

**CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL
COURT NO: 500-11-032338-085**

S U P E R I O R C O U R T
Commercial Division
*Designated tribunal under the
Companies' Creditors Arrangement Act*

**IN THE MATTER OF THE PLAN OF
COMPROMISE OR ARRANGEMENT OF
QUEBECOR WORLD INC. AND
VARIOUS SUBSIDIARIES AS LISTED IN
SCHEDULE "A"**

DEBTORS

- and -

ERNST & YOUNG INC.

MONITOR

14TH REPORT OF THE MONITOR – SEPTEMBER 23, 2008

INTRODUCTION

1. On January 21, 2008 this Court, sitting as designated tribunal under the *Companies' Creditors Arrangement Act* ("CCAA")¹, issued an order at the request of Quebecor World Inc. ("QWI") and certain of its affiliates (collectively, the "**Petitioners**" or the "**Companies**") declaring that the Petitioners are debtor companies to which the CCAA applies, granting certain relief to the Companies while they prepare a plan of arrangement pursuant to the CCAA (the "**CCAA Proceedings**"), and appointing Ernst & Young Inc. as monitor ("**EYI**" or the "**Monitor**"). The initial order of this Court, which governs these proceedings, was issued on January 21, 2008 (the "**Date of Filing**") and was modified on several occasions subsequently, the most recent modification having been made on July 18, 2008 (the "**Initial Order**").
2. Contemporaneously, all the Companies other than QWI (the "**U.S. Petitioners**") asked for and received relief under Chapter 11 (the "**U.S. Proceedings**") of the *U.S. Bankruptcy Code*².
3. The orders granted by this Court and by the Bankruptcy Court of the Southern District of New York (the "**U.S. Court**") together with the relief provided under the CCAA and the *U.S.*

¹ *Companies' Creditors Arrangement Act* ("CCAA"), R.S.C. 1985, c. C-36, as amended.

² *United States Code*, title 11, chapter 11.

*Bankruptcy Code*³ provide, among other things, for a stay of proceedings against the Companies while they prepare a restructuring plan.

4. The purpose of this 14th Report of the Monitor (the “**Report**”) is to provide the Court with a summary of the claims determination process being proposed by the Companies in their application for a claims process for QWI (the “**Claims Procedure**”) and the related Claims Procedure Order (the “**Claims Procedure Order**”), a claims process for the U.S. Petitioners to be handled outside the jurisdiction of the Canadian Courts, as well as the proposed cross-border protocol on the filing and determination of claims (the “**Cross-Border Claims Protocol**”) intended to supplement the procedures established by the U.S. Court and the Canadian Court with respect to the filing and handling of claims. The 14th Report also provides details on the commencement of proceedings under Chapter 15 of the *U.S. Bankruptcy Code* being sought by the Monitor. The content of this Report is presented in the following categories:
 - Proposed Claims Procedure
 - Proposed Cross-Border Claims Protocol
 - Proposed Chapter 15 Filing
 - Monitor’s Analysis and Recommendations

TERMS OF REFERENCE

5. In preparing this Report, the Monitor has relied upon unaudited information prepared by or on behalf of the Companies, the Companies’ books and records, discussions with management and employees of the Companies, and information from other sources. The Monitor has not audited, reviewed, or otherwise attempted to verify the accuracy or completeness of such information and, accordingly, the Monitor expresses no opinion or other form of assurance with respect to the information as presented in this Report.
6. We have requested that management bring to our attention any significant matters which were not addressed in the course of our specific inquiries. Accordingly, this Report is based solely on the information (financial or otherwise) made available to us.
7. Unless otherwise stated, all monetary amounts contained herein are expressed in U.S. dollars.
8. Capitalized terms not defined in this Report are as defined in the Initial Order, the Claims Procedure Order, or in the Monitor’s previous reports.

³ §362 of the Bankruptcy Code.

PROPOSED CLAIMS PROCEDURE

General

9. QWI is seeking approval of a Claims Procedure whereby QWI will call for the claims of its creditors to be filed with the Monitor before a claims bar date (as defined and as described more fully below). Claims against QWI will be filed only in Canada pursuant to the CCAA Proceedings.
10. The Companies are also seeking approval from this Court that the claims against the U.S. Petitioners be filed in accordance with the claims process to be established concurrently by the U.S. Court in that respect, so as to conclusively determine the claims against QWI and the U.S. Petitioners.
11. The Petitioners and their legal counsel, the Monitor, and the Committees⁴ are in discussions to develop a Cross-Border Claims Protocol which, if approved by this Court and the U.S. Court, will supplement the procedures established by each of the Canadian Court and the U.S. Court with respect to the filing and determination of claims, notably those claims filed in the wrong jurisdiction, and claims filed against both QWI and the U.S. Petitioners. The draft Cross-Border Claims Protocol is discussed in further detail below.
12. The claims against QWI and the claims against the U.S. Petitioners will then be determined for voting and distribution purposes under the plan or plans of arrangement to be presented by QWI and the Petitioners (collectively the “Plan”).
13. While neither QWI nor the U.S. Petitioners have yet filed a Plan with the Courts, the Petitioners believe that the establishment and commencement of claims processes in Canada and the U.S. for creditors at this time will advance the Petitioners’ restructuring efforts.
14. Numerous issues are expected to be encountered with respect to the nature and valuation of claims, including namely: creditors may be uncertain as to against which Petitioner they should file a claim and may choose to file duplicate claims in both proceedings; creditors may file claims relating to previously unknown actions; or the creditors’ initial valuation of their claims may differ substantially from QWI’s previous estimates of such claims. Beginning the claims processes now will provide useful information to the Petitioners and their stakeholders in the development of a Plan and provide essential time for the claims to be identified and, where possible, adjudicated in advance of a Plan being voted on by the creditors.

