

**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 PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 9019
APPROVING (I) THE SETTLEMENT AGREEMENT AMONG THE REORGANIZED
DEBTORS, THE UNITED STATES, THE STATE OF ILLINOIS, THE KEYSTONE PRP
GROUP, LENZ PRP GROUP AND RINGIER A.G.; AND (II) ASSUMPTION OF
THE SPECIFIED ENVIRONMENTAL CONTRACTS, AS MODIFIED**

This matter coming before the Court on the Reorganized Debtors' motion (the "Motion")¹ for approval of (I) the settlement agreement (the "Settlement Agreement"), among the Reorganized Debtors, the United States, the State of Illinois, the Keystone PRP Group, the Lenz PRP Group and Ringier A.G; and (II) the assumption of the Specified Environmental Contracts, as modified by the Settlement Agreement, all as more fully set forth in the Motion; the Court having reviewed the Motion and any opposition thereto; 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

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

1409, and (d) due and proper notice of the Motion has been provided to all necessary and appropriate parties, and notice of the Settlement Agreement has been published in the *Federal Register* for public comment, and it appearing that no other or further notice need be provided; the Court having determined that the legal and factual bases set forth in the Motion establish grounds for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. Pursuant to Bankruptcy Rule 9019 and section 105 of the Bankruptcy Code, the Settlement Agreement is approved.
3. The Reorganized Debtors are authorized to execute, deliver and implement, and fully perform any and all obligations, instruments, documents and papers and to take any and all actions reasonably necessary or appropriate to consummate, complete, execute, and implement the Settlement Agreement in accordance with the terms and conditions of the Settlement Agreement.
4. The deadline to assume or reject any of the Specified Environmental Contracts set forth on Appendix I attached hereto is extended through and including the date of this Order.
5. To the extent any of the Specified Environmental Contracts set forth on Appendix I attached hereto constitute an executory contract, such Specified Environmental Contracts are deemed assumed, as modified by and in accordance with the Settlement Agreement, pursuant to section 365 of the Bankruptcy Code and the terms of the Plan.
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
September 30, 2010

s/ James M. Peck

Honorable James M. Peck
United States Bankruptcy Judge

APPENDIX I

Exhibit 7.1(d)

Specified Environmental Contracts

1. Consent Decree in United States v. C&J Clark America, Inc, Civil Action No. 1:CV-93-1482, filed with the U.S. District Court for Middle District of Pennsylvania on September 10, 1999, among the United States of America, the Pennsylvania Department of Environmental Protection, C&J Clark America, Inc., The ESAB Group Inc., Quebecor Printing Fairfield Inc., Hanover Bