

**Presentment Date and Time: September 7, 2010 at 12:00 noon**  
**Objection Deadline: September 7, 2010 at 12:00 noon**

ARNOLD & PORTER LLP  
399 Park Avenue  
New York, New York 10022-4690  
Telephone: (212) 715-1000  
Facsimile: (212) 715-1399  
Michael J. Canning

*Counsel for the Reorganized Debtors*

**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

**REORGANIZED DEBTORS' FOURTH OMNIBUS APPLICATION SEEKING TO  
ALLOW CLAIMS AS FILED BY THE HOLDERS THEREOF**

Quebecor World (USA) Inc. and 52 of its domestic direct and indirect subsidiaries, as reorganized debtors (collectively, the "Debtors" or "Reorganized Debtors, as applicable), hereby file their Fourth Omnibus Application Seeking to Allow Claims as Filed by the Holders Thereof (the "Application"), and hereby move this Court for the entry of an order substantially in the form of Exhibit A attached hereto, granting the relief sought by this Application.

**PARTIES RECEIVING THIS APPLICATION SHOULD CONSULT EXHIBIT B  
TO DETERMINE WHETHER THEIR NAMES AND RESPECTIVE CLAIMS ARE  
IDENTIFIED ON EXHIBIT B.**

In support of this Application, the Reorganized Debtors respectfully represent as follows:

**Jurisdiction**

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 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 predicate for the relief requested herein are sections 105, 502 and 503 of title 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), and Rule 3007 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. On January 20, 2008 the Debtors’ corporate parent, Quebecor World Inc. (“QWI,” and collectively with the Debtors, “Quebecor”) 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”).<sup>1</sup> 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.
6. On January 23, 2008 Donlin, Recano & Company, Inc. was appointed as the Claims Agent in these Chapter 11 Cases (the “Claims Agent”).

---

<sup>1</sup> The Canadian Court appointed Ernst & Young, Inc. to serve as Monitor for the Canadian Proceeding, and UBS Investment Bank was retained by QWI as a financial advisor in connection with the Canadian Proceeding.

7. On January 31, 2008, an Official Committee of Unsecured Creditors (the “Creditors’ Committee”) was appointed, and amended on February 8, 2008.

8. On or about June 18, 2008, the Debtors filed their respective schedules of assets and liabilities (collectively, the “Schedules”).

9. By an order entered on September 30, 2008 (Docket No. 1175) (the “Bar Date Order”), the Court established December 5, 2008 as the general bar date for creditors to file proofs of claim, including, among others, section 503(b)(9) claims (the “Bar Date”). Shortly after the entry of the Bar Date Order, a notice of the Bar Date (the “Bar Date Notice”) was served on all known creditors and potential creditors in accordance with the requirements of the Bar Date Order. Over 110,000 copies of the Bar Date Notice were mailed to such known creditors and potential creditors. Additionally, the Bar Date Notice was published on or about November 3, 2008 in the national editions of *The New York Times* and *The Wall Street Journal*.

10. In response to the mailing and publication of the Bar Date Notice, approximately 10,000 proofs of claim have been filed in these Chapter 11 Cases.

11. On May 18, 2009, the Debtors filed their Third Amended Joint Plan of Reorganization (Docket No. 1662). On July 2, 2009, the Court entered an order confirming the Debtors’ Third Amended Joint Plan of Reorganization, as modified (the “Plan”). See Findings of Fact, Conclusions of Law and Order Confirming Third Amended Joint Plan of Reorganization of Quebecor World (USA) Inc. and Certain Affiliated Debtors and Debtors-In-Possession (Docket No. 1802) (the “Confirmation Order”).

12. The Plan became effective on July 21, 2009 (the “Effective Date”).

13. Pursuant to the Plan, on the Effective Date, a Joint Claims Oversight Committee, as defined and provided for in the Plan, was formed.

14. 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. Further, on July 2, 2010, World Color Press Inc. was acquired by Quad/Graphics, 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.

15. On November 5, 2009, the Court entered an Order Authorizing the (a) Establishment of Claims Allowance, Objection, Claims Resolution and Settlement Procedures and (b) Extension of the 503(b)(9)/Reclamation Claims Objection Deadline (Docket No. 1978) (the "Claims Procedures Order"), which approved certain detailed procedures for the allowance of claims, and for the filing and prosecution of objections to claims filed or scheduled in these Chapter 11 Cases, as more fully set forth in Appendix 1 to the Claims Procedures Order (the "Claims Procedures").

