

Presentment Date and Time: June 1, 2010 at 12:00 noon
Response Deadline: June 1, 2010 at 12:00 noon

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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

Honorable James M. Peck

NOTICE OF PRESENTMENT OF THE REORGANIZED DEBTORS'
THIRD APPLICATION FOR AN ORDER EXTENDING THE DEADLINE
TO ASSUME OR REJECT CERTAIN SPECIFIED ENVIRONMENTAL CONTRACTS

The Reorganized Debtors will present the attached Third Application for an Order Extending the Deadline to Assume or Reject Certain Specified Environmental Contracts (the "Application"),¹ to the Honorable James M. Peck for signature on June 1, 2010 at 12:00 noon.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must be made in writing and received in the chambers of the Honorable James M. Peck, United States Bankruptcy Judge and by the undersigned not later than 12:00 noon on June 1, 2010. Unless objections are received by that time, the Order granting the Application may be signed.

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

PLEASE TAKE FURTHER NOTICE that if a written objection is timely filed and the Court determines that a hearing is necessary, a hearing will be held at the United States Bankruptcy Court for the Southern District of New York on a date to be determined by the Court. The moving and objecting parties are required to attend the hearing, and failure to appear may result in relief being granted or denied upon default.

Dated: New York, New York
May 17, 2010

Respectfully submitted,

/s/ Joel M. Gross
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Chapter 11

Case No. 08-10152(JMP)
Jointly Administered

Honorable James M. Peck

**REORGANIZED DEBTORS' THIRD APPLICATION FOR AN ORDER EXTENDING
THE DEADLINE TO ASSUME OR REJECT CERTAIN SPECIFIED
ENVIRONMENTAL CONTRACTS**

The above-captioned reorganized debtors (the "Debtors" or "Reorganized Debtors," as applicable) move this Court (the "Application") for the entry of an order substantially in the form of Exhibit A attached hereto, authorizing the further extension of the deadline to assume or reject certain Specified Environmental Contracts (defined below).

Jurisdiction

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory predicates for the relief requested herein is section 105 of title 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code"), and Rule 9006(b)(1) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

Background

4. On January 21, 2008 (the "Petition Date"), the 53 Debtors filed their voluntary petitions for relief (the "Chapter 11 Cases") under chapter 11 of title 11 of the Bankruptcy Code.
5. No trustee or examiner has been appointed in these Chapter 11 Cases.
6. On January 31, 2008, an Official Committee of Unsecured Creditors (the "Creditors' Committee") was appointed, and amended on February 8, 2008.
7. On January 20, 2008, the Debtors' corporate parent, Quebecor World Inc. ("QWI"), together with each of the Debtors, commenced a proceeding before the Quebec Superior Court, Commercial Division, for the Judicial District of Montreal (the "Canadian Court") for a plan of compromise or arrangement (the "Canadian Proceeding") under the Canadian Companies' Creditors Arrangement Act ("CCAA").¹ Each of the Debtors was joined in the Canadian Proceeding in order that each Debtor could obtain the protection of a stay under the CCAA as well as under the Bankruptcy Code.

¹ The Canadian Court appointed Ernst & Young, Inc. to serve as Monitor for the Canadian Proceeding, and UBS Investment Bank is serving as a financial advisor in connection with the Canadian Proceeding.

8. On January 23, 2008 Donlin, Recano & Company, Inc. was appointed as the Claims Agent in these Chapter 11 Cases (the "Claims Agent").

9. On May 18, 2009, the Debtors filed their Third Amended Joint Plan of Reorganization of Quebecor World (USA) Inc. and Certain Affiliated Debtors and Debtors-In-Possession (as may be amended or supplemented, the "Plan").

10. On July 2, 2009, this Court entered the Findings of Fact, Conclusions of Law and Order Confirming the Third Amended Joint Plan of Reorganization of Quebecor World (USA) Inc. and Certain Affiliated Debtors and Debtors-In-Possession, dated July 1, as modified (the "Confirmation Order").

11. The Plan became effective on July 21, 2009 (the "Effective Date").

12. Pursuant to the Plan, on the Effective Date, a Joint Claims Oversight Committee, as defined in the Plan, was formed.

13. In connection with the Debtors' emergence from these Chapter 11 Cases, Quebecor World (USA) Inc. changed its name to World Color (USA) Corp. and each of the affiliated Debtors changed its name to adopt the "World Color" name instead of the "Quebecor" or "Quebecor World" name, and, similarly, Quebecor World Inc. changed its name to World Color Press Inc. Nevertheless, pursuant to section 6.4(c) of the Plan, the Reorganized Debtors retained their "Quebecor" names for purposes of these Chapter 11 Cases in all respects.

