order to the Bankruptcy Court sustaining such Omnibus Resolution Motion in respect of the Claims of such Multi-Claim Creditor for which the Reorganized Debtors did not receive a timely Response, without further notice to such Multi-Claim Creditor.

**G. Each Claimant's Aggregate Claims is a Contested Matter.**

The Claims of each Multi-Claim Creditor subject to an Omnibus Resolution Motion and Response thereto shall constitute a separate contested matter as contemplated by Bankruptcy Rule 9014, and any order entered by the Bankruptcy Court will be deemed a separate order with respect to the Claims of such Multi-Claim Creditor. Unless otherwise ordered by the Court, the first scheduled hearing with respect to the Claims of a Multi-Claim Creditor addressed in an Omnibus Resolution Motion will not be an evidentiary hearing at which witnesses may testify.

## **Filing Responses to Omnibus Resolution Motions:**

Parties who disagree with the relief sought in respect of the Claims of any Multi-Claim Creditor addressed in an Omnibus Resolution Motion filed by the Reorganized Debtors are required to file a Response thereto in accordance with the procedures set forth herein. If a Multi-Claim Creditor whose Claims are subject to an Omnibus Resolution Motion does not file and serve a Response in compliance with the procedures below, the Bankruptcy Court may sustain the Omnibus Resolution Motion with respect to such Claims as set forth above, without further notice to such Multi-Claim Creditor.

- A. **Response Deadline.** Once a hearing date has been scheduled in connection with any Omnibus Resolution Motion filed by the Reorganized Debtors, the deadline for filing any response to an Omnibus Resolution Motion (the “Response”) shall be 4:00 p.m. (prevailing Eastern Time) on the date that is ten (10) calendar days before the hearing scheduled thereon (the “Response Deadline”). A Response will be considered timely only if, prior to the Response Deadline, it is properly filed in accordance with the Case Management Order and served so as to be actually received by the following parties: (i) the attorneys for the Reorganized Debtors, Arnold & Porter LLP, 399 Park Ave., New York, New York 10022-4690, Attn: Michael J. Canning, Esq. and (ii) the attorneys for the Joint Claims Oversight Committee, Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, NY 10019-6064, Attn: Andrew N. Rosenberg, Esq.
- B. **Content.** Each Response must contain the following (at minimum):
- (1) an appropriate caption, setting forth the name of the Bankruptcy Court, the name of the Debtors, and the title and date of the Omnibus Resolution Motion to which the Response is directed;
  - (2) the name of the Multi-Claim Creditor, the reference number of the Proof(s) of Claim or 503(b)(9) Claim(s) (as identified on the claims register maintained on the Debtors’ case information website, located at <http://www.qwusadocket.com>) and the Reclamation Demand(s), and an explanation of the basis for the amount of such Multi-Claim Creditor’s Claims;
  - (3) a concise statement setting forth the reasons why the Bankruptcy Court should not sustain the Omnibus Resolution Motion in respect of the Claims of such Multi-Claim Creditor, including, but not limited to, the

specific factual and legal bases upon which the Multi-Claim Creditor will rely in opposing the Omnibus Resolution Motion in respect of such Claims;

- (4) copies of any documentation or other evidence upon which the Multi-Claim Creditor will rely in opposing the Omnibus Resolution Motion in respect of the Claims of such Multi-Claim Creditor at a hearing;<sup>4</sup>
- (5) sworn affidavits or declarations conforming to 28 U.S.C. § 1746 of persons with personal knowledge of any new facts relied upon to support the Response;<sup>5</sup> and
- (6) the Multi-Claim Creditor's name, address, telephone number and facsimile number and/or the name, address, telephone number and facsimile number of the Multi-Claim Creditor's attorney and/or person designated as the representative to whom the attorneys for the Reorganized Debtors should serve a reply to the Response, if any, and/or the name, address, telephone number, facsimile number, and electronic mail address of the party with authority to reconcile, settle or otherwise resolve the Claims on the Multi-Claim Creditor's behalf (collectively, the "Notice Addresses."). If a Response contains Notice Addresses that are different from the name and/or address listed on the applicable Claims, the Notice Addresses will become the service address for future service of papers with respect to only those Claims of the Multi-Claim Creditor addressed in the Omnibus Resolution Motion subject to the Response.

C. **Failure to Timely File a Response.** If a Multi-Claim Creditor fails to file and serve a Response in respect of any Claim of such Multi-Claim Creditor addressed in an Omnibus Resolution Motion on or before the Response Deadline in compliance with the procedures set forth herein, the Reorganized Debtors may submit to the Court, at or prior to the scheduled hearing, an appropriate order granting the relief requested in the Omnibus Resolution Motion in respect of the Claims of such Multi-Claim Creditor, without further notice to the Multi-Claim Creditor.

