

Hearing Date and Time: September 23, 2010 at 10:00 a.m.
Response Deadline: September 13, 2010 at 4:00 p.m.

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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 CONVENIENCE CLAIMS
MOTION (SEEKING TO ALLOW CONVENIENCE CLAIMS AS FILED
BY 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 Convenience Claims Motion (Seeking to Allow Convenience Claims as Filed by the Holders Thereof) (the "Motion"), 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 Motion.

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

In support of this Motion, 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”).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.
6. On January 23, 2008 Donlin, Recano & Company, Inc. was appointed as the Claims Agent in these Chapter 11 Cases (the “Claims Agent”).

¹ 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. By this Motion, the Reorganized Debtors hereby seek entry of an order allowing the proofs of claim identified on Exhibit B attached hereto, and granting such claims the status and treatment as Convenience Claims, as defined and provided for under the Plan.

Basis For Relief

17. Pursuant to Section 4.5 of the Plan, each holder of an Allowed Convenience Claim, as defined therein, is entitled to receive, in full satisfaction, settlement, release, and discharge of, and in exchange for, the aggregate amount of such holder's allowed unsecured

claims, cash equal to the lesser of (i) the aggregate amount of all such holder's allowed unsecured claims or (ii) \$2,500.

18. To promote the efficient allowance of Convenience Claims, and the timely distribution of recovery under the Plan on account of Convenience Claims, the Reorganized Debtors sought and obtained authority under the Claims Procedures to establish a process for allowing Convenience Claims.

19. With respect to the claims set forth on Exhibit B attached hereto, the Reorganized Debtors have (i) reviewed their books and records and are in agreement with the amount of the claim(s) asserted by each holder thereof and (ii) determined that the individual unsecured claim of each holder, or the aggregate unsecured claims of each such holder, in each case as set forth on Exhibit B attached hereto, are \$2,500 or less, and therefore qualify for Convenience Class treatment under the Plan.

20. Accordingly, for the foregoing reasons, the Reorganized Debtors request that the Convenience Claims set forth on Exhibit B be allowed in their entirety pursuant to section 502 of the Bankruptcy Code, and be accorded Convenience Class treatment under the Plan.

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 Motion.

22. The Reorganized Debtors also expressly reserve, unless and until the Bankruptcy Court allows a Convenience Claim, the right to object to any such Convenience Claim on any and all additional factual or legal grounds. Furthermore, nothing in this Motion 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 Motion, file additional papers in support of this Motion 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 Motion has been provided to all claimants whose claims are subject to this Motion, 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 Motion; (ii) allowing the Convenience Claims in the amounts listed on Exhibit B, and according such claims Convenience Class treatment under the Plan; and (iii) granting such other and further relief as is just and proper.

Dated: New York, New York
August 23, 2010

Respectfully submitted,

/s/ Michael J. Canning_____

Michael J. Canning

ARNOLD & PORTER LLP

399 Park Avenue

New York, New York 10022-4690

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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 APPROVING THE REORGANIZED DEBTORS' FOURTH OMNIBUS
CONVENIENCE CLAIMS MOTION (SEEKING TO ALLOW CONVENIENCE
CLAIMS AS FILED BY THE HOLDERS THEREOF)**

This matter coming before the Court on the Reorganized Debtors' Fourth Omnibus Convenience Claims Motion (Seeking to Allow Convenience Claims as Filed by Holders Thereof) (the "Motion")¹; it appearing that the relief requested in the Motion 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 Motion was provided to all necessary and appropriate parties; and the Court having determined that the legal and factual bases set forth in the Motion establish grounds for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Motion is APPROVED.

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

2. Each of the Convenience Claims identified on Exhibit B attached hereto and incorporated herein by reference is allowed in its entirety in the amount set forth on Exhibit B pursuant to section 502 of the Bankruptcy Code, and such claims shall be accorded Convenience Class treatment under the Plan.

