

**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

**STIPULATION, AGREEMENT AND ORDER BETWEEN THE DEBTORS AND AEP
REGARDING AEP'S ADMINISTRATIVE EXPENSE CLAIM**

This Stipulation and Consent Order (the "Stipulation") is entered into and agreed to by and between Quebecor World (USA) Inc., et al. (the "Debtors"), the Debtors in the above-captioned cases, and AEP Industries, Inc. ("AEP") by and through their undersigned attorneys, as follows:

WHEREAS, on January 21, 2008 (the "Petition Date"), the Debtors filed their voluntary petitions in this Court for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). The Debtors' cases are being jointly administered pursuant to an order of this Court, and pursuant to sections 1107 and 1108 of the Bankruptcy Code the Debtors continue to operate their businesses and manage their properties as debtor-in-possession; and

WHEREAS, on January 31, 2008, an Official Committee of Unsecured Creditors (the "Creditors' Committee") was appointed in these cases; and

WHEREAS, AEP is a manufacturer that supplies, among other things, plastic wrapping products to the Debtors; and

WHEREAS, on or about March 21, 2008, AEP filed a Motion for Allowance of an Administrative Expense Claim, Pursuant to 11 U.S.C. § 503(b)(9), for Goods Delivered to the Debtors Within Twenty (20) Days of the Bankruptcy Filing (the "503(b)(9) Demand Motion"), which motion is returnable on April 17, 2008; and

WHEREAS, on or about April 10, 2008, the Debtors filed a Motion for Entry of an Order Establishing and Implementing Exclusive, Global Procedures for the Allowance and Payment of section 503(b)(9) Claims Relating to Goods Received Within Twenty Days Prior to the Petition Date (the “Procedures Motion”), which motion is also returnable on April 17, 2008; and

WHEREAS, the Debtors and AEP agree to fully and completely resolve AEP’s 503(b)(9) Demand Motion on the terms and conditions set forth in this Stipulation.

NOW THEREFORE, it is hereby Stipulated that:

1. AEP consents to abide by the procedures for the allowance and payment of section 503(b)(9) claims to be established by the Court pursuant to the Debtors’ Procedures Motion.
2. AEP’s 503(b)(9) Demand Motion is hereby deemed to satisfy all of the proposed requirements set forth in the Procedures Motion with respect to the filing of a section 503(b)(9) claim, including that such claim has been timely and properly filed with the requested supporting documentation.
3. Nothing herein shall prohibit the Debtors, the Creditors’ Committee, or any other party in interest from requesting additional documentation from AEP with respect to its section 503(b)(9) claim, or from objecting to the section 503(b)(9) claim.
4. In accordance with the Debtors’ proposed requirements for the filing of a section 503(b)(9) claim, AEP’s section 503(b)(9) claim is hereby deemed allowed, subject to any objection that may be filed by the Debtors or any other party-in-interest in accordance with further procedures for claim allowance to be established by the Court. Should such an objection be filed, such claim shall be

adjudicated and allowed in accordance with the further procedures for claim allowance established by the Court.

5. This Stipulation resolves in all respects AEP's 503(b)(9) Demand Motion.
6. This Stipulation may only be amended or otherwise modified by a signed writing executed by the parties.
7. This Stipulation shall be binding upon the representatives, successors and assigns of the parties hereto.
8. This Stipulation may be executed in counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument, and it shall constitute sufficient proof of this Stipulation to present copies or facsimiles signed by the parties.
9. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Stipulation.
10. The parties hereby make a joint request that the Court "so-order" this Stipulation.

Dated: New York, New York
April 16, 2008

By: /s/ Slava Hazin
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Possession*

SO ORDERED.

Dated: New York, New York
April 17, 2008

s/ James M. Peck
Honorable James M. Peck