

PEPPER HAMILTON LLP
Anne Marie Aaronson (AA 1679)
3000 Two Logan Square
18th and Arch Streets
Philadelphia, PA 19103-2799
(215) 981-4000

Counsel for Holliston LLC

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

IN RE:	:	Chapter 11
	:	Case No. 08-10152 (JMP)
	:	
QUEBECOR WORLD (USA) INC., <u>et al.</u> ,	:	
	:	(Jointly Administered)
Debtors.	:	
	:	
	:	
	:	

HOLLISTON LLC'S NOTICE OF DEMAND FOR RECLAMATION

PLEASE TAKE NOTICE that on February 5, 2008, pursuant to 11 U.S.C §546, Holliston LLC served its written demand for reclamation of goods totaling \$45,967.01 upon Quebecor World (USA) INC. and its proposed counsel via overnight courier. A copy of the written demand is attached.



/s/ Anne Marie Aaronson
Anne Marie Aaronson (AA 1679)
PEPPER HAMILTON LLP
3000 Two Logan Square,
18th and Arch Streets
Philadelphia, PA 19103-2799
(215) 981-4000

Counsel for Holliston LLC

Dated: February 5, 2008



Holliston LLC
905 Holliston Mills Road
Church Hill, TN 37642
www.holliston.com

423 357-6141 *phone*
800 251-0451 *customer service*
423 357-3893 *int'l phone*
800 325-0351 *fax*

NOTICE OF RECLAMATION

February 1, 2008

To: Quebecor World (USA) Inc.
299 State Street
North Haven, CT 06473
Attn: Laura Norden, Assistant General Counsel

Arnold & Porter LLP
399 Park Avenue
New York, NY 10022
Attn: Michael J. Canning

Ladies and Gentlemen:

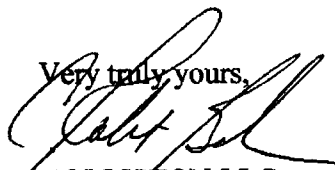
Pursuant to Uniform Commercial Code Section 2-702 and Bankruptcy Code Section 546(c), 11 U.S.C. § 546(c), Holliston LLC ("Holliston") hereby demands reclamation of all its products received by you within the applicable statutory period, including but not limited to all products which were delivered in connection with the invoices and other documents listed on Exhibit A attached hereto. The total for all product claimed pursuant to this reclamation demand is \$45,967.01. Holliston will provide additional documentation supporting the claim upon request.

Holliston demands an immediate accounting and inventory from you of all products and all other items subject to reclamation pursuant to this Notice and demands that all products subject to reclamation pursuant to this Notice be segregated from other product in your possession. Please send a copy of the accounting and inventory to Holliston's counsel at:

Leon Barson, Esq.
Pepper Hamilton LLP
3000 Two Logan Square
18th & Arch Streets
Philadelphia, PA 19103
barsonl@pepperlaw.com

I have been advised of your bankruptcy filing on January 21, 2008. This demand is given for notice purposes only in order to set forth our reclamation claim. Notwithstanding the foregoing, nothing herein shall constitute an admission or agreement by Holliston that the product listed on Exhibit A, under the heading "Consignment Usage Invoiced" was delivered to you on any basis other than on consignment. Pursuant to section 503(b)(9) of the Bankruptcy Code, Holliston asserts an administrative claim for the value of all goods delivered to you within 20 days prior to January 21, 2008.

Very truly yours,



HOLLISTON LLC

By: C. ROBERT BEISHLINE CFO V.P.

EXHIBIT A

Quebecor

Location shipped	Date invoiced	Invoice Number	Inv. Amt.	Quebecor PO #	Product
Consignment Usage Invoiced					
Quebecor World Martinsburgh	1/8/2008	S-0005290	2,477.55	70020900	881791 Kennett Jet Black
			67.55	70020900	881794 Kennett Navy
			2,545.10		
Quebecor World Martinsburgh	1/9/2008	S-0005292	1,218.00	70006100	881800 Pearl Linen Vellum
			168.00	70006100	881802 Pearl Linen Vellum
			1,386.00		
Quebecor World Martinsburgh	1/7/2008	S-0005293	1,012.91	70006300	881791 Kennett Jet Black
			125.45	70006300	881809 Kennett Natural
			144.75	70006300	881794 Kennett Navy
			1,042.20	70006300	881797 Kennett Valentine
			2,325.31		
Quebecor World Fairfield	12/6/2007	S-0004903	1,264.15	70029900	881809 Kennett Natural
			1,264.15		
Quebecor World Martinsburgh	12/4/2007	S-0004794	398.00	70006300	881791 Kennett Jet Black
			752.70		881794 Kennett Navy
			965.00		881797 Kennett Valentine
			2,115.70		
Purchases					
Quebecor World Fairfield	12/14/2007	S-0005036	262.45	70697600	820616 Kennett Forest
			262.45		
Quebecor World Fairfield	12/18/2007	S-0005085	162.12	70704600	820598 Kennett Antique N
			162.12		
Quebecor World Versailles	12/21/2007	S-0005173	13,542.24	7095600	818677 Sturdite 18 WR/BV
			21,106.80		818676 Roxite Record Buc
			34,649.04		
					Pearl Linen Vellum
Quebecor World Versailles	12/26/2007	S-0005180	1,169.40	70850500	820552 Blace
			1,169.40		
Quebecor World Martinsburgh	1/11/2008	S-0005370	87.74	80010800	820616 Kennett Forest
			87.74		