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: _____, 2010

United States Bankruptcy Judge

EXHIBIT B

Case No. 08-10152 (JMP)

**Reorganized Debtors' Fourth Omnibus Convenience Claims Motion
(Seeking to Allow Convenience Claims as Filed by the Holders Thereof)
Exhibit B**

NANE/ADDRESS OF CLAIMANT	CLAIM NUMBER	DATE FILED	CASE NUMBER	CLAIM AMOUNT	ALLOWED AMOUNT OF CONVENIENCE CLAIM
Cred. # 10430 3E ELECTRICAL ENGINEERING & EQUIPMENT COMPANY 953 73RD STREET WINDSOR HEIGHTS, IA 50312	4775	11/21/08	08-10194	\$1,376.35	\$1,376.35
Cred. # 13639 A&G ELECTRIC ATTN: RICK ACKLEY, PRESIDENT 490 E. 14TH STREET DUBUQUE, IA 52001	8456	12/05/08	08-10178	\$1,323.33	\$1,323.33
Cred. # 33118 ADVANCED SYSTEMS, INC., DIV. OF THERMAL TECHNOLOGIES, INC. ATTN: CHELLY PIERQUET, OFFICE MANAGER 1031 ONTARIO ROAD GREEN BAY, WI 54311	2571	10/23/08	08-10152	\$672.60	\$672.60
Cred. # 5683 AMERIKAL PRODUCTS CORPORATION ATTN: ROBERT T. DANIELSON, PRESIDENT 2115 NORTHWESTERN AVENUE WAUKEGAN, IL 60087	732	04/23/08	08-10152	\$723.12	\$723.12
Cred. # 5675 CLARKSVILLE DEPARTMENT OF ELECTRICTY, LIGHTBAND ATTN: TAMMY HOGUE, ACCOUNT CLERK P.O. BOX 31509 CLARKSVILLE, TN 37040-0026	4971	11/24/08	08-10152	\$1,625.94	\$1,625.94
Cred. # 13657 CMI ENGINEERING, INC. ATTN: BONNIE B. BUTNER, OFFICE MANAGER PO BOX 532 LEBANON, IN 46052	4286	11/13/08	08-10178	\$192.00	\$192.00
Cred. # 13635 CUNNINGHAM* WILLIAM 8 BEACON PLACE OLD BRIDGE, NJ 08857	5606	12/02/08	08-10179	\$700.00	\$700.00
Cred. # 5457 EATON* GUY M. 758 OAK GLEN CIRCLE FALL BRANCH, TN 37656	516	03/31/08	08-10152	\$1,728.71	\$1,728.71
Cred. # 69939 FAIR HARBOR CAPITAL, LLC/VULCAN INC. AS ASSIGNEE OF: VULCAN INCORPORATED ATTN: FREDRIC GLASS, MEMBER ANSONIA FINANCE STATION P.O. BOX 237037 NEW YORK, NY 10023	4519.01	11/17/08	08-10152	\$2,212.55	\$2,212.55
Cred. # 33193 FUCHS & BOYLE, S.C. ATTN: JOHN F. FUCHS, PRESIDENT 1233 NORTH MAYFAIR ROAD, SUITE 210 MILWAUKEE, WI 53226	2071	09/22/08	08-10152	\$2,462.50	\$2,462.50
Cred. # 5947 H.O. WOLDING, INC. ATTN: CLAY REILLY, ACCOUNTANT P.O. BOX 217 AMHERST, WI 54406	1351	07/29/08	08-10202	\$1,500.00	\$1,500.00
Cred. # 9941 HALVERSON* MICHAEL 325 33RD AVENUE NORTH SUITE 106 ST. CLOUD, MN 56303	3524	11/03/08	08-10165	\$280.00	\$280.00
Cred. # 25870 ILLINOIS EPA FISCAL SERVICES SECTION ATTN: JAMES M. KROPID, ATTY 1021 NORTH GRAND AVENUE EAST. PO BOX 19276 SPRINGFIELD, IL 62794-9276	8693	12/05/08	08-10152	\$516.01	\$516.01
Cred. # 13295 INDUSTRIAL TIRE ATTN: ROBERT BURKE, PRESIDENT 603 SOUTH PARK AVENUE BUFFALO, NY 14210	2935	10/27/08	08-10182	\$488.40	\$488.40

**Reorganized Debtors' Fourth Omnibus Convenience Claims Motion
(Seeking to Allow Convenience Claims as Filed by the Holders Thereof)**

