

UNITED STATES BANKRUPTCY COURT  
Southern District of Manhattan  
1 Bowling Green, New York City, NY 10004

**PROOF OF CLAIM**

THIS SPACE FOR COURT USE ONLY

In RE (Name of Debtor)  
Quebecor World Inc.

Case Number  
08-10152

NOTE: This form should not be used to make a claim for an administrative expense ensuing after commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

**Name of Creditor**  
Toyota Motor Credit Corporation /Toyota Financial Services /Lexus Financial Services

Check box if you are aware that anyone else has filed a POC relating to your claim. Attach copy of statement giving particulars.

**Name & Address Where Notices Should Be Sent:**

Toyota Motor Credit Corporation  
19001 S. Western Ave. WF-21  
Torrance, CA 90501

Check box if you never received any notices from the bankruptcy court in this case.

**Telephone No.** 800-551-9785

Check box if this address differs from the address on the envelope sent to you by the court.

**Account Number**

2/3 31930-053

Replaces

Check here if this claim

previously filed claim dated:

Amends

**1. BASIS FOR CLAIM**

Goods sold

Services performed

**Money loaned**

Personal injury/wrongful death

Taxes

Other (Describe briefly)

Retiree benefits as defined in 11 U.S.C. § 1114(a)

Wage, salaries, and commissions (Fill out below)

Your social security number

Unpaid compensation for services performed

from \_\_\_\_\_ to \_\_\_\_\_

(date) (date)

**2. DATE DEBT WAS INCURRED**  
6/11/07

**3. IF COURT JUDGMENT, DATE OBTAINED:**

**4. CLASSIFICATION OF CLAIM.** Under the Bankruptcy Code all claims are classified as one or more of the following: (1) Unsecured nonpriority, (2) Unsecured priority, (3) Secured. It is possible for part of a claim to be in one category and part in another. CHECK THE APPROPRIATE BOX OR BOXES that best describes your claim and STATE THE AMOUNT OF THE CLAIM.

**SECURED CLAIM \$0.0\***  
Attach evidence of perfection of security interest  
Brief Description of Collateral

Real Estate  **Motor Vehicle**  Other (Describe)

Amount of arrearage & other charges included in secured claim above, if any \$2,046.09

**UNSECURED NONPRIORITY CLAIM \$69,107.36\***

A claim is unsecured if there is no collateral or lien on property of the debtor securing the claim or to the extent that the value of such property is less than the amount of the claim.

**UNSECURED PRIORITY CLAIM §**  
Specify the priority of the claim

Wages, salaries, or commissions (up to \$2000, earned not more than 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier) - 11 U.S.C. § 507(a)(3)

Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4)

Up to \$900 of deposits towards purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6)

Taxes or penalties of governmental units - 11 U.S.C. § 507(a)(7)

Other - 11 U.S.C. § 507(a)(2), (a)(5) - (Describe briefly)

**5. TOTAL AMOUNT OF CLAIM AT TIME CASE FILED:**

\$69,107.36\*

\$

\$

\$69,107.36

(Unsecured)

(Secured)

(Priority)

(Total)

\*Represents remaining lease payments only; does not include purchase option if any. At maturity on 6/11/10, equipment muste either be returned or purchased in full. Debtor to make post-petition payments directly to TMCC.

Check box if claim includes pre-petition charges in addition to principal amount of claim. Attach itemized statement.

**6. CREDITS AND SETOFFS:** The amount of all payments on this claim has been credited & deducted for the purpose of making this proof of claim. In filing this claim, claimant has deducted all amounts that claimant owes to debtor.

**7. SUPPORTING DOCUMENTS:** Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, or evidence of security interests. If the documents are not available explain. If the documents are voluminous, attach a summary.

**8. TIME-STAMPED COPY:** To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.

SPACE FOR COURT USE ONLY

DATE  
03/20/08

SIGNATURE AND TITLE

/s/Pete Athey

Pete Athey, Asset Protection Analyst  
1-800-551-9785 x-65913



**TOYOTA MOTOR CREDIT CORPORATION  
SUPPLEMENTAL EQUIPMENT ORDER  
TO LEASE AGREEMENT (EQUIPMENT)**

**RECEIVED**

MAY 18 2007

**COMMERCIAL FINANCE**

This Supplemental Equipment Order ("Equipment Order") amends the Lease Agreement dated December 13, 2005 ("Master Lease"), by and between Toyota Material Handling, USA, Inc. formerly known as Toyota Industrial Equipment ("Lessor"), and Quebecor World Inc. ("Lessee") with reference to the following facts:

- A. Lessor and Lessee have entered into the Master Lease pursuant to which Lessee leases from Lessor certain Equipment, as described therein.
- B. Lessee desires to lease the Additional Equipment described hereinbelow.
- C. Lessor and Lessee desire to amend the Master Lease to provide for the Additional Equipment to be leased by Lessee from Lessor under to the terms of the Master Lease, as amended by this Equipment Order to be known as Supplement # .
  - 1. **Additional Equipment.** Subject to the terms and conditions of the Master Lease, Lessor hereby rents to Lessee and Lessee hereby rents from Lessor the material handling vehicles, complete with all additions, attachments and accessories, described below (the "Additional Equipment"):

Item No.	Quantity	Description/ Serial No.	Monthly Rental Per Item	Initial Term	Maintenance Fee Per Month Per Item	Security Deposit	Hourly Overtime Rate Per Item
1	FOUR	NEW TOYOTA FORKLIFTS MODEL # 8FGCU25 SERIAL # 12109,12080, 12056,12014	\$567.97 EACH (+TAX IF APPLICABLE)  (\$15 Fleet Maintenance Fee included)	36 MO.	\$65.00 (+ TAX IF APPLICABLE)	N/A	5.75 (IN EXCESS OF 2,000 HRS PER YEAR)

PO# 000334

Subject to the terms set forth herein, the Equipment described in the Master Lease shall include the Equipment delivered under the Master Lease and the Additional Equipment delivered hereunder.