D. **If Timely Response is Filed.** As to any Response timely filed by a Multi-Claim Creditor in respect of any of its Claims addressed in any Omnibus Resolution Motion, the Reorganized Debtors shall have the option thereafter of:  
(i) withdrawing the resolution proposed in the Omnibus Resolution Motion

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<sup>4</sup> If the Multi-Claim Creditor cannot timely provide such documentation and other evidence, it must provide a detailed explanation in the Response as to why it was not possible to timely provide such documentation and other evidence.

<sup>5</sup> If the Multi-Claim Creditor cannot timely provide such declarations, it must provide a detailed explanation in the Response as to why it was not possible to timely submit such declarations.

relative to some or all of the Claims of such Multi-Claim Creditor so as to address such Claims separately by means of the general Claims Objection Procedures; (ii) seeking a consensual resolution of the Claims of such Multi-Claim Creditor, and thereafter seeking an order of the Court approving the final, agreed upon resolution of such Claims; or (iii) seeking a hearing before the Court to judicially resolve any remaining disputes related to such Claims.

- E. **Status Conference.** If a timely Response is filed in respect of any Claims of a Multi-Claim Creditor, and the Reorganized Debtors determine discovery and a hearing is necessary to address such Response, the initial hearing on the Omnibus Resolution Motion may be converted into a status conference in respect of the Claim(s) to which the Response was filed during which the parties will request that the Court issue a scheduling order to facilitate resolution of the litigation.
- F. **Adjournment.** Upon the consent of counsel for the Reorganized Debtors, the hearing on an Omnibus Resolution Motion in respect of the Claims of any Multi-Claim Creditor addressed in such Omnibus Resolution Motion may be adjourned to any subsequent hearing date in these Chapter 11 Cases. The adjournment of a hearing with respect to any specific Claims of a Multi-Claim Creditor shall not delay the entry of an order with respect any other Claims that are subject to such Omnibus Resolution Motion for which written Responses were not timely served and filed.
- G. **Reply.** The Reorganized Debtors may file a written Reply to any Response filed by a Multi-Claim Creditor in respect of any Claim of such Multi-Claim Creditor addressed in an Omnibus Resolution Motion no later than one (1) business day before the date on which the Claim(s) subject to such Response is scheduled for argument, unless otherwise ordered by the Court.
- H. **Reservation of Rights.** Nothing in any Omnibus Resolution Motion shall constitute a waiver of the right to assert preference actions or fraudulent-transfer actions against applicable Multi-Claim Creditors. Further, unless and until the Bankruptcy Court allows a Claim of any Multi-Claim Creditor or specifically orders otherwise, the Reorganized Debtors or any other party in interest shall have the right to object on any grounds to such Claim (or any other Claims or causes of action filed by the Multi-Claim Creditor or that have been scheduled by the Debtors) at a later date. In such event, the respective Multi-Claim Creditor will receive a separate notice of any such objections.

### **III. PROCEDURES FOR THE RESOLUTION OF CONVENIENCE CLAIMS**

To promote the efficient resolution of Convenience Claims (as defined in the Plan) and the timely distribution of recovery under the Plan on account of such Convenience Claims, the

following procedures shall apply to the objection, resolution and allowance of Convenience Claims (the “Convenience Claims Procedures”):

- A. **Omnibus Convenience Claims Motion.** The Reorganized Debtors may file Omnibus Convenience Claims Motions addressing the allowance of all Convenience Claims either placed in the Convenience Class or regarding which the holders thereof have elected Convenience Class treatment for such Claims.
- B. **Convenience Claims Exhibit.** Each Omnibus Convenience Claims Motion shall include an exhibit, which shall list the Claimants that hold Convenience Claims that were either placed in the Convenience Class pursuant to the provisions of the Plan, or regarding which such Claimants have elected to receive Convenience Class treatment for such Claims. Each exhibit to the applicable Omnibus Convenience Claims Motion will set forth: (i) the name of each Claimant; (ii) the relevant Claim number(s) and the amount of each Convenience Claim(s) as filed by such Claimant; and (iii) the treatment proposed by the Reorganized Debtors for each Convenience Claim held by such Claimant addressed in the Omnibus Convenience Claims Motion, which the Reorganized Debtors anticipate will be generally the lesser of the aggregate amount of such Claimant’s filed Claim(s) and \$2,500.00.
- C. **Notice of Hearing on Omnibus Convenience Claims Motions.** Except as otherwise provided by order of the Court, the Reorganized Debtors shall provide written notice of any Omnibus Convenience Claims Motion to each Claimant holding Convenience Claim(s) addressed in such Motion at least thirty (30) days prior to the hearing on such Omnibus Convenience Claims Motion consistent with Bankruptcy Rule 3007.