Exhibit B

NANE/ADDRESS OF CLAIMANT	CLAIM NUMBER	DATE FILED	CASE NUMBER	CLAIM AMOUNT	ALLOWED AMOUNT OF CONVENIENCE CLAIM
Cred. # 8050 JOHN HENRY FOSTER COMPANY INC ATTN: KATHLEEN ZILLIKEN, CREDIT/COLL 4700 LEBOURGET DRIVE ST. LOUIS, MO 63134	3870	11/07/08	08-10152	\$123.00	\$123.00
Cred. # 8050 JOHN HENRY FOSTER COMPANY INC ATTN: KATHLEEN ZILLIKEN, CREDIT/COLL 4700 LEBOURGET DRIVE ST. LOUIS, MO 63134	3871	11/07/08	08-10192	\$500.22	\$500.22
Cred. # 74770 LIQUIDITY SOLUTIONS, INC/ AUGUSTA COMMUNICATIONS TRANSFEROR: AUGUSTA COMMUNICATIONS ONE UNIVERSITY PLAZA SUITE 312 HACKENSACK, NJ 07601	2976	10/27/08	08-10201	\$1,301.63	\$1,301.63
Cred. # 74767 LIQUIDITY SOLUTIONS, INC/ AUTOMATIC GATES TRANSFEROR: AUTOMATIC GATES ONE UNIVERSITY PLAZA SUITE 312 HACKENSACK, NJ 07601	2931	10/27/08	08-10165	\$1,375.00	\$1,375.00
Cred. # 74776 LIQUIDITY SOLUTIONS, INC/ DACH FENCE CO. TRANSFEROR: DACH FENCE CO. ONE UNIVERSITY PLAZA SUITE 312 HACKENSACK, NJ 07601	215	03/03/08	08-10183	\$2,145.00	\$2,145.00
Cred. # 74730 LIQUIDITY SOLUTIONS, INC/ FORBES PHARMACY C/O MEDICAL PHARMACY TRANSFEROR: FORBES PHARMACY C/O MEDICAL PHARMACY ONE UNIVERSITY PLAZA SUITE 312 HACKENSACK, NJ 07601	6024	12/01/08	08-10194	\$1,724.00	\$1,724.00
Cred. # 74763 LIQUIDITY SOLUTIONS, INC/ JOHN HENRY FOSTER COMPANY INC. TRANSFEROR: JOHN HENRY FOSTER COMPANY INC. ONE UNIVERSITY PLAZA SUITE 312 HACKENSACK, NJ 07601	3815	11/07/08	08-10165	\$2,131.27	\$2,131.27
Cred. # 74724 LIQUIDITY SOLUTIONS, INC/ OHIO VALLEY TRANSPORTATION INC TRANSFEROR: OHIO VALLEY TRANSPORTATION INC ONE UNIVERSITY PLAZA SUITE 312 HACKENSACK, NJ 07601	2990	10/28/08	08-10165	\$1,962.64	\$1,962.64
Cred. # 74723 LIQUIDITY SOLUTIONS, INC/ OVT BROKERS LLC TRANSFEROR: OVT BROKERS LLC ONE UNIVERSITY PLAZA SUITE 312 HACKENSACK, NJ 07601	2987	10/28/08	08-10165	\$515.00	\$515.00
Cred. # 5977 LIQUIDITY SOLUTIONS, INC/ UNITED MECHANICAL CORPORATION TRANSFEROR: UNITED MECHANICAL CORPORATION ONE UNIVERSITY PLAZA SUITE 312 HACKENSACK, NJ 07601	842	05/13/08	08-10152	\$1,570.00	\$1,570.00
Cred. # 13371 MARTIN* SHRIER 1355 PITTSFORD MENDON ROAD MENDON, NY 14506	5052	11/24/08	08-10182	\$738.50	\$738.50
Cred. # 4189 MORNING JOURNAL 1657 BROADWAY LORAIN, OH 44052	36	02/11/08	08-10152	\$230.79	\$230.79

**Reorganized Debtors' Fourth Omnibus Convenience Claims Motion
(Seeking to Allow Convenience Claims as Filed by the Holders Thereof)
Exhibit B**