Relief Requested

14. Section 7.1(d) of the Plan provided that the executory contracts set forth on Exhibit 7.1(d) to the Plan (the "Specified Environmental Contracts"), which is attached hereto as Exhibit B for reference, could be assumed or rejected by the Debtors at any time during the 90 day period following the Effective Date (the "Specified Environmental Contracts Deadline").

15. On November 5 2009, this Court entered an order authorizing the extension of the deadline to assume or reject the Specified Environmental Contracts from October 19, 2009 to and including January 18, 2010.

16. On January 14, 2010, this Court entered an order authorizing the further extension of the deadline to assume or reject the Specified Environmental Contracts from January 18, 2010 to and including May 20, 2010, unless further extended by order of the Court.

17. The Specified Environmental Deadline is currently scheduled to expire on May 20, 2010, and by this Application the Reorganized Debtors seek entry of an order pursuant to Bankruptcy Rule 9006(b)(1) further extending the Specified Environmental Contracts Deadline through August 20, 2010.

18. The Debtors originally extended the deadline to assume or reject the Specified Environmental Contracts in order to allow the parties thereto additional time to resolve claims and issues related to such Specified Environmental Contracts so as to avoid the need to litigate potentially contentious issues related to the intersection between environmental law and the Bankruptcy Code. The parties have finalized the settlement document, and are beginning the process of obtaining the necessary signatures and approvals, including governmental approvals, which will be followed by a public comment process and requests for court approval.

19. Accordingly, in order to allow the Reorganized Debtors and the counterparties to the Specified Environmental Contracts sufficient time to memorialize the agreement reached and seek the requisite authority to implement the agreement, which agreement shall include the resolution of issues and potential claims related to the Contracts, the Reorganized Debtors hereby seek an extension of the Specified Environmental Contracts Deadline through August 20, 2010.

20. Bankruptcy Rule 9006(b)(1) permits the extension of the Specified Environmental Contracts Deadline, providing, in relevant part, that “when an act is required or allowed to be done at or within a specified period ... or by order of court, the court for cause shown may at any time in its discretion (1) with or without motion or notice order the period enlarged if the request therefor is made before the expiration of the period originally prescribed or as extended by a previous order.” Moreover, section 105 of the Bankruptcy Code grants bankruptcy courts broad authority and discretion to take actions and implement procedures necessary to administer a bankruptcy case. Under section 105(a) of the Bankruptcy Code, “[t]he court may issue any order, process or judgment that is necessary or appropriate to carry out the provisions of [the Bankruptcy Code].”

21. As stated above, the Reorganized Debtors have made significant progress negotiating with the counterparties to the Specified Environmental Contracts regarding the resolution of outstanding issues and potential claims thereunder, and believe the additional time sought herein will not only facilitate the resolution of the issues surrounding the assumption or rejection of the Specified Environmental Contracts, but will also result in the final resolution of all claims of such counterparties with respect thereto.

22. Moreover, the Reorganized Debtors respectfully submit that the extension of the Specified Environmental Contracts Deadline is reasonable and necessary to allow sufficient time for the Reorganized Debtors to finalize the resolution reached with the counterparties as to the issues and potential claims related to the Specified Environmental Contracts. Accordingly, the Reorganized Debtors submit that the relief requested herein is reasonable and inures to the benefit of the Reorganized Debtors, creditors and other parties in interest, and should be granted.

Notice

23. Pursuant to the Case Management Order, notice of this Application has been given to the parties identified on the Notice List (as such term is defined in the Case Management Order) and to counsel to the counterparties to the Specified Environmental Contracts. In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is required. Accordingly, the Reorganized Debtors submit that serving each of the thousands of creditors in these cases with a copy of the Application is unnecessary and would be wasteful of the Reorganized Debtors' resources.

Prior Request

24. No prior request for the relief sought in this Application, other than the relief described in paragraph 14-16, has been made to this or any other Court.