Each Omnibus Convenience Claims Motion shall provide the pertinent information about the relief being sought in respect of the Convenience Claims addressed in such Omnibus Convenience Claims Motion, and, to that end will: (i) state in a conspicuous manner where each Claimant whose Convenience Claim is addressed in such Omnibus Convenience Claims Motion can locate their names and their Claim(s); (ii) contain one or more exhibits that list Claimants alphabetically and reference their respective Claim number(s) or other information identifying such Claim(s); (iii) be numbered consecutively in respect of the other Omnibus Convenience Claims Motions previously filed by the Reorganized Debtors; and (v) state with particularity the proposed treatment for each Convenience Claim being addressed in such Omnibus Convenience Claims Motion.

Each Omnibus Convenience Claims Motion will specify either the date of the hearing thereon, or will indicate that no hearing has yet been scheduled. Omnibus Convenience Claims Motions will be scheduled for a hearing on the next-scheduled Omnibus Hearing Date, if applicable, or at a separate hearing

scheduled by the Court. If a hearing at the next-regularly scheduled Omnibus Hearing Date will result in less than thirty (30) days notice to Claimants, the hearing on such Omnibus Convenience Claims Motion will be scheduled for the next Omnibus Hearing Date thereafter, or at a separate hearing date scheduled by the Court.

For Convenience Claims that have been transferred, notice of the Omnibus Convenience Claims Motion shall be provided only to the person or persons listed as being the owner of such Claim(s) on the Debtors' claims register as of the date the Omnibus Convenience Claims Motion.

- D. **Number of Proofs of Claim Per Omnibus Convenience Class Motion.** The Reorganized Debtors may file Omnibus Convenience Claims Motions that object to and seek to resolve more than 100 Convenience Claims; provided, however, that the Reorganized Debtors may object to or seek to resolve the Convenience Claims of no more than 500 Claimants per Omnibus Convenience Claims Motion.
- E. **Order if No Response.** If no timely Response is filed to an Omnibus Convenience Claims Motion by an applicable Claimant, the Reorganized Debtors may submit an order to the Bankruptcy Court sustaining such Omnibus Convenience Claims Motion in respect of each Convenience Claim of such Claimant for which the Reorganized Debtors did not receive a timely Response, without further notice to such Claimant(s).
- H. **Each Claimant's Convenience Claim is a Contested Matter.** The Convenience Claims of each Claimant subject to an Omnibus Convenience Claims Motion and Response thereto shall constitute a separate contested matter as contemplated by Bankruptcy Rule 9014, and any order entered by the Bankruptcy Court will be deemed a separate order with respect to such Claimant's Convenience Claim(s). Unless otherwise ordered by the Court, the first scheduled hearing with respect to any Convenience Claims addressed in an Omnibus Convenience Claims Motion will not be an evidentiary hearing at which witnesses may testify.

### **Filing Responses to Omnibus Convenience Claims Motions**

Parties who disagree with the relief sought in respect of any Convenience Claim addressed in an Omnibus Convenience Claims Motion filed by the Reorganized Debtors are required to file a Response thereto in accordance with the procedures set forth herein. If a Claimant whose Convenience Claim(s) is subject to an Omnibus Convenience Claims Motion does not file and serve a Response in compliance with the procedures below, the Bankruptcy

Court may sustain the Omnibus Convenience Claims Motion with respect to such Convenience Claim(s) as set forth above, without further notice to such Claimant.

