

**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 AND CONSENT ORDER BETWEEN THE DEBTORS AND WEB  
PRINTING CONTROLS COMPANY, INC. RESOLVING WEB'S DEMAND FOR  
RECLAMATION OF GOODS**

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 WEB Printing Controls Company, Inc. ("WEB") 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, on or about February 22, 2008, WEB submitted a demand for reclamation of goods pursuant to section 546 of the Bankruptcy Code (the "Reclamation Demand"); and

WHEREAS, the Reclamation Demand included invoices for goods received by the Debtors within 20-days prior to the Petition Date; and

WHEREAS, WEB and the Debtors have agreed to resolve the Reclamation Demand on the terms and conditions set forth in this Stipulation.

NOW THEREFORE, it is hereby stipulated that:

1. The Debtors and WEB hereby agree that WEB shall have an allowed administrative expense claim in the aggregate amount of \$39,098.00 against the following Debtors, in the following amounts: Quebecor World (USA) Inc. (\$5,164.11); Quebecor World Century Graphics Corporation (\$4,337.25); Quebecor World Dallas, L.P. (\$192.00); Quebecor World Great Western Publishing Inc. (\$1,292.00); Quebecor World Hazleton Inc. (\$1,165.30); Quebecor World KRI Inc. (\$2,163.06); Quebecor World Loveland Inc. (\$11,002.80); Quebecor World Mid-South Press Corporation (\$915.40); Quebecor World Mt. Morris II LLC (\$700.00); Quebecor World Olive Branch Inc. (\$252.00); Quebecor World Pendell Inc. (\$385.00); Quebecor World Petty Printing Inc. (\$5,120.54); Quebecor World Retail Printing Corporation (\$3,189.00); and QW Memphis Corp. (\$3,219.54) (collectively, the "Administrative Claim").
2. The Administrative Claim shall be paid pursuant to any plan of reorganization confirmed by the Court in these cases or if no such plan is confirmed by the Court, as further ordered by the Court after notice and hearing or as otherwise permitted or provided for by the Order Setting Procedures for Section 503(b)(9) Claims in the Debtors' Cases entered on April 21, 2008.
3. This Stipulation resolves in all respects the Reclamation Demand, and any and all other section 503(b)(9) claims WEB may have against the Debtors and their estates. This Stipulation shall be binding on all parties in interest in the Debtors' cases.

4. This Stipulation may only be amended or otherwise modified by a signed writing executed by the parties.
5. This Stipulation shall be binding upon the representatives, successors and assigns of the parties hereto.
6. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Stipulation.

Dated: New York, New York  
October 6, 2008

By:       /s/ Arnold M. Flank        
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*Counsel to the Debtors and Debtors-In-  
Possession*

SO ORDERED.

Dated: New York, New York  
October 22, 2008

      s/ James M. Peck        
United States Bankruptcy Judge