#### **Relief Requested**

16. Pursuant to the Claims Procedures, the Reorganized Debtors hereby seek entry of an order allowing the proofs of claim identified on Exhibit B attached hereto, in each case, in the amount and with the priority as filed by the holders thereof.

#### **Basis For Relief**

17. To promote the efficient allowance of claims, and the timely distribution of recovery under the Plan on account of claims where the Reorganized Debtors are in agreement as to the amount and priority of such claims as filed by the respective holders thereof (the "Agreed

Upon Claims”), the Reorganized Debtors sought and obtained authority, as part of the Claims Procedures, to establish a process for allowing Agreed Upon Claims.

18. With respect to the claims set forth on Exhibit B attached hereto, the Reorganized Debtors have reviewed their books and records and are in agreement with the amounts and the priority of the claim(s) asserted by each holder thereof.

19. This Application, and the relief requested herein, is consistent and in accordance with the procedures established by the Claims Procedures for the process for allowing Agreed Upon Claims.

20. Accordingly, for the foregoing reasons, the Reorganized Debtors request that the claims set forth on Exhibit B be allowed in their entirety in the amount and with the priority set forth on Exhibit B, pursuant to section 502 of the Bankruptcy Code.

#### **Reservation of Rights**

21. At this time, the Reorganized Debtors have not completed their review of the validity of all claims and demands filed against their estates, and, accordingly, reserve their right to object to any and all claims, whether or not they are included in this Application.

22. The Reorganized Debtors also expressly reserve, unless and until the Bankruptcy Court allows an Agreed Upon Claim, the right to object to such Agreed Upon Claim on any and all additional factual or legal grounds. Furthermore, nothing in this Application shall constitute a waiver of any party’s right to assert preference actions or fraudulent transfer actions against any claimants, including those claimants set forth on Exhibit B. Without limiting the generality of the foregoing, the Reorganized Debtors specifically reserve the right to amend this Application, file additional papers in support of this Application or take other appropriate actions, all as more fully set forth in the Claims Procedures.

### **Notice**

23. Pursuant to the Claims Procedures, notice of this Application has been provided to all claimants whose claims are subject to this Application, as identified on Exhibit B attached hereto, and to the parties on the Notice List (as such term is defined in the Case Management Order). The Reorganized Debtors submit that no other or further notice need be provided.

WHEREFORE the Reorganized Debtors respectfully request the Court enter an order, substantially in the form attached hereto as Exhibit A, (i) approving this Application and allowing the Agreed Upon Claims in the amount and with the priority listed on Exhibit B attached hereto and (ii) granting such other and further relief as is just and proper.

Dated: New York, New York  
August 23, 2010

Respectfully submitted,

By: /s/ Michael J. Canning  
Michael J. Canning  
ARNOLD & PORTER LLP  
399 Park Avenue  
New York, New York 10022-4690  
Telephone: (212) 715-1000  
Facsimile: (212) 715-1399  
Michael\_Canning@aporter.com

*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 APPROVING THE REORGANIZED DEBTORS' FOURTH OMNIBUS  
APPLICATION SEEKING TO ALLOW CLAIMS AS FILED BY  
THE HOLDERS THEREOF**

This matter coming before the Court on the Reorganized Debtors' Fourth Omnibus Application Seeking to Allow Claims as Filed by the Holders Thereof (the "Application")<sup>1</sup>; 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.

---

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

2. Each of the claims identified on Exhibit B attached hereto and incorporated herein by reference is allowed in its entirety in the amount and with the priority set forth on Exhibit B, pursuant to section 502 of the Bankruptcy Code.

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: \_\_\_\_\_, 2010

---

United States Bankruptcy Judge

**EXHIBIT B**

Case No. 08-10152 (JMP)

The Reorganized Debtors' Fourth Omnibus Application  
 Seeking to Allow Claims as Filed by the Holders Thereof  
 Exhibit B