- A. **Response Deadline.** Once a hearing date has been scheduled in connection with any Omnibus Convenience Class Motion filed by the Reorganized Debtors, the deadline for filing any response to an Omnibus Convenience Class Motion (the “Response”) shall be 4:00 p.m. (prevailing Eastern Time) on the date that is ten (10) calendar days before the hearing scheduled thereon (the “Response Deadline”). A Response will be considered timely only if, prior to the Response Deadline, it is properly filed in accordance with the Case Management Order and served so as to be actually received by the following parties: (i) the attorneys for the Reorganized Debtors, Arnold & Porter LLP, 399 Park Ave., New York, New York 10022-4690, Attn: Michael J. Canning, Esq. and (ii) the attorneys for the Joint Claims Oversight Committee, Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, NY 10019-6064, Attn: Andrew N. Rosenberg, Esq.
- B. **Content.** Each Response must contain the following (at minimum):
- (1) an appropriate caption, setting forth the name of the Bankruptcy Court, the name of the Debtors, and the title and date of the Omnibus Convenience Claims Motion to which the Response is directed;
  - (2) the name of the Claimant, the reference number of the Proof(s) of Claim (as identified on the claims register maintained on the Debtors’ case information website, located at <http://www.qwusadocket.com>), and an explanation of the basis for the amount of such Claimant’s Convenience Claim(s);
  - (3) a concise statement setting forth the reasons why the Bankruptcy Court should not sustain the Omnibus Convenience Claims Motion in respect of the Convenience Claim(s) of such Claimant, including, but not limited to, the specific factual and legal bases upon which the Claimant will rely in opposing the Omnibus Convenience Claims Motion in respect of such Convenience Claim(s);
  - (4) copies of any documentation or other evidence upon which the Claimant will rely in opposing the Omnibus Convenience Claims Motion in respect of the Convenience Claim(s) of such Claimant at a hearing;<sup>6</sup>

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<sup>6</sup> If the Claimant cannot timely provide such documentation and other evidence, it must provide a detailed explanation in the Response as to why it was not possible to timely provide such documentation and other evidence.

- (5) sworn affidavits or declarations conforming to 28 U.S.C. § 1746 of persons with personal knowledge of any new facts relied upon to support the Response;<sup>7</sup> and
- (6) the Claimant's name, address, telephone number and facsimile number and/or the name, address, telephone number and facsimile number of the Claimant's attorney and/or person designated as the representative to whom the attorneys for the Reorganized Debtors should serve a reply to the Response, if any, and/or the name, address, telephone number, facsimile number, and electronic mail address of the party with authority to reconcile, settle or otherwise resolve the Convenience Class Claim(s) on the Claimant's behalf (collectively, the "Notice Addresses."). If a Response contains Notice Addresses that are different from the name and/or address listed on the applicable Convenience Claim(s), the Notice Addresses will become the service address for future service of papers with respect to only those Convenience Claims addressed in the Omnibus Convenience Claims Motion subject to the Response.
- C. **Failure to Timely File a Response.** If a Claimant fails to file and serve a Response in respect of such Claimant's Convenience Claim(s) addressed in an Omnibus Convenience Claims Motion on or before the Response Deadline in compliance with the procedures set forth herein, the Reorganized Debtors may submit to the Court, at or prior to the scheduled hearing, an appropriate order granting the relief requested in the Omnibus Convenience Claims Motion in respect of such Claimant's Convenience Claim(s), without further notice to such Claimant.
- D. **If Timely Response is Filed.** As to any Response timely filed by a Claimant in respect of any of its Convenience Claim(s) addressed in an Omnibus Convenience Claims Motion, the Reorganized Debtors have the option thereafter of (i) withdrawing the resolution proposed as it relates to such Claim(s) as Convenience Claims in order to address such Claim(s) separately by means of the Claims Objection Procedures; (ii) seeking a consensual resolution of the Convenience Claim(s) of such Claimant and thereafter seeking an order of the Court approving the final, agreed upon resolution of such Claim(s); or (iii) seeking a hearing before the Court to judicially resolve any remaining disputes related to such Claim(s).
- E. **Status Conference.** If a timely Response is filed in respect of any Convenience Claim(s) of a Claimant, and the Reorganized Debtors determine discovery and a hearing is necessary to address such Response, the initial hearing on the Omnibus Convenience Claim may be converted into a status conference in respect of the

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<sup>7</sup> If the Claimant cannot timely provide such declarations, it must provide a detailed explanation in the Response as to why it was not possible to timely submit such declarations.

Claim(s) to which a Response was filed during which the parties will request that the Court issue a scheduling order to facilitate resolution of the litigation.

- F. **Adjournment.** Upon the consent of counsel for the Reorganized Debtors, the hearing on an Omnibus Convenience Claims Motion in respect of any Convenience Claim(s) of any Claimant may be adjourned to any subsequent hearing date in these Chapter 11 Cases. The adjournment of a hearing with respect to any specific Convenience Claim shall not delay the entry of an order with respect to any other Convenience Claims that are subject to Omnibus Convenience Claims Motion which written Responses were not timely served and filed.
- G. **Reply.** The Reorganized Debtors may file a written Reply to any Response filed by a Claimant in respect of any Convenience Claim(s) of such Claimant addressed in an Omnibus Convenience Claims Motion no later than one (1) business day before the date on which the Convenience Claim(s) subject to such Response is scheduled for argument, unless otherwise ordered by the Court.
- H. **Reservation of Rights.** Nothing in any Omnibus Convenience Class Motion shall constitute a waiver of the right to assert preference actions or fraudulent-transfer actions against applicable Claimants holding Convenience Claim(s). Further, unless and until the Bankruptcy Court allows a Convenience Claim or specifically orders otherwise, the Reorganized Debtors or any other party in interest have the right to object on any grounds to such Convenience Claim (or any other Claims or causes of action filed by the Claimant or that have been scheduled by the Debtors) at a later date. In such event, the respective Claimant will receive a separate notice of any such objections.

