

**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' SIXTH OMNIBUS
APPLICATION SEEKING TO ALLOW PERMITTED SETTLEMENTS (RESOLVING
CERTAIN CLAIMS HELD BY SIERRA LIQUIDITY FUND, LLC)**

This matter coming before the Court on the Reorganized Debtors' Sixth Omnibus Application Seeking to Allow Permitted Settlements (Resolving Certain Claims Held by Sierra Liquidity Fund, LLC) (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.

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

2. The Permitted Settlement in respect of the Sierra Claims is approved, and each of the Sierra Claims is allowed, expunged, reduced, reclassified and/or transferred as set forth on Exhibit B attached hereto.

3. Nothing in this Order, including without limitation, the allowance of any claims under section 503(b)(9) of the Bankruptcy Code, shall impact the rights, defenses, claims or counterclaims of any parties-in-interest in respect of any pending avoidance actions, and all parties reserve their rights in this regard.

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

5. 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.

6. 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

Creditor	Entity	Claim #	Claim Amount	Class	Agreed Treatment	Entity	Accepted claim			Total
							Class 3	Class 4	Class 5	
E & R Grinding SIERRA LIQUIDITY FUND LLC/ E & R GRINDING	QW New York Corp.	1631	\$2,143.00	Unsecured	Allow	QW New York Corp.			\$2,143.00	
Total			\$2,143.00						\$2,143.00	\$2,143.00
The Halbert Company SIERRA LIQUIDITY FUND LLC/ THE HALBERT COMPANY	Quebecor World (USA) Inc.	1640	\$1,312.69	Unsecured	Allow	Quebecor World (USA) Inc.			\$1,312.69	
Total			\$1,312.69						\$1,312.69	\$1,312.69
Sanders Trucking SIERRA LIQUIDITY FUND LLC/ SANDERS TRUCKING	Quebecor World Logistics Inc.	1650	\$850.00	Unsecured	Allow Convenience Class Election	Quebecor World Logistics Inc.			\$500.00	
SIERRA LIQUIDITY FUND LLC/ SANDERS TRUCKING	QW Memphis Corp.	1651	\$2,319.68	Unsecured	Allow Convenience Class Election	QW Memphis Corp.			\$2,000.00	
Total			\$3,169.68						\$2,500.00	\$2,500.00
Petroleum Service Co SIERRA LIQUIDITY FUND LLC/ PETROLEUM SERVICE CO	Quebecor World Hazleton Inc.	2262	\$9,808.42	Unsecured	Allow	Quebecor World Hazleton Inc.	\$9,808.42			
Total			\$9,808.42				\$9,808.42			\$9,808.42
Donald E. Harman Co. SIERRA LIQUIDITY FUND LLC/ DONALD E. HARMAN CO.	Quebecor World Dallas, L.P.	1535	\$1,080.64	Unsecured	Allow	Quebecor World Dallas, L.P.			\$1,080.64	
SIERRA LIQUIDITY FUND LLC/ DONALD E. HARMAN CO.	Quebecor World (USA) Inc.	1537	\$1,281.00	Unsecured	Allow	Quebecor World (USA) Inc.			\$1,281.00	
Total			\$2,361.64						\$2,361.64	\$2,361.64
Consolidated Electrical SIERRA LIQUIDITY FUND LLC/ CONSOLIDATED ELECTRICAL	Quebecor World (USA) Inc.	1916	\$4,521.08	Unsecured	Allow Convenience Class Election	Quebecor World (USA) Inc.			\$2,500.00	
Total			\$4,521.08						\$2,500.00	\$2,500.00
Indoor Environment Services SIERRA LIQUIDITY FUND LLC/ INDOOR ENVIRONMENT SERVICES	Quebecor World (USA) Inc.	1409	\$19,496.31	Unsecured	Allow Convenience Class Election	Quebecor World (USA) Inc.			\$2,500.00	
Total			\$19,496.31						\$2,500.00	\$2,500.00

Creditor	Entity	Claim #	Claim Amount	Class	Agreed Treatment	Entity	Accepted claim			Total
							Class 3	Class 4	Class 5	
Leppert-Nutmeg, Inc. SIERRA LIQUIDITY FUND LLC/ LEPPERT-NUTMEG, INC.	Quebecor World Northeast Graphics Inc.	1866	\$3,385.52	Unsecured	Allow Convenience Class Election	Quebecor World Northeast Graphics Inc.			\$2,500.00	
Total			\$3,385.52						\$2,500.00	\$2,500.00
Yale Kentuckiana, Inc. SIERRA LIQUIDITY FUND LLC/ YALE KENTUCKIANA, INC.	Quebecor World (USA) Inc.	757	36579.00 plus interest and fees	Unsecured	Transfer to Different Debtor, Reduce and Allow	Quebecor World Book Services LLC	\$36,579.00			
Total			\$36,579.00				\$36,579.00			\$36,579.00
Pavyer Printing Machine Works SIERRA LIQUIDITY FUND LLC/ PAVYER PRINTING MACHINE WORKS	Quebecor World Petty Printing Inc.	2284	\$12,722.92	Unsecured	Allow	Quebecor World Petty Printing Inc.	\$12,722.92			
Total			\$12,722.92				\$12,722.92			\$12,722.92
Santa Fe Machine Works SIERRA LIQUIDITY FUND/ SANTA FE MACHINE WORKS	Quebecor World Great Western Publishing Inc.	1705	\$39,463.54	Unsecured	Allow	Quebecor World Great Western Publishing Inc.	\$39,463.54			
Total			\$39,463.54				\$39,463.54			\$39,463.54
Walkers Uniform SIERRA LIQUIDITY FUND LLC/ WALKERS UNIFORM	Quebecor World Lincoln Inc.	1536	\$162.96	Unsecured	Allow	Quebecor World Lincoln Inc.			\$162.96	
	Quebecor World Lincoln Inc.	1551	\$61.11	503(b)(9)	Reclassify to Unsecured and Allow	Quebecor World Lincoln Inc.			\$61.11	
Total			\$224.07						\$224.07	\$224.07
Dominion Pallet Co., Inc. SIERRA LIQUIDITY FUND LLC/ DOMINION PALLET CO., INC.	Quebecor World San Jose Inc.	1518	\$8,274.00	Unsecured	Allow	Quebecor World San Jose Inc.	\$8,274.00			
Total			\$8,274.00				\$8,274.00			\$8,274.00