⁴ the U.S. Creditors’ Committee, the Lenders and the Ad Hoc Group of Noteholders (the “Committees”)

Proposed Claims Procedure

15. The purpose of the proposed Claims Procedure is to establish claims against QWI arising prior to January 21, 2008, as well as claims arising on or after January 21, 2008, in connection with any indebtedness, liability or obligation of any kind arising out of the repudiation, termination or restructuring of any contract, lease, employment agreement or other agreement by QWI (“**Restructuring Claim**”).
16. Specifically, no claims need be filed for an “**Excluded Claim**” as defined herein below:
 - 16.1. claims for goods and services provided on or after January 21, 2008;
 - 16.2. Inter-Company Claims (i.e. claims against QWI by any subsidiary of QWI);
 - 16.3. claims by the beneficiaries of the CCAA Charges in relation to such charges;
 - 16.4. claims of current employees in respect of duly earned and owing salary, commissions, vacation, severance, sick leave, and reimbursement obligations in connection with health, dental, vision, or other insurance or expense reimbursement programs, and
 - 16.5. claims of any current officers, directors and employees of QWI for indemnification and/or contribution from such officer’s, director’s or employee’s service to QWI.
17. However, there are pre-petition and post-petition amounts owing to current and former employees of the Companies that are not based upon the specific foregoing list of potential claims enumerated in 16.5 above. The Petitioners are developing a specific notice for active employees to clarify the impact of the Claims Procedure since the employees will receive a Claim Package as a known potential creditor in the Claims Procedure, as will the U.S. employees as part of the Chapter 11 Cases.

Notice To File Claims

18. QWI proposes that if a Person has a claim against QWI, it will need to file a duly completed Proof of Claim form with the Monitor. Claims relating to amounts arising before January 21, 2008 must be received by 5:00 p.m. (Montréal Time) on December 5, 2008 (the “**Claims Bar Date**”), unless the Court orders that the Proof of Claim be accepted after that date, failing which that Person will be forever barred from advancing a claim against QWI.
19. Any Person having any right against QWI for a Restructuring Claim, must file a Proof of Claim against QWI by the later of the Claims Bar Date or no later than 5:00 p.m. (Montréal Time) on

the 30th day following the receipt of a written notice advising such person to file a Proof of Claim, failing which that Person will be forever barred from advancing a Restructuring Claim against QWI.

20. Known creditors will be notified of the requirement to file Proofs of Claim by the following means:
 - 20.1. The Monitor will send by regular mail a copy of the Proof of Claim form, an instruction letter explaining how to complete same and a copy of the Claims Procedure Order, (collectively the “Claim Package”) to all known creditors, no later than 5:00 p.m. (Montréal Time) on October 14, 2008. The proposed Proof of Claim form and proposed instruction letter (in English only) are attached to this Report as Appendices A and B and will be translated to French such that one bilingual Claim Package will be mailed to all known creditors.
 - 20.2. The Monitor will place a notice addressed to all potential creditors in major newspapers including The Globe and Mail (National Edition), La Presse (a French language newspaper in which the translated Notice will be published), the Wall Street Journal and The National Post for one day in two consecutive weeks (the “Newspaper Notice”). The proposed form of the Newspaper Notice (in English only) is attached to this Report as Appendix C. The first notice will be published no later than October 10, 2008;
 - 20.3. The Monitor will post a copy of the Claim Package as approved by the Court on its website www.ey.com/ca/quebecorworld on or before October 3, 2008, at 5:00 p.m. (Montréal Time). The French language translation will be posted on the website as soon as available;
 - 20.4. If a creditor wishes to assert a claim against any of the U.S. Petitioners, he will be required to file a separate proof of claim in the form prescribed by the U.S. Petitioners’ claims process for each of the U.S. Petitioners against whom the creditor has a claim. Copies of the requisite proof of claim form for the U.S. claims process can be obtained by communicating with Donlin, Recano & Company Inc. (“Donlin Recano”). A dynamic link to the Donlin Recano website is included on the Monitor’s website; and
 - 20.5. The Monitor will send a copy of the Claim Package, as soon as practicable following receipt of a request for a Claim Package, to any person claiming to be a creditor and requesting such material prior to the Claims Bar Date.
21. The Monitor considers that the distribution to known creditors of the Claim Package, mailing and newspaper advertisements noted above will provide potential creditors with sufficient and timely notification in order for them to submit their Proofs of Claim prior to the Claims Bar Date. Any

Creditor that does not file a claim prior to the Claims Bar Date (or as provided herein) shall be forever barred from advancing any claim against QWI, and all such claims shall be forever extinguished.

Submission and Review of Claims

22. Creditors will be asked to submit their Proofs of Claim to the Monitor. The Monitor will supervise the receipt, collection and examination of claims with the assistance of management.
23. The Administrative Agent will be authorized to file a Proof of Claim on behalf of the Lenders under the Bank Syndicate Facility in respect of the aggregate amount outstanding thereunder and the Agent shall be authorized to act on behalf of the Lenders in respect of the adjudication of claims under the Bank Syndicate Facility in accordance with the provisions of this Order. Lenders are not required to file individual Proofs of Claim under the Bank Syndicate Facility.
24. Each Bondholder Trustee will be authorized to file a Proof of Claim on behalf of Bondholders in respect of the aggregate amount of the Bonds for which such Bondholder Trustee acts. Individual Bondholders are not required to file Proofs of Claim in respect to their Bonds.
25. In consultation with QWI and its counsel, the Monitor may (subject to paragraph 32 below): (i) admit any claim in its entirety (ii) revise the claim for voting and/or distribution purposes; or, (iii) disallow the claim for voting and/or distribution purposes, all subject to the draft Cross-Border Claims Protocol, as discussed later in this Report.
26. Creditors whose claims have been revised or disallowed by the Monitor will receive a Notice of Revision or Disallowance advising them of this fact and the reasons for the revision or disallowance. The proposed form of Notice of Revision or Disallowance is attached as Appendix D.
27. Creditors who intend to dispute a Notice of Revision or Disallowance must deliver a Notice of Dispute to the Monitor by registered mail or courier within ten (10) calendar days of receipt of the Notice of Revision or Disallowance. The proposed form of Notice of Dispute is attached as Appendix E.
28. Upon receipt of a Notice of Dispute, the Monitor, with the assistance of management, may attempt to consensually resolve the disputed claim with the creditor. If there is no consensual resolution, the Monitor shall, after consultation with management, deliver a copy of the Creditor's Notice of Dispute to the Claims Officer (as defined herein) or refer the claim to this Court for resolution.

