

**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 APPROVING THE REORGANIZED DEBTORS' FIFTH OMNIBUS
APPLICATION SEEKING TO ALLOW PERMITTED SETTLEMENTS**

This matter coming before the Court on the Reorganized Debtors' Fifth Omnibus Application Seeking to Allow Permitted Settlements (the "Application")¹; it appearing that the relief requested in the Application is in the best interests of the Reorganized Debtors' estates, their creditors and other parties in interest; 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 is proper pursuant to 28 U.S.C. §§ 1408 and 1409, and (d) notice of the Application was provided to all necessary and appropriate parties; 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 APPROVED.
2. Each of the Permitted Settlements in respect of the aggregate claims of the Consensual Resolution Creditors is approved and each of the claims of the applicable

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

Consensual Resolution Creditors is allowed, expunged, reduced, reclassified and/or transferred, as set forth on Exhibit B attached hereto.

3. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

4. The Reorganized Debtors and their Claims Agent are authorized to take all such actions as are necessary or appropriate to implement the terms of this Order.

5. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York
August 5, 2010

s/ James M. Peck
Honorable James M. Peck
United States Bankruptcy Judge

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Exhibit B

NAME/ADDRESS OF CLAIMANT	CLAIM NUMBER	ASSERTED CLASSIFICATION	DEBTOR AGAINST WHICH CLAIM IS ASSERTED	ASSERTED CLAIM AMOUNT	AGREED CLASSIFICATION	AGREED TREATMENT OF CLAIM	AGREED ALLOWED AMOUNT OF CLAIM
COMMONWEALTH OF PENNSYLVANIA CLEAN AIR FUND/ AIR QUALITY PROGRAM ATTN: KENNETH A. GELBURD, ASST. REG. COUNSEL 2 EAST MAIN STREET NORRISTOWN, PA 19401-4915	9485	ADMINISTRATIVE	QUEBECOR WORLD ATGLEN, INC.	\$36,140.53	UNSECURED	CLASS 3 CLAIM	\$24,741.74
CONSTELLATION NEWENERGY, INC. C/O JACKSON WALKER LLP ATTN: HEATHER FORREST, ESQ. 901 MAIN STREET SUITE 6000 DALLAS, TX 75202	604	UNSECURED	QUEBECOR WORLD (USA) INC.	\$296,888.22	UNSECURED	CLASS 4 CLAIM	\$296,888.22
CONSTELLATION NEWENERGY, INC. C/O JACKSON WALKER LLP ATTN: HEATHER FORREST, ESQ. 901 MAIN STREET SUITE 6000 DALLAS, TX 75202	605	UNSECURED	QUEBECOR WORLD (USA) INC.	\$56,778.69	UNSECURED	CLASS 4 CLAIM	\$45,214.67
CONSTELLATION NEWENERGY, INC. C/O JACKSON WALKER LLP ATTN: HEATHER M. FORREST 901 MAIN STREET SUITE 6000 DALLAS, TX 75202	9546	UNSECURED	QUEBECOR WORLD (USA) INC.	\$45,214.67	N/A	EXPUNGED	\$0.00
CORNERSTONE NEWENERGY, INC. C/O JACKSON WALKER LLP ATTN: HEATHER FORREST, ESQ. 901 MAIN STREET SUITE 6000 DALLAS, TX 75202	606	UNSECURED	QUEBECOR WORLD (USA) INC.	\$24,622.85	UNSECURED	CLASS 4 CLAIM	\$24,622.85

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DAY INTERNATIONAL, INC. ET AL C/O BAKER & MCKENZIE, LLP ATTN: IRA A. REID, ESQ. 1114 AVENUE OF AMERICAS NEW YORK, NY 10036	60002	ADMINISTRATIVE (RECLAMATION DEMAND)	QUEBECOR WORLD (USA) INC.	\$1,225,783.39	N/A	EXPUNGED	\$0.00
DAY INTERNATIONAL, INC., VARN INTERNATIONAL, AND NETWORK DISTRIBUTIONS ATTN: THOMAS J. KOENIG, VP & CFO 130 WEST SECOND STREET, SUITE 1700 DAYTON, OH 45402	1277	ADMINISTRATIVE	QUEBECOR WORLD (USA) INC.	\$1,225,783.39	ADMINISTRATIVE UNSECURED UNSECURED	ADMINISTRATIVE CLAIM CLASS 3 CLAIM CLASS 4 CLAIM	\$410,176.00 \$1,067,078.00 \$143,617.00
DAY INTERNATIONAL, INC., VARN INTERNATIONAL, AND NETWORK DISTRIBUTIONS ATTN: THOMAS J. KOENIG, VP & CFO 130 WEST SECOND STREET, SUITE 1700 DAYTON, OH 45402	1278	UNSECURED	QUEBECOR WORLD (USA) INC.	\$653,561.86	N/A	EXPUNGED	\$0.00
DAY INTERNATIONAL, INC., VARN INTERNATIONAL, AND NETWORK DISTRIBUTIONS ATTN: THOMAS J. KOENIG, VP & CFO 130 WEST SECOND STREET, SUITE 1700 DAYTON, OH 45402	5913	503B9	QUEBECOR WORLD (USA) INC.	\$582,385.25	N/A	EXPUNGED	\$0.00
HARCROS CHEMICALS INC. ATTN: RALPH RICHARDSON, GEN. CREDIT MGR. 5200 SPEAKER ROAD KANSAS CITY KS 66106	8700	UNSECURED PRIORITY	QUEBECOR WORLD (USA) INC. QUEBECOR WORLD (USA) INC.	\$6,786.56 \$6,377.77	UNSECURED ADMINISTRATIVE	CLASS 3 CLAIM ADMINISTRATIVE CLAIM	\$8,438.01 \$4,256.86
HARCROS CHEMICALS INC. ATTN: RALPH RICHARDSON, GEN. CREDIT MGR. 5200 SPEAKER ROAD KANSAS CITY KS 66106	90045	ADMINISTRATIVE (RECLAMATION DEMAND)	QUEBECOR WORLD CAPITAL II, LLC	\$6,377.77	N/A	EXPUNGED	\$0.00

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LEUNER INC NORTH EAST GREAT DANE 315 SUNNYMEADE ROAD HILLSBOROUGH, NJ 08844	3166	503B9	QUEBECOR WORLD SAN JOSE, INC.	\$9,500.00	ADMINISTRATIVE	ADMINISTRATIVE CLAIM	\$9,500.00
LEUNER, INC. D/B/A NORTHEAST GREAT DANE 315 SUNNYMEAD ROAD HILLSBOROUGH, NJ 08844	1255	503B9	QUEBECOR WORLD (USA) INC.	\$9,500.00	N/A	EXPUNGED	\$0.00
LEUNER, INC. D/B/A NORTHEAST GREAT DANE 315 SUNNYMEAD ROAD HILLSBOROUGH, NJ 08844	90044	ADMINISTRATIVE (RECLAMATION DEMAND)	QUEBECOR WORLD CAPITAL II, LLC	\$9,500.00	N/A	EXPUNGED	\$0.00