NAME/ADDRESS OF CLAIMANT	CLAIM NUMBER	CLASSIFICATION	CASE NUMBER	CLAIM AMOUNT	ALLOWED AMOUNT OF CLAIM
Cred. # 39260 ASM CAPITAL III, LP TRANSFEROR: TRI COUNTY PETROLEUM INC. 7600 JERICHO TURNPIKE SUITE 302 WOODBURY, NY 11797	1752	UNSECURED	08-10197	\$21,817.95	\$21,817.95
Cred. # 71305 ASM CAPITAL LP TRANSFEROR: POWELL SAND & GRAVEL CO., INC. 7600 JERICHO TURNPIKE SUITE 302 WOODBURY, NY 11797	2565	UNSECURED	08-10195	\$2,950.29	\$2,950.29
Cred. # 71036 ASM CAPITAL LP TRANSFEROR: NORTH AMERICAN EMBROIDERY 7600 JERICHO TURNPIKE SUITE 302 WOODBURY, NY 11797	2753	UNSECURED	08-10173	\$4,937.39	\$4,937.39
Cred. # 71031 ASM CAPITAL LP TRANSFEROR: JM OIL CO. 7600 JERICHO TURNPIKE SUITE 302 WOODBURY, NY 11797	3238	UNSECURED	08-10165	\$7,849.21	\$7,849.21
Cred. # 69865 ASM CAPITAL LP AS ASSIGNEE OF: BINDERYONICS ATTN: DOUG WOLFE 7600 JERICHO TURNPIKE, STE 302 WOODBURY, NY 11797	3306	UNSECURED	08-10165	\$36,694.38	\$36,694.38
Cred. # 69865 ASM CAPITAL LP AS ASSIGNEE OF: BINDERYONICS ATTN: DOUG WOLFE 7600 JERICHO TURNPIKE, STE 302 WOODBURY, NY 11797	3307	UNSECURED	08-10192	\$1,712.38	\$1,712.38
Cred. # 69865 ASM CAPITAL LP AS ASSIGNEE OF: BINDERYONICS ATTN: DOUG WOLFE 7600 JERICHO TURNPIKE, STE 302 WOODBURY, NY 11797	3308	UNSECURED	08-10201	\$2,483.80	\$2,483.80
Cred. # 71037 ASM CAPITAL LP TRANSFEROR: ARC MED CENTERS 7600 JERICHO TURNPIKE SUITE 302 WOODBURY, NY 11797	3457	UNSECURED	08-10173	\$3,938.00	\$3,938.00
Cred. # 71236 ASM CAPITAL LP TRANSFEROR: HA&W 7600 JERICHO TURNPIKE SUITE 302 WOODBURY, NY 11797	3497	UNSECURED	08-10186	\$158,718.50	\$158,718.50
Cred. # 69901 ASM CAPITAL LP ASSIGNEE OF: CORRUGATEO CONTAINER CORP. ATTN: DOUG WOLFE 7600 JERICHO TURNPIKE STE 302 WOODBURY, NY 11797	3877	UNSECURED	08-10197	\$13,867.43	\$13,867.43
Cred. # 71242 ASM CAPITAL LP TRANSFEROR: FM SYLVAN INC. 7600 JERICHO TURNPIKE SUITE 302 WOODBURY, NY 11797	4400	UNSECURED	08-10165	\$5,959.00	\$5,959.00
Cred. # 69400 ASM CAPITAL LP ASSIGNEE OF: ALADDIN FINISHING, INC. ATTN: DOUG WOLFE 7600 JERICHO TURNPIKE SUITE 302 WOODBURY, NY 11797	9283	UNSECURED	08-10195	\$68,166.00	\$68,166.00
Cred. # 70682 BANK OF AMERICA, NA/ BOLZ GMBH TRANSFEROR: BOLZ GMBH ATTN: JON BARNES 214 NORTH TRYON STREET NC1-027-14-01 CHARLOTTE, NC 28255	4184	503b9	08-10165	\$96,375.86	\$96,375.86

The Reorganized Debtors' Fourth Omnibus Application  
Seeking to Allow Claims as Filed by the Holders Thereof  
Exhibit B