Claims Officer

29. QWI proposes that, with the consent of the Monitor, it will appoint a claims officer to attempt to streamline the resolution of disputed claims and limit the number of claims that must be resolved in Court, (the “**Claims Officer**”).
30. Once a disputed claim has been referred to the Claims Officer, the Claims Officer will schedule and conduct a hearing for the purpose of determining the disputed claim for voting and/or distribution purposes. As soon as practicable following the hearing, the Claims Officer shall inform QWI, the Monitor, the affected Creditor and the Committees (where applicable as described more fully in paragraph 32) of the determination of the dispute.
31. QWI, the Creditor or any Committee (where applicable as described more fully in paragraph 32) may appeal the Claims Officer’s determination by appealing such determination to this Court, with notice to the Monitor, QWI and the Creditor, within ten (10) Business Days of notification of the Claims’ Officer’s determination. If an appeal is not filed within such period, then the Claims Officer’s determination shall, subject to further order of this Court, be deemed final and binding on QWI and the Creditor.

Notice to the Committees

32. Although the Claims Procedure will pertain specifically to the Canadian and U.S. Creditors of QWI, QWI recognizes that certain stakeholders may be affected by the acceptance or determination of certain material claims in the Claims Procedure, whether accepted or determined by the Monitor, the Claims Officer or this Court. To that end, QWI has agreed that the Committees shall be notified of any claim in excess of Cdn\$1 million that either the Monitor intends to accept, or the Claims Officer has determined as a result of a disputed claim having been submitted to the Claims Officer for determination.

PROPOSED CROSS-BORDER CLAIMS PROTOCOL

33. The Petitioners and their legal counsel, the Monitor and the Committees are in discussions to develop a Cross-Border Claims Protocol which, if approved by this Court, will supplement the procedures established by each of the Canadian Court and the U.S. Court with respect to the filing and determination of claims by providing for certain specific cross-border situations including namely:
 - 33.1. that Creditors who have claims against QWI alone are to be dealt with in accordance with the Claims Procedure Order, and creditors who have claims against U.S. Petitioners alone are to be dealt with in accordance with the U.S. claims process;

- 33.2. that the Claims Agent of the U.S. Petitioners and the Monitor shall arrange to provide notice to all required persons in accordance with the respective Claims Procedure Order or U.S. claims process and, in addition, provide information about the procedures for filing claims in the other jurisdiction;
 - 33.3. that Multi-Petitioner Claims must be filed in both jurisdictions;
 - 33.4. the treatment of duplicate or multiple claims filed in both the CCAA Proceedings and the Chapter 11 Cases (the “**Insolvency Proceedings**”), or even in multiple locations;
 - 33.5. the right of the Monitor to perform all of its responsibilities and obligations with respect to QWI and, in the U.S., the Monitor shall retain the right to participate in the processing and review of claims filed against the U.S. Petitioners; and
 - 33.6. establishing an efficient and consistent procedure to address the determination of claims in the Insolvency Proceedings
34. The Monitor will report back to this Court after the final form of the Cross-Border Claims Protocol is finalized. It is anticipated that the Cross-Border Claims Protocol will be available at least three days prior to hearing date.

PROPOSED CHAPTER 15 FILING

35. In light of the separate Chapter 11 Cases for the U.S. Petitioners and the potential for confusion, QWI and their counsel believe that it is both prudent and necessary that QWI’s proposed Claims Procedure Order, should it be approved by this Court, be recognized by the U.S. Court. Consequently the Monitor, as the foreign representative of QWI outside of Canada, intends to file a petition in the U.S. Court for an Order under Chapter 15 (“**Chapter 15 Proceeding**”) of the *U.S. Bankruptcy Code* seeking the following relief:
- 35.1. recognition of the CCAA Proceedings as a foreign main proceeding;
 - 35.2. enforcement of the Claims Procedure Order; and
 - 35.3. other relief as appropriate.
36. The Chapter 15 Proceeding will ensure that the Claims Procedure Order is enforced in the United States and that claims against QWI from creditors residing in the United States are dealt with pursuant to the Claims Procedure Order.

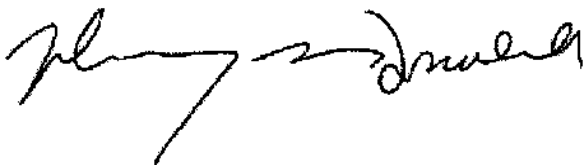
MONITOR'S ANALYSIS AND RECOMMENDATIONS

37. The Monitor has assisted and continues to assist the Petitioners in their efforts to restructure their operations, and develop the necessary information with a view to developing a Plan. The Monitor believes that the Petitioners are acting diligently and in good faith.
38. The Monitor recommends that this Court approve the Claims Procedure Order on the terms and conditions substantially in the form as submitted, and that the U.S. Petitioners' claims process be handled by the U.S. Court because:
- 38.1. the determination of claims on a timely basis will allow QWI and the U.S. Petitioners to develop a Plan using information developed in the Claims Procedure and the U.S. claims process; and
 - 38.2. any delay in commencing the Claims Procedure will delay the Petitioners' exit from bankruptcy protection and Plan distribution to creditors.
39. In addition, the Monitor believes that the application for a Chapter 15 Proceeding in the U.S. Court is beneficial both for the Petitioners and their creditors as it will provide clear notice to the creditors in both jurisdictions as well as ensure that all claims against QWI are expunged as a result of the Claims Procedure Order.