WHEREFORE, the Reorganized Debtors respectfully request that the Court enter an order substantially in the form of Exhibit A attached hereto, (a) extending the Specified Environmental Contracts Deadline through and including August 20, 2010 and (b) granting such other and further relief to the Reorganized Debtors as the Court may deem proper.

Dated: May 17, 2010

New York, New York

Respectfully submitted,

ARNOLD & PORTER LLP

By: /s/ Joel M. Gross

Michael J. Canning

Joel M. Gross

399 Park Avenue

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Counsel for the Reorganized Debtors

EXHIBIT A

**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

Honorable James M. Peck

**ORDER AUTHORIZING THE EXTENSION OF DEADLINE TO ASSUME OR
REJECT CERTAIN SPECIFIED ENVIRONMENTAL CONTRACTS**

Upon the application (the "Application")¹ of the above-captioned debtors (collectively, the "Reorganized Debtors") for entry of an Order authorizing the further extension of the deadline to assume or reject certain Specified Environmental Contracts; and the Court having found that (a) it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), (c) venue of this proceeding and the Application in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409, (d) notice of the Application was appropriate under the circumstances; and the Court having determined that the legal and factual bases set forth in the Application establish grounds for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED.
2. The Specified Environmental Contracts Deadline is hereby extended to and including August 20, 2010.
3. The Reorganized Debtors are authorized to take any and all steps that are

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

necessary or appropriate to implement the extension of the Specified Environmental Contracts Deadline. Nothing in this Order, however, shall obligate the Reorganized Debtors to settle or pursue settlement of any particular claim with a counterparty to a Specified Environmental Contract.

4. Any assumption or rejection of a Specified Environmental Contract shall give rise to the same rights and obligations to all parties to such Contracts as if such Contracts been assumed or rejected during the Chapter 11 Cases.

5. The inclusion of any judicial consent decrees as Specified Environmental Contracts shall be without prejudice to the right of the United States to assert that such consent decrees are not executory contracts that can be rejected or discharged by the Reorganized Debtors. The United States and the Reorganized Debtors reserve all rights with respect to such issues.

6. Nothing in this Order shall constitute an admission of the validity, nature, amount or priority of any claim of a counterparty to a Specified Environmental Contract, and the Reorganized Debtors reserve all of their rights to dispute the validity, nature, amount or priority of any claims asserted in these cases by any such counterparty to a Specified Environmental Contract.

7. Nothing in the Application or Order shall be deemed or construed as a waiver of the right of the Reorganized Debtors, or shall impair the ability of the Reorganized Debtors, to make additional requests to extend the deadline to assume or reject the Specified Environmental Contracts.

8. The Court shall retain jurisdiction with respect to all matters arising from or relating to the implementation of this Order and the Specified Environmental Contracts

Deadline.

Dated: _____, 2010

United States Bankruptcy Judge

EXHIBIT B

Exhibit 7.1(d)

Specified Environmental Contracts

1. Consent Decree in United States v. C&J Clark America, Inc, Civil Action No. 1:CV-93-1482, filed with the U.S. District Court for Middle District of Pennsylvania on September 10, 1999, among the United States of America, the Pennsylvania Department of Environmental Protection, C&J Clark America, Inc., The ESAB Group Inc., Quebecor Printing Fairfield Inc., Hanover Bronze & Aluminum Foundry, Inc., Kemper Industries Inc., R.H. Sheppard Co., Inc., SKF USA Inc., and The Genlyte Group Incorporated. Inc.
2. Keystone Landfill Site Original Generator Defendants Organization Agreement dated April 14, 1998, among C&J Clark America, Inc., The ESAB Group Inc., Quebecor Printing Fairfield Inc., Hanover Bronze & Aluminum Foundry, Inc., Kemper Industries Inc., R.H. Sheppard Co., Inc., SKF USA Inc., and The Genlyte Group Incorporated. Inc.
3. Consent Decree relating to the Lenz Oil Services, Inc., Superfund Site entered in The United States of America and The State of Illinois, v. Alpha Construction, *et al.*, defendants, (Civil Action No. 02-C3609, (N.D. Ill.))
4. Lenz Oil Escrow Agreement, dated May 29, 2002, among Lenz Oil Group Members listed in Attachment A of the Agreement and LaSalle Bank National Association
5. Lenz Oil PRP Group RD/RA Agreement, entered into as of March 2, 2001 among the Group Members listed in Appendix A to the Agreement