NAME/ADDRESS OF CLAIMANT	CLAIM NUMBER	CLASSIFICATION	CASE NUMBER	CLAIM AMOUNT	ALLOWED AMOUNT OF CLAIM
Cred. # 69934 FAIR HARBOR CAPITAL LLC/LF POWERS CO INC AS ASSIGNEE OF: LF POWERS CO INC. ATTN: FREDRIC GLASS, MEMBER ANSONIA FINANCE STATION P.O. BOX 237037 NEW YORK, NY 10023	4471.01	UNSECURED	08-10160	\$3,462.71	\$3,462.71
Cred. # 69934 FAIR HARBOR CAPITAL LLC/LF POWERS CO INC AS ASSIGNEE OF: LF POWERS CO INC. ATTN: FREDRIC GLASS, MEMBER ANSONIA FINANCE STATION P.O. BOX 237037 NEW YORK, NY 10023	4488	503b9	08-10200	\$853.09	\$853.09
Cred. # 69940 FAIR HARBOR CAPITAL, LLC/RAPID PACKAGING AS ASSIGNEE OF: RAPID PACKAGING ATTN: FREDRIC GLASS, MEMBER ANSONIA FINANCE STATION P.O. BOX 237037 NEW YORK, NY 10023	4520.01	UNSECURED	08-10152	\$2,962.29	\$2,962.29
Cred. # 69935 FAIR HARBOR CAPITAL, LLC/STODDARD SILENCERS, INC. AS ASSIGNEE OF: STODDARD SILENCERS, INC. ANSONIA FINANCE STATION P.O. BOX 237037 NEW YORK, NY 10023	4490	503b9	08-10152	\$482.60	\$482.60
Cred. # 69935 FAIR HARBOR CAPITAL, LLC/STODDARD SILENCERS, INC. AS ASSIGNEE OF: STODDARD SILENCERS, INC. ANSONIA FINANCE STATION P.O. BOX 237037 NEW YORK, NY 10023	4495	503b9	08-10152	\$1,140.81	\$1,140.81
Cred. # 74752 LIQUIDITY SOLUTIONS, INC/ DUKE & COMPANY TRANSFEROR: DUKE & COMPANY ONE UNIVERSITY PLAZA SUITE 312 HACKENSACK, NJ 07601	2222	UNSECURED	08-10190	\$11,258.20	\$11,258.20
Cred. # 74768 LIQUIDITY SOLUTIONS, INC/ HAZELTON GENERAL HOSPITAL TRANSFEROR: HAZELTON GENERAL HOSPITAL ONE UNIVERSITY PLAZA SUITE 312 HACKENSACK, NJ 07601	2578	UNSECURED	08-10185	\$17,466.00	\$17,466.00
Cred. # 74754 LIQUIDITY SOLUTIONS, INC/ HIRRLINGER ELECTRIC INC TRANSFEROR: HIRRLINGER ELECTRIC INC ONE UNIVERSITY PLAZA SUITE 312 HACKENSACK, NJ 07601	2797	UNSECURED	08-10180	\$3,941.45	\$3,941.45
Cred. # 74729 LIQUIDITY SOLUTIONS, INC/ MILLBROOK PRINTING COMPANY TRANSFEROR: MILLBROOK PRINTING COMPANY ONE UNIVERSITY PLAZA SUITE 312 HACKENSACK, NJ 07601	2731	UNSECURED	08-10179	\$4,637.29	\$4,637.29
Cred. # 74774 LIQUIDITY SOLUTIONS, INC/ REPUBLIC ROLLER CORPORATION TRANSFEROR: REPUBLIC ROLLER CORPORATION ONE UNIVERSITY PLAZA SUITE 312 HACKENSACK, NJ 07601	2771	UNSECURED	08-10183	\$5,966.00	\$5,966.00

Case No. 08-10152 (JMP)

**The Reorganized Debtors' Fourth Omnibus Application  
Seeking to Allow Claims as Filed by the Holders Thereof  
Exhibit B**

NAME/ADDRESS OF CLAIMANT	CLAIM NUMBER	CLASSIFICATION	CASE NUMBER	CLAIM AMOUNT	ALLOWED AMOUNT OF CLAIM
Cred. # 74755 LIQUIDITY SOLUTIONS, INC/ SOLAR COMMUNICATIONS INC. TRANSFEROR: SOLAR COMMUNICATIONS INC. ONE UNIVERSITY PLAZA SUITE 312 HACKENSACK, NJ 07601	2962	UNSECURED	08-10185	\$12,220.83	\$12,220.83
Cred. # 5394 SOUTHERN CALIFORNIA GAS COMPANY MASS MARKETS CREDIT & COLLECTIONS C/O THE GAS COMPANY ATTN: ELIZABETH ALVAREZ, COLLECTION SUPV P.O. BOX 30337 LOS ANGELES, CA 90030-0337	408	UNSECURED	08-10162	\$16,128.33	\$16,128.33
Cred. # 10212 WATER AUTHORITY OF DICKSON COUNTY ATTN: SANDRA K. DUDLEY, EXECUTIVE DIRECTOR 121 S. MAIN STREET DICKSON, TN 37055	3054	UNSECURED	08-10165	\$6,964.80	\$6,964.80
Cred. # 10212 WATER AUTHORITY OF DICKSON COUNTY ATTN: SANDRA K. DUDLEY, EXECUTIVE DIRECTOR 121 S. MAIN STREET DICKSON, TN 37055	3055	UNSECURED	08-10165	\$9,397.74	\$9,397.74

**Total Claim Count: 27****Total Claim Amount: \$522,352.33****Total Allowed Amount: \$522,352.33**