All of which is respectfully submitted this 23rd day of September 2008.

ERNST & YOUNG INC.

In its capacity as the Monitor appointed by
the Court in the matter of the proposed arrangement
of Quebecor World Inc. *et al.*



Per: Murray A. McDonald, CA, CIRP
President

SCHEDULE A

**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
QUEBECOR WORLD INC. ET AL**

U.S. SUBSIDIARIES INCLUDED IN THE CCAA PROCEEDINGS

SCHEDULE "A"

Quebecor Printing Aviation Inc.	Quebecor World Lincoln Inc.
Quebecor Printing Holding Company	Quebecor World Logistics Inc.
Quebecor World (USA) Inc.	Quebecor World Loveland Inc.
Quebecor World Arcata Corp.	Quebecor World Magna Graphic Inc.
Quebecor World Atglen Inc.	Quebecor World Memphis LLC
Quebecor World Atlanta II LLC	Quebecor World Mid-South Press Corporation
Quebecor World Book Services LLC	Quebecor World Mt. Morris II LLC
Quebecor World Buffalo Inc.	Quebecor World Nevada II LLC
Quebecor World Capital Corporation	Quebecor World Nevada Inc.
Quebecor World Capital II GP	Quebecor World Northeast Graphics Inc.
Quebecor World Capital II LLC	Quebecor World Olive Branch Inc.
Quebecor World Century Graphics Corporation	Quebecor World Pendell Inc.
Quebecor World Dallas II Inc.	Quebecor World Petty Printing Inc.
Quebecor World Dallas, L.P.	Quebecor World Printing (USA) Corp.
Quebecor World DB Acquisition Corp.	Quebecor World Rai Inc.
Quebecor World Dittler Brothers Inc.	Quebecor World Retail Printing Corporation
Quebecor World Dubuque Inc.	Quebecor World San Jose Inc.
Quebecor World Eusey Press Inc.	Quebecor World Systems Inc.
Quebecor World Fairfield Inc.	Quebecor World Taconic Holdings Inc.
Quebecor World Great Western Publishing Inc.	Quebecor World Up / Graphics Inc.
Quebecor World Hazleton Inc.	Quebecor World Waukee Inc.
Quebecor World Infiniti Graphics Inc.	QW Memphis Corp.
Quebecor World Johnson & Hardin Co.	QW New York Corp.
Quebecor World KRI Inc.	The Webb Company
Quebecor World Krueger Acquisition Corp.	WCP-D, Inc.
Quebecor World Lease GP	WCZ, LLC
Quebecor World Lease LLC	

APPENDIX A

PROOF OF CLAIM FOR CREDITORS OF QUEBECOR WORLD INC. ("QWI")

Please read carefully the enclosed Instruction Letter for completing this Proof of Claim. This Proof of Claim is applicable only to the Creditors of QWI and is governed by the CCAA Proceedings.

A. – Creditor Information

1. Full Legal Name of Creditor _____

(Full legal name should be the name of the original Creditor of QWI, notwithstanding whether an assignment of a Claim, or a portion thereof, has occurred prior to, on or following January 21, 2008.)

2. Full Mailing Address of the Creditor (the original Creditor, not the Assignee):

3. Telephone Number: _____

Facsimile Number: _____

Attention (Contact Person): _____

E-mail address: _____

4. Has the Claim or a portion thereof been sold or assigned by the Creditor to another party?

Yes:

No:

B. – Assignee(s) Information (if applicable):

1. Full Legal Name of Assignee(s): _____
(If a Claim has been assigned, insert full legal name of assignee(s) of the Claim. If there is more than one assignee, please attach a separate sheet with the required information. The Monitor and QWI reserve any right they have or might have in relation to said assignment.)

2. Full Mailing Address of Assignee(s): _____

3. Telephone Number of Assignee(s): _____

Facsimile Number of Assignee(s): _____

Attention (Contact Person): _____

E-mail address: _____

For Ernst & Young Inc. use only: Claim Reference Number _____
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C. – Proof of Claim:

I, _____ (name of Creditor or representative of the Creditor), of
_____ (City, Province/State) do hereby certify:

(a) that I (tick one)

am the Creditor of QWI; OR

am _____ (state position or title) of
_____ (name of Creditor)

(b) that I have knowledge of all the circumstances connected with the Claim referred to below;

(c) the Creditor asserts its Claim against QWI;

(d) Do you intend to assert a claim against one of the U.S. Petitioners (see list attached to the Instruction Letter)?

Yes or No

Are the particulars of the Claim filed against QWI the same as the claim you intend to assert against one or more of the U.S. Petitioners?

Yes or No

If yes, please provide us with the following particulars:

Entity against whom the claim(s) would be made: _____

Nature of claim(s) (type of goods and services supplied): _____

Quantum of claim(s): \$ _____

(There will not be a separate claims procedure in the CCAA proceedings with respect to the U.S. Petitioners. If the U.S. Petitioners believe that you have a claim against any of the U.S. Petitioners, you will receive the necessary U.S. proof of claim form by mail. If you do not receive such a form and you wish to assert a claim against any of the U.S. Petitioners, please provide a separate proof of claim in the form prescribed by the U.S. claims process for each of the U.S. Petitioners against whom you have a claim. You can obtain a copy of the requisite proof of claim form for the Chapter 11 Cases by contacting Donlin, Recano & Company Inc. Refer to the attached Instruction Letter to obtain the contact information for Donlin, Recano & Company Inc.

(e) QWI was and still is indebted to the Creditor as follows:

functional currency (check one)

Canadian Dollars U.S. Dollars Other (Specify) _____

(i) CLAIM ARISING BEFORE JANUARY 21, 2008:

\$ _____ (insert value in functional currency)

(ii) CLAIM ARISING ON OR AFTER JANUARY 21, 2008:

\$ _____ (insert value in functional currency)

(To be completed if your claim against QWI arose further to receiving a written notice advising you to file a Proof of Claim as a result of the repudiation, termination or restructuring of any contract, lease, employment agreement or other agreement on or after January 21, 2008.)

(iii) TOTAL CLAIM:

\$ _____ (insert value in functional currency)

(Note: Functional currency is the currency denoted in the original invoice or contract. Conversion of the functional currency to Canadian dollars will be made at the Bank of Canada noon spot rate on January 21, 2008. As at January 21, 2008 the exchange rate conversions were as follows: US \$1 = Cdn\$1.0324 ; €1 = Cdn\$1.4908).

D. – Nature of Claim:

(check and complete appropriate category)

A. UNSECURED CLAIM OF \$ _____ (insert value in functional currency).
That in respect of this Claim, I do not hold any assets of QWI as security; and

B. SECURED CLAIM OF \$ _____ (insert value in functional currency).

That in respect of this Claim, I hold assets of QWI valued at \$ _____ (insert value in functional currency) as security, particulars of which are as follows:

(Give full particulars of the security, including the date on which the security was given and the value at which you assess the security, and attach a copy of the security documents.)

E. – Particulars of Claim:

Other than as already set out herein, the particulars of the undersigned's total Claim are attached.

(Provide all particulars of the Claim and supporting documentation, including amount, description of transaction(s) or agreement(s) giving rise to the Claim, name of any guarantor which has guaranteed the Claim, amount of invoices, particulars of all credits, discounts, etc. claimed and particulars of any Restructuring Claim.)

F. – Filing of Claim:

Except as provided in section G. "Claims Bar Date – Restructuring Claims" for below, this Proof of Claim must be received by the Monitor at the latest by 5:00 p.m. (Montréal Time) on December 5, 2008, being the Claims Bar Date, by delivery, courier, mail, registered mail or facsimile at the following address:

Ernst & Young Inc., Court-appointed Monitor of Quebecor World Inc. *et al.*

By Mail:

Ernst & Young Inc.
C.P. 4500, succ. B
Montréal, Québec
H3B 5J3

Attention: QWI Claims

By Courier:

Ernst & Young Inc.
800, Boul. René-Lévesque West
Suite 1900
Montréal, Québec
H3B 1X9

Attention: QWI Claims

Telephone: (514) 879-8107

By Facsimile:

Fax: (514) 879-3993

Except as provided for in section G. "Claims Bar Date – Restructuring Claims" failure to file your duly completed Proof of Claim by 5:00 p.m. (Montréal Time) on December 5, 2008, being the Claims Bar Date, will result in your Claim being barred and you will be prohibited from advancing or enforcing a Claim against QWI and shall not be entitled to further notice in, and shall not be entitled to participate as a Creditor in these proceedings or receive any distribution under the Plan on account of your Claim.

Creditors shall be responsible for obtaining proof of delivery, if required, of such Proof of Claim through their choice of delivery method. No acknowledgement of receipt will be provided by the Monitor.

G. - Claims Bar Date – Restructuring Claims

For Claims arising on or after January 21, 2008 further to a Person receiving a written notice advising such Person to file a Proof of Claim as a result of the repudiation, termination or restructuring of any contract, lease, employment agreement or other agreement (“**Restructuring Claim**”), a duly completed Proof of Claim has to be filed at the later of: i) 5:00 p.m. (Montréal time) on December 5, 2008; or ii) no later than 5:00 p.m. (Montréal Time) on the 30th day following the receipt of a written notice advising such Person to file a Proof of Claim as a result of the repudiation, termination or restructuring of any contract, lease, employment agreement or other agreement on or after January 21, 2008, failing which such Person will be barred from advancing a Claim against QWI or receiving any distribution under the Plan on account of your Claim.

H. – Excluded Claims:

The following are Excluded Claims and no Person needs to file any Proof of Claim in respect thereof at this time: (a) Claims of beneficiaries of the CCAA Charges (as defined in the Initial Order); (b) Inter-Company Claims; (c) Claims that arose on or after January 21, 2008 with respect to the supply of goods and/or services provided to QWI on or after January 21, 2008; (d) Claims of any person who is an employee of QWI as of September 29, 2008 in respect of salary, commission, vacation pay, severance, sick leave, and reimbursement obligations in connection with health, dental, vision, or other insurance or expense reimbursement programs, in each case owing or accrued as of January 21, 2008; and (e) Claims of any current officers, directors and employees of QWI for indemnification and/or contribution from such officer's, director's or employee's service to QWI.

Dated at _____ this _____ day of _____, 2008.

(Signature of Creditor or representative of Creditor)

Per: _____
(Name of Creditor or representative of Creditor)

APPENDIX B

**INSTRUCTION LETTER FOR THE CLAIMS PROCEDURE OF
QUEBECOR WORLD INC. ("QWI")**

A. – Claims Procedure

By order of the Honourable Robert Mongeon j.s.c. dated September [], 2008 (the "**Claims Procedure Order**") under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA"), a copy of which is attached, QWI has been authorized to conduct a claims procedure for the identification, resolution and barring of claims against QWI (the "**Claims Procedure**").

This letter provides instructions for completing the Proof of Claim form attached hereto. For your information, there is currently no proposed plan of compromise or arrangement (the "**Plan**") under the CCAA. If you file a Proof of Claim in accordance with the instructions below, you shall be notified once a plan of compromise or arrangement under the CCAA has been filed. Defined terms herein or in the Proof of Claim form which are not defined herein or in the Proof of Claim form shall have the meaning ascribed thereto in the Claims Procedure Order.

The Claims Procedure is intended for any Person with any Claim against QWI of any kind or nature whatsoever, other than an Excluded Claim against QWI, arising prior to January 21, 2008, unliquidated, contingent or otherwise and any Claim arising on or after January 21, 2008 that arose further to any Person receiving a written notice advising such Person to file a Proof of Claim as a result of the repudiation, termination or restructuring of any contract, lease, employment agreement or other agreement ("**Restructuring Claim**"). Please review the enclosed material for the complete definition of Claim, Restructuring Claim and Excluded Claim.

If you have any questions regarding the Claims Procedure, please contact Ernst & Young Inc., the Court-appointed Monitor, at the address provided below.

All notices and enquiries with respect to the Claims Procedure should be addressed to:

Ernst & Young Inc., Court-appointed Monitor of Quebecor World Inc. *et al.*

By Mail:

Ernst & Young Inc.
C.P. 4500, succ. B
Montréal, Québec
H3B 5J3

Attention: QWI claims

By Courier:

Ernst & Young Inc.
800, Boul. René-Lévesque West
Suite 1900
Montréal, Québec
H3B 1X9

Attention: QWI claims

Telephone: (514) 879-8107

By Phone:

Telephone: 1-866-516-0910

By Facsimile:

Fax: (514) 879-3993

B. – For Creditors Submitting a Proof of Claim

If you believe that you have a Claim against QWI, you will have to file with the Monitor a duly completed Proof of Claim. Claims arising before January 21, 2008 must be received at the latest by 5:00 p.m. (Montréal Time) on December 5, 2008 (the “**Claims Bar Date**”), unless the Court orders that the Proof of Claim be accepted after that date, failing which you will be forever barred from advancing a Claim against QWI and from receiving a distribution under the Plan on account of such Claim.

As well, any Person having a Restructuring Claim, must file a Proof of Claim against QWI by the later of: i) the Claims Bar Date; or ii) no later than 5:00 p.m. (Montréal Time) on the 30th day following the receipt of a written notice advising such person to file a Proof of Claim as a result of the repudiation, termination or restructuring of any contract, lease, employment agreement or other agreement on or after January 21, 2008, failing which the Person will be forever barred from advancing a Restructuring Claim against QWI and from receiving a distribution under the Plan on account of such Claim.

Creditors shall be responsible for obtaining proof of delivery, if required, of such Proof of Claim through their choice of delivery method. No acknowledgement of receipt will be provided by the Monitor.

Additional Proof of Claim forms can be found on the Monitor's website at www.ey.com/ca/quebecorworld or obtained by contacting the Monitor by telephone at 1-866-516-0910 or by fax (514) 879-3993 and providing particulars as to your name, address, facsimile number and e-mail address. Once the Monitor has this information, you will receive, as soon as practicable, an additional Proof of Claim form or a Claim Package.

There will not be a separate claims procedure in the CCAA proceedings with respect the petitioners described in the attached list of U.S. Petitioners (the “**U.S. Petitioners**”). If the U.S. Petitioners believe that you have a claim against any of the U.S. Petitioners on the attached list, you will receive the necessary U.S. proof of claim form by mail. If you do not receive such a form or if you wish to assert a claim against any of the U.S. Petitioners, please provide a separate proof of claim in the form prescribed by the U.S. claims process for each of the U.S. Petitioners against whom you have a claim, by contacting Donlin, Recano & Company Inc. at the address shown below.

The Claims Procedure Order is in the process of being recognized pursuant to Chapter 15 of the U.S. Bankruptcy Code (see the enclosed notice) and thereafter all U.S. creditors of QWI shall be bound by the Claims Procedure Order.

A deadline of December 5, 2008 has been established for the filing of claims in the Chapter 11 Cases¹. Any claims asserted against one or more of the U.S. Petitioners shall be filed in, and only in, the Chapter 11 Cases. Any claims asserted against both QWI and one or more of the U.S. Petitioners shall be filed in both the CCAA Proceedings and the Chapter 11 Cases.

You can obtain a copy of the requisite proof of claim form for the Chapter 11 Cases by contacting Donlin, Recano & Company Inc. at:

Donlin, Recano & Company Inc.
As Agent for the United States Bankruptcy Court
Re: Quebecor World (USA) Inc. *et al.*
P.O. Box 2062
Murray Hill Station
New York, New York 10156
Telephone: (212) 481-1411 Fax: (212) 481-1416
Website www.donlinrecano.com

¹¹ All of the U.S. Petitioners asked for and received relief under title 11, Chapter 11 of the U.S. *Bankruptcy Code* (the "Chapter 11 Cases").

LIST OF U.S. PETITIONERS

Quebecor Printing Aviation Inc.	Quebecor World Lincoln Inc.
Quebecor Printing Holding Company	Quebecor World Logistics Inc.
Quebecor World (USA) Inc.	Quebecor World Loveland Inc.
Quebecor World Arcata Corp.	Quebecor World Magna Graphic Inc.
Quebecor World Atglen Inc.	Quebecor World Memphis LLC
Quebecor World Atlanta II LLC	Quebecor World Mid-South Press Corporation
Quebecor World Book Services LLC	Quebecor World Mt. Morris II LLC
Quebecor World Buffalo Inc.	Quebecor World Nevada II LLC
Quebecor World Capital Corporation	Quebecor World Nevada Inc.
Quebecor World Capital II GP	Quebecor World Northeast Graphics Inc.
Quebecor World Capital II LLC	Quebecor World Olive Branch Inc.
Quebecor World Century Graphics Corporation	Quebecor World Pendell Inc.
Quebecor World Dallas II Inc.	Quebecor World Petty Printing Inc.
Quebecor World Dallas, L.P.	Quebecor World Printing (USA) Corp.
Quebecor World DB Acquisition Corp.	Quebecor World Rai Inc.
Quebecor World Dittler Brothers Inc.	Quebecor World Retail Printing Corporation
Quebecor World Dubuque Inc.	Quebecor World San Jose Inc.
Quebecor World Eusey Press Inc.	Quebecor World Systems Inc.
Quebecor World Fairfield Inc.	Quebecor World Taconic Holdings Inc.
Quebecor World Great Western Publishing Inc.	Quebecor World Up / Graphics Inc.
Quebecor World Hazleton Inc.	Quebecor World Waukee Inc.
Quebecor World Infiniti Graphics Inc.	QW Memphis Corp.
Quebecor World Johnson & Hardin Co.	QW New York Corp.
Quebecor World KRI Inc.	The Webb Company
Quebecor World Krueger Acquisition Corp.	WCP-D, Inc.
Quebecor World Lease GP	WCZ, LLC
Quebecor World Lease LLC	