- 2. **Term.** The rental term of the Additional Equipment will commence the delivery thereof and, unless sooner terminated as provided in the Master Lease, will continue for the number of months set forth above under "Initial Term".
- 3. **Delivery Location.** All Additional Equipment will be delivered to Lessee's location as set forth:
 

6688 Box Springs Blvd  
 Street  
Riverside      CA      92507  
 City                      State      Zip Code
- 4. **Rent.** Lessee will pay the monthly rental stated in Paragraph 1 above with respect to each item of Additional Equipment commencing on the day of delivery and on or before the \_\_\_\_\_ day of each successive month thereafter during the initial term, or as extended pursuant to Paragraph 2.2 of the Master Lease, or until the Equipment and the Additional Equipment are returned to Lessor. All rents and other sums payable to Lessor will be paid to Toyota Motor Credit Corporation at the address provided in the Master Lease.
- 5. **Integration.** Except as supplemented or amended by this Equipment Order, the terms of the Master Lease shall remain valid and enforceable and are incorporated herein by reference. This Equipment Order shall control as to any conflict or inconsistency with any provision of the Master Lease.
- 6. **Acknowledgment of Delivery.** By its execution of this Equipment Order, Lessee hereby acknowledges delivery and receipt of the Additional Equipment as of the date hereof and further acknowledges that the Additional Equipment operates properly.

IN WITNESS WHEREOF, the parties have executed this Equipment Order in duplicate, each of which shall constitute an original, and the effectiveness of which shall be conditioned by the written acceptance hereof by Toyota Motor Credit Corporation evidenced below.

LESSEE: Quebecor World Inc.

LESSOR: Toyota Material Handling, USA, Inc. formerly known as Toyota Industrial Equipment

By: [Signature]

By: [Signature] 6-8-07

Title: 5115107 Regional Controller

Title: National Account & Fleet Sales Manager

TOYOTA MOTOR CREDIT CORPORATION

By: [Signature]

Title: Fleet Finance Supervisor

Accepts assignment of the Equipment delivered hereunder and acknowledges modification of the Master Lease.

**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

**A. NAME & PHONE OF CONTACT AT FILER (optional)**  
**Phone: (800) 331-3282 Fax: (818) 662-4141**

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**B. SEND ACKNOWLEDGEMENT TO: (Name and Address)**

**UCC Direct Services** **11258215**  
**P.O. Box 29071**  
**Glendale, CA 91209-9071**

**DE, Secretary of State**

**UCC Direct Services**  
Representation of filing

**This filing is Completed**  
File Number : 20072017365  
File Date : 30-MAY-2007

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

**1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name(1a or 1b) - do not abbreviate or combine names**

**1a. ORGANIZATION NAME**  
**QUEBECOR WORLD INC.**

OR

**1b. INDIVIDUAL LAST NAME** FIRST NAME MIDDLE NAME SUFFIX

**1c. MAILING ADDRESS** CITY STATE POSTAL CODE COUNTRY

**830 W. 37TH ST.** **LOVELAND** **CO** **80538** **USA**

**1d. SEE INSTRUCTIONS** **ADD'L INFO RE ORGANIZATION DEBTOR** **1e. TYPE OF ORGANIZATION** **1f. JURISDICTION OF ORGANIZATION** **1g. ORGANIZATIONAL ID#, if any**

**Corporation** **DE** **2508479**  NONE

**2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name(2a or 2b) - do not abbreviate or combine names**

**2a. ORGANIZATION NAME**

OR

**2b. INDIVIDUAL LAST NAME** FIRST NAME MIDDLE NAME SUFFIX

**2c. MAILING ADDRESS** CITY STATE POSTAL CODE COUNTRY

**2d. SEE INSTRUCTIONS** **ADD'L INFO RE ORGANIZATION DEBTOR** **2e. TYPE OF ORGANIZATION** **2f. JURISDICTION OF ORGANIZATION** **2g. ORGANIZATIONAL ID#, if any**

NONE

**3. SECURED PARTY'S (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)**

**3a. ORGANIZATION NAME**  
**Toyota Motor Credit Corporation**

OR

**3b. INDIVIDUAL LAST NAME** FIRST NAME MIDDLE NAME SUFFIX

**3c. MAILING ADDRESS** CITY STATE POSTAL CODE COUNTRY

**P. O. Box 3457** **Torrance** **CA** **90510-3457** **USA**

**4. THIS FINANCING STATEMENT covers the following collateral**

It is the intent of the parties that the transaction referenced herein constitutes a true lease. The party designated as the secured party in Item 3 above is the owner of the property described herein. This filing is made as a precaution should the transaction be viewed as other than a true lease.

**FOUR (4) TOYOTA FORKLIFTS**  
**MODEL #8FGCU25**  
**SERIAL #12109,12080,12056,12014**

**5. ALTERNATE DESIGNATION (if applicable):**  LESSOR  CONSIGNEE/CONSIGNOR  BAILEE/BAILOR  SELLER/BUYER  AGENT  NON-UCC FILING

**6. THIS FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS** Attach Addendum (if applicable)  Check to REQUEST SEARCH REPORT(S) on Debtor(s) (ADDITIONAL FEE) (optional)  All Debtors  Debtor 1  Debtor 2

**8. OPTIONAL FILER REFERENCE DATA** **FLEET**  
**25087297**