

**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' SEVENTH OMNIBUS
APPLICATION SEEKING TO ALLOW PERMITTED SETTLEMENTS (RESOLVING
CERTAIN CLAIMS HELD BY RIVERSIDE CLAIMS LLC)**

This matter coming before the Court on the Reorganized Debtors' Seventh Omnibus Application Seeking to Allow Permitted Settlements (Resolving Certain Claims Held by Riverside Claims 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 Riverside Claims is approved, and each of the Riverside 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 The Riverside Objection is deemed withdrawn solely as it relates to the Riverside Claims set forth on Exhibit B attached hereto, with any objections set forth in the Riverside Objection not resolved by this Order to remain pending until this Court enters a Order approving, denying or otherwise resolving the Riverside Objection with respect to any such remaining claims held by Riverside and not resolved as set forth on Exhibit B attached hereto or any prior order of this Court.

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

6. 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.

7. 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

<u>Creditor</u>	<u>Entity</u>	<u>Claim #</u>	<u>Claim Amount</u>	<u>Class</u>	<u>Agreed Treatment</u>	<u>Priority</u>	<u>Agreed Allowed Amount</u>			<u>Total</u>
							<u>Class 3</u>	<u>Class 4</u>	<u>Class 5</u>	
Cavert Wire Company										
RIVERSIDE CLAIMS LLC/ CAVERT WIRE COMPANY	Quebecor World (USA) Inc.	1609	106,859	Unsecured	Expunge					
RIVERSIDE CLAIMS LLC/ CAVERT WIRE COMPANY	Quebecor World (USA) Inc.	1609	28,747	Priority	Expunge					
RIVERSIDE CLAIMS LLC/ CAVERT WIRE COMPANY	Quebecor World (USA) Inc.	1665	28,747	Priority	Expunge					
RIVERSIDE CLAIMS LLC/ CAVERT WIRE COMPANY	Quebecor World (USA) Inc.	1665	106,859	Unsecured	Expunge					
RIVERSIDE CLAIMS LLC/ CAVERT WIRE COMPANY	Quebecor World (USA) Inc.	1843	28,747	Priority	Expunge					
RIVERSIDE CLAIMS LLC/ CAVERT WIRE COMPANY	Quebecor World (USA) Inc.	1843	135,606	Unsecured	Expunge					
RIVERSIDE CLAIMS LLC/ CAVERT WIRE COMPANY	Quebecor World (USA) Inc.	1950.01	28,747	Priority	Allow	28,747				
Total			464,311			28,747				28,747
Culligan of Dixon (f/k/a Culligan Water Conditioning)										
RIVERSIDE CLAIMS LLC/ CULLIGAN OF DIXON	Quebecor World Mt. Morris II LLC	1016	4,928	Unsecured	Expunge					
RIVERSIDE CLAIMS LLC/ CULLIGAN OF DIXON	Quebecor World Logistics Inc.	1330	2,731	Unsecured	Allow				2,731	
RIVERSIDE CLAIMS LLC/ CULLIGAN OF DIXON	Quebecor World Logistics Inc.	1330	2,196	Priority	Allow	1,308				
RIVERSIDE CLAIMS LLC/ CULLIGAN OF DIXON	Quebecor World Logistics Inc.	1346	2,731	Unsecured	Expunge					
RIVERSIDE CLAIMS LLC/ CULLIGAN OF DIXON	Quebecor World Logistics Inc.	1346	2,196	Priority	Expunge					
Total			14,783			1,308			2,731	4,039
Label Source Ltd										
RIVERSIDE CLAIMS LLC/ LABEL SOURCE LTD.	Quebecor World Dallas II Inc.	2032.01	17,971	Priority	Allow	17,971				
	Quebecor World Pendell Inc.									
Total			17,971			17,971				17,971
Mail Merry Systems Inc										
RIVERSIDE CLAIMS LLC/MAIL MERRY SYSTEMS, INC.	Quebecor World (USA) Inc.	1327	6,005	Unsecured	Expunge					
RIVERSIDE CLAIMS LLC/ MAIL MERRY SYSTEMS, INC	Quebecor World Petty Printing Inc.	1403	6,005	Priority	Expunge					
RIVERSIDE CLAIMS LLC/ MAIL MERRY SYSTEMS, INC	Quebecor World Petty Printing Inc.	1407	6,005	Priority	Allow	6,005				
Total			18,015			6,005				6,005
Pneusource Inc										
RIVERSIDE CLAIMS LLC/ PNEUSOURCE, INC.	Quebecor World Rai Inc.	1387	2,367	Unsecured	Expunge					
RIVERSIDE CLAIMS LLC/ PNEUSOURCE, INC.	Quebecor World Rai Inc.	1387	2,076	Priority	Expunge					
RIVERSIDE CLAIMS LLC/ PNEUSOURCE, INC.	Quebecor World Rai Inc.	1501	2,076	Priority	Allow	2,076				
RIVERSIDE CLAIMS LLC/ PNEUSOURCE, INC.	Quebecor World Rai Inc.	1501	2,367	Unsecured	Allow				2,367	
Total			8,886			2,076			2,367	4,443
Shoppa's Material										
RIVERSIDE CLAIMS LLC/SHOPPA'S MATERIAL	Quebecor World Dallas, L.P.	1605	13,662	Unsecured	Expunge					
RIVERSIDE CLAIMS LLC/SHOPPA'S MATERIAL	Quebecor World Dallas, L.P.	1605	126	Priority	Expunge					
RIVERSIDE CLAIMS LLC/ SHOPPA'S MATERIAL	Quebecor World Dallas, L.P.	1944	126	Priority	Expunge					
RIVERSIDE CLAIMS LLC/ SHOPPA'S MATERIAL	Quebecor World Dallas, L.P.	1944	13,662	Unsecured	Allow		13,662			
Total			27,576				13,662			13,662

<u>Creditor</u>	<u>Entity</u>	<u>Claim #</u>	<u>Claim Amount</u>	<u>Class</u>	<u>Agreed Treatment</u>	<u>Priority</u>	<u>Class 3</u>	<u>Class 4</u>	<u>Class 5</u>	<u>Total</u>
Tri-Dim Filter Corporation										
RIVERSIDE CLAIMS LLC/TRI-DIM FILTER CORPORATION	Quebecor World Atglen Inc.	773	2,894	Unsecured	Expunge					
RIVERSIDE CLAIMS LLC/ TRI-DIM FILTER CORP.	Quebecor World Atglen Inc.	1384	2,077	Unsecured	Expunge					
RIVERSIDE CLAIMS LLC/ TRI-DIM FILTER CORP.	Quebecor World Atglen Inc.	1384	816	Priority	Expunge					
RIVERSIDE CLAIMS LLC/ TRI-DIM FILTER CORP.	Quebecor World Atglen Inc.	2221	2,077	Unsecured	Allow and Reassign Part to Different Debtor				425	
RIVERSIDE CLAIMS LLC/ TRI-DIM FILTER CORP.	Quebecor World Atglen Inc.	2221	816	Priority	Allow and Reassign Part to Different Debtor	309			-	
	Quebecor World Fairfield Inc					507				
	Quebecor World Fairfield Inc								1,652	
Total			8,681			816	-		2,077	2,893