APPENDIX C

**NOTICE TO THE CREDITORS OF
QUEBECOR WORLD INC.**

**NOTICE OF THE CLAIMS PROCEDURE FOR QUEBECOR WORLD INC. ("QWI")
PURSUANT TO THE COMPANIES' CREDITORS ARRANGEMENT ACT ("CCAA")**

PLEASE TAKE NOTICE that on September [], 2008 the Quebec Superior Court (Commercial Division), District of Montréal issued an order establishing a claims procedure for the identification, resolution and barring of Claims against QWI (the "**Claims Procedure Order**") and ordered that Ernst & Young Inc., in its capacity as Court-appointed Monitor of QWI and the U.S. Petitioners, send Proof of Claim forms to each known Creditor of QWI. Any Person who believes that it has a Claim against QWI, other than an Excluded Claim (as defined in the Claims Procedure Order), which arose prior to January 21, 2008, must submit a Proof of Claim to the Monitor to be received at the latest by 5:00 p.m. (Montréal Time) on December 5, 2008 (the "**Claims Bar Date**"), failing which the person will be forever barred from advancing a Claim against QWI or from receiving any distribution under any plan of arrangement of QWI (the "Plan") on account of such Claim.

Any Person who believes that it has a Claim which arose on or after January 21, 2008 as a result of receiving a written notice for the repudiation, termination or restructuring of any contract, lease, employment agreement or other agreement (a "**Restructuring Claim**") must submit a Proof of Claim to the Monitor by the later of the Claims Bar Date or no later than 5:00 p.m. (Montréal Time) on the 30th day following the receipt of a written notice advising such Person to file a Proof of Claim as a result of the repudiation, termination or restructuring of any contract, lease, employment agreement or other agreement on or after January 21, 2008, failing which such Person will be forever barred from advancing a Restructuring Claim against QWI and from receiving a distribution under the Plan on account of such Claim.

**CLAIMS AND RESTRUCTURING CLAIMS WHICH ARE NOT RECEIVED BY THE
MONITOR AS DIRECTED HEREIN ABOVE SHALL BE FOREVER BARRED.**

Claims Packages and Proofs of Claim forms will be mailed to all known Creditors by October [], 2008. Creditors who do not receive a Claim Package from the Monitor may contact the Monitor at: Ernst & Young Inc., Court-appointed Monitor of Quebecor World Inc. *et al.* (**Telephone: 1-866-516-0910, Fax: (514) 879-3993, or website www.ey.com/ca/quebecorworld**) to obtain a Claim Package.

The Claims Procedure Order is in the process of being recognized pursuant to Chapter 15 of the U.S. Bankruptcy Code and thereafter all U.S. creditors shall be bound by the Claims Procedure Order.

There will not be a separate claims procedure in the CCAA proceedings with respect to the U.S. Petitioners¹. If the U.S. Petitioners believe that you have a claim against any of the U.S. Petitioners on the list below, you will receive the necessary U.S. proof of claim form by mail. If you do not receive such a form and you wish to assert a claim against any of the U.S. Petitioners, please provide

¹ All of the Petitioners other than Quebecor World Inc. ("U.S. Petitioners") asked for and received relief under title 11, Chapter 11 of the U.S. *Bankruptcy Code* (the "**Chapter 11 Cases**").

a separate proof of claim in the form prescribed by the U.S. claims process for each of the U.S. Petitioners against whom you have a claim by contacting Donlin, Recano & Company Inc. at the address shown below.

A deadline of December 5, 2008 has been established for the filing of claims in the Chapter 11 Cases. Any claims asserted against one or more of the U.S. Petitioners shall be filed in, and only in, the Chapter 11 Cases. Any claims asserted against both QWI and one or more of the U.S. Petitioners shall be filed in both the CCAA Proceedings and the Chapter 11 Cases.

You can obtain a copy of the requisite proof of claim form for the Chapter 11 Cases by contacting Donlin, Recano & Company Inc. at: **(Telephone: (212) 481-1411, Fax: (212) 481-1416 or website www.donlinrecano.com).**

Dated at the City of Montréal, this _____ day of September, 2008.