#### IV. **THE CLAIM SETTLEMENT PROCEDURES**

To promote the efficient consensual resolution and allowance of Claims, the following procedures shall apply (the “Claim Settlement Procedures”):

- A. **Permitted Settlements.** The Reorganized Debtors may compromise and settle disputed Claims held by Consensual Resolution Creditors, in each such case either by means of an appropriate stipulation with each Consensual Resolution Creditor, or, at the Reorganized Debtors election, by such other written agreement, including an email exchange, as may be agreed upon between the parties, whether or not rising to the level of a formal stipulation (each a “Permitted Settlement”); provided, however, that with respect to the settlement of any Claim(s) of a Consensual Resolution Creditor which individually, or in the aggregate, are in excess of \$1,000,000, the Reorganized Debtors may only compromise and settle such Claim(s) upon reasonable prior notice of such proposed settlement to the Joint Claims Oversight Committee.

- B. **Substance of Permitted Settlements.** Permitted Settlements may address: (i) the allowance or disallowance of any Claim(s) and the amount of any such Allowed Claim(s); (ii) the allowance of such Claim(s) as priority or secured Claim(s) under the Bankruptcy Code; and (iii) the allowance of such Claim(s) as a 503(b)(9) Claims or Administrative Claims; and /or (iv) the settlement of a Reclamation Demand.
- C. **Omnibus Application to Allow Permitted Settlements.** The Reorganized Debtors may file one or more applications (each an “Omnibus Application to Allow Permitted Settlements”) to which will be attached an exhibit summarizing each of the Permitted Settlements entered into by the Reorganized Debtors during the period covered by such Omnibus Application to Allow Permitted Settlements (in each case a “Settlement Exhibit”).
- D. **The Settlement Exhibit.** Each Settlement Exhibit shall set forth (i) a list of each Consensual Resolution Creditor that holds Claims that are subject to a Permitted Settlement; (ii) the Claim number(s) and the amount of each Claim of such Consensual Resolution Creditor addressed therein; and (iii) the proposed treatment of such Claims as provided for in the applicable Permitted Settlements.
- E. **Settlement Notice.** Each Omnibus Application to Allow Permitted Settlements may be filed on ten (10) days notice of presentment in accordance with the Local Rules.
- F. **Settlement Objections.** Any party in interest may file written objections (the “Settlement Objections”) to any Permitted Settlement described in an Omnibus Application to Allow Permitted Settlements with the Court and serve such objection on the Reorganized Debtors within the ten (10) day notice period (the “Settlement Objection Deadline”).
- G. **Failure to File a Settlement Objection.** If no Settlement Objection is filed with the Court and served by the Settlement Objection Deadline in respect of the allowance of any Claim addressed in a Permitted Settlement set forth in the applicable Settlement Exhibit, such Claim shall be allowed by order of the Court, and the Reorganized Debtors shall, without the need for a Court hearing, submit an order for entry by the Court allowing those Claims as to which no Settlement Objections have been filed, which determination shall be deemed final and binding on the Reorganized Debtors’ estates and all parties in interest.
- H. **Hearing.** With respect to any Claim as to which a Settlement Objection is filed with the Court and served on the Reorganized Debtors by the Settlement Objection Deadline, the Court shall set a hearing for the determination of such Settlement Objection.
- I. **Number of Proofs of Claim Per Omnibus Application to Allow Permitted Settlements.** The Reorganized Debtors may file Omnibus Applications to Allow Permitted Settlements that contain more than 100 Claims; provided, however, that

the Reorganized Debtors may include no more than 500 Permitted Settlements per Omnibus Application to Allow Permitted Settlements.

- J. **Reservation of Rights.** Nothing in any Omnibus Application to Allow Permitted Settlements shall constitute a waiver of the right to assert preference actions or fraudulent-transfer actions against applicable Claimants. Further, unless and until the Bankruptcy Court allows a Claim addressed in a Permitted Settlement or specifically orders otherwise, the Reorganized Debtors or any other party in interest have the right to object on any grounds to such Claims (or any other Claims or causes of action filed by the Claimant or that have been scheduled by the Debtors) at a later date. In such event, the respective Claimant will receive a separate notice of any such objections.