NANE/ADDRESS OF CLAIMANT	CLAIM NUMBER	DATE FILED	CASE NUMBER	CLAIM AMOUNT	ALLOWED AMOUNT OF CONVENIENCE CLAIM
Cred. # 8263 OFFICE WORLD, INC. ATTN: JOHN COBLE 106 S. HIGH ST. P.O. BOX 151 TRENTON, TN 38382	1989	09/15/08	08-10152	\$710.08	\$710.08
Cred. # 70390 OFFICETEAM C/O DIV. OF ROBERT HALF INTERNATIONAL ATTN: KAREN LIMA, RECOVERY MANAGER 5720 STONERIDGE DRIVE, SUITE THREE PLEASANTON, CA 94588	7002	12/04/08	08-10152	\$974.40	\$974.40
Cred. # 29730 RED WING SHOES ATTN: CHARLOTTE MCDONELL 2802 NORTH G. STREET MERCED, CA 95340	2167	09/29/08	08-10152	\$1,607.75	\$1,607.75
Cred. # 10829 RICSAN FILTERS LLC ATTN: DONNA SCHROEPPPEL, CO-OWNER 3374 ONE PLACE MEMPHIS, TN 38116	4516	11/17/08	08-10191	\$250.16	\$250.16
Cred. # 10829 RICSAN FILTERS LLC ATTN: DONNA SCHROEPPPEL, CO-OWNER 3374 ONE PLACE MEMPHIS, TN 38116	4517	11/17/08	08-10201	\$1,331.10	\$1,331.10
Cred. # 13727 SPAHN & ROSE LUMBER COMPANY ATTN: J.P. HANNAN, PRESIDENT AND CEO 1101 JACKSON STREET PO BOX 149 DUBUQUE, IA 52004-0149	3499	11/03/08	08-10178	\$72.08	\$72.08
Cred. # 10141 STODDARD SILENCERS, INC. 1017 PROGRESS DRIVE GRAYSLAKE, IL 60030	2782	10/27/08	08-10165	\$146.92	\$146.92
Cred. # 10550 STYLART ATTN: LINDA WOLFLEY, CREDIT SECRETARY ONE STATIONARY PLACE REXBURG, ID 83441	8224	12/05/08	08-10200	\$79.05	\$79.05
Cred. # 31460 TEXAS COMMISSION ON ENVIRONMENTAL QUALITY MC 132 ATTN: DENISE HUBERT, BANKRUPTCY PROGRAM MGR. P.O. BOX 13087 AUSTIN, TX 78711	4839	11/21/08	08-10170	\$1,039.14	\$1,039.14
Cred. # 33175 TYSON DRIVE LLC ATTN: RICHARD BELL, MANAGER 303 SOUTH LOUDOUN STREET WINCHESTER, VA 22601	2046	09/15/08	08-10152	\$404.83	\$404.83
Cred. # 10891 WAGAMANS HVAC SALES & SERVICES ATTN: MAT WAGMAN, PRESIDENT 907 POINT COMFORT ROAD MARTINEZ, GA 30907	4797	11/21/08	08-10201	\$1,500.00	\$1,500.00
Cred. # 10890 WAGAMANS HVAC SERVICES, INC. ATTN: MATT WAGAMAN PO BOX 2595 EVANS, GA 30809	4778	11/21/08	08-10201	\$750.00	\$750.00
Cred. # 12101 WEB PRESS SERVICE INC ATTN: RICHARD PETERSON, PRESIDENT 541 BERKLEY STREET BERKLEY, MA 02779	2653	10/24/08	08-10195	\$946.14	\$946.14
Cred. # 33099 WEKO NORTH AMERICA, INC. 896 WEST ST. JOHN STREET SPARTANBURG, SC 29301	1936	09/12/08	08-10152	\$715.32	\$715.32

Case No. 08-10152 (JMP)

**Reorganized Debtors' Fourth Omnibus Convenience Claims Motion
 (Seeking to Allow Convenience Claims as Filed by the Holders Thereof)
 Exhibit B**

NAME/ADDRESS OF CLAIMANT	CLAIM NUMBER	DATE FILED	CASE NUMBER	CLAIM AMOUNT	ALLOWED AMOUNT OF CONVENIENCE CLAIM
Cred. # 32787 ZEREK* ZEYNEL 10 BENJAMIN TRIPP ROAD WESTPORT, MA 02790	3715	11/05/08	08-10152	\$1,680.00	\$1,680.00

Total Number of Claims: 41**Total Amount of Claims: \$42,325.53****Total Allowed Amount of Claims: \$42,325.53**