LIST OF U.S. PETITIONERS

Quebecor Printing Aviation Inc.	Quebecor World Logistics Inc.
Quebecor Printing Holding Company	Quebecor World Loveland Inc.
Quebecor World (USA) Inc.	Quebecor World Magna Graphic Inc.
Quebecor World Arcata Corp.	Quebecor World Memphis LLC
Quebecor World Atglen Inc.	Quebecor World Mid-South Press Corporation
Quebecor World Atlanta II LLC	Quebecor World Mt. Morris II LLC
Quebecor World Book Services LLC	Quebecor World Nevada II LLC
Quebecor World Buffalo Inc.	Quebecor World Nevada Inc.
Quebecor World Capital Corporation	Quebecor World Northeast Graphics Inc.
Quebecor World Capital II GP	Quebecor World Olive Branch Inc.
Quebecor World Capital II LLC	Quebecor World Pendell Inc.
Quebecor World Century Graphics Corporation	Quebecor World Petty Printing Inc.
Quebecor World Dallas II Inc.	Quebecor World Printing (USA) Corp.
Quebecor World Dallas, L.P.	Quebecor World Rai Inc.
Quebecor World DB Acquisition Corp.	Quebecor World Retail Printing Corporation
Quebecor World Dittler Brothers Inc.	Quebecor World San Jose Inc.
Quebecor World Dubuque Inc.	Quebecor World Systems Inc.
Quebecor World Eusey Press Inc.	Quebecor World Taconic Holdings Inc.
Quebecor World Fairfield Inc.	Quebecor World Up / Graphics Inc.
Quebecor World Great Western Publishing Inc.	Quebecor World Waukee Inc.
Quebecor World Hazleton Inc.	QW Memphis Corp.
Quebecor World Infiniti Graphics Inc.	QW New York Corp.
Quebecor World Johnson & Hardin Co.	The Webb Company
Quebecor World KRI Inc.	WCP-D, Inc.
Quebecor World Krueger Acquisition Corp.	WCZ, LLC
Quebecor World Lease GP	
Quebecor World Lease LLC	
Quebecor World Lincoln Inc.	

APPENDIX D

**NOTICE OF REVISION OR DISALLOWANCE OF A CLAIM AGAINST
QUEBECOR WORLD INC.**

Name of Creditor: _____

Reference #: _____

Pursuant to paragraph [10 (b)] of the Claims Procedure Order dated September [], 2008, Ernst & Young Inc. in its capacity as Court-appointed Monitor of Quebecor World Inc. ("QWI"), hereby gives you notice that it has reviewed your Proof of Claim against QWI and has revised or rejected your Claim as follows:

	Proof of Claim as Submitted	Revised Claim as Accepted
Nature of Claim (Secured or Unsecured)		
Pre-Filing Claim		
Restructuring Claim		
Total Claim		

Reason(s) for the Revision or Disallowance:

If you do not agree with this Notice of Revision or Disallowance please take notice of the following:

1. If you intend to dispute this Notice of Revision or Disallowance, you must, within ten (10) business days of the date of this Notice of Revision or Disallowance, deliver a Notice of Dispute by registered mail or courier at the addresses indicated hereon. The Form of Notice of Dispute is attached to this Notice.
2. Creditors shall be responsible for obtaining proof of delivery of such Notice of Dispute through their choice of delivery method. No acknowledgement of receipt will be provided by the Monitor.
3. If you do not deliver a Notice of Dispute within the above prescribed time period, the determination of your Claim shall be deemed to be as set out in this Notice of Revision or Disallowance.

Address for Service of the Notice of Dispute:

Ernst & Young Inc., Court-appointed Monitor of Quebecor World Inc. *et al.*

By Mail:

Ernst & Young Inc.
C.P. 4500, succ. B
Montréal, Québec
H3B 5J3

Attention: QWI Claims

By Courier:

Ernst & Young Inc.
800, Boul. René-Lévesque West
Suite 1900
Montréal, Québec
H3B 1X9

Attention: QWI Claims

Telephone: (514) 879-8107

IF YOU FAIL TO DELIVER A NOTICE OF DISPUTE WITHIN THE PRESCRIBED TIME PERIOD, THIS NOTICE OF REVISION OR DISALLOWANCE WILL BE BINDING UPON YOU FOR VOTING AND/OR DISTRIBUTION PURPOSES UNDER A PROPOSED PLAN OF COMPROMISE OR ARRANGEMENT.

Dated at _____ this ____ day of _____, 200_.

ERNST & YOUNG INC.

In its capacity as Court-appointed Monitor of Quebecor World Inc. *et al.*

Per: _____

Encl.

APPENDIX E

**NOTICE OF DISPUTE OF A NOTICE OF REVISION OR DISALLOWANCE OF A CLAIM
AGAINST QUEBECOR WORLD INC.**

Pursuant to paragraph [10(c)] of the Claims Procedure Order dated September [], 2008, we hereby give you notice of our intention to dispute the Notice of Revision or Disallowance bearing Reference Number _____ and dated _____ issued by Ernst & Young Inc. in its capacity as Court-appointed Monitor of Quebecor World Inc. in respect of our Claim.

Name of Creditor: _____

Reason(s) for Dispute (*attach additional sheet and copies of all supporting documentation if necessary*):

Signature of Creditor or representative of the Creditor: _____

Date: _____

(Please print name): _____

Telephone Number: (____) _____ Facsimile Number: (____) _____

Full Mailing Address: _____

Email: _____

THIS FORM AND SUPPORTING DOCUMENTATION ARE TO BE RETURNED TO THE MONITOR BY REGISTERED MAIL OR COURIER AT THE ADDRESS INDICATED BELOW IN ORDER TO BE RECEIVED BY THE MONITOR WITHIN TEN (10) BUSINESS DAYS OF RECEIPT BY THE CREDITOR OF THE NOTICE OF REVISION OR DISALLOWANCE BY:

Creditors shall be responsible for obtaining proof of delivery of such Notice of Dispute through their choice of delivery method. No acknowledgement of receipt will be provided by the Monitor.

Address for Service of the Notice of Dispute:

Ernst & Young Inc., Court-appointed Monitor of Quebecor World Inc. et al.

By Mail:

Ernst & Young Inc.
C.P. 4500, succ. B
Montréal, Québec
H3B 5J3

Attention: QWI Claims

By Courier:

Ernst & Young Inc.
800, Boul. René-Lévesque West
Suite 1900
Montréal, Québec
H3B 1X9

Attention: QWI Claims

Telephone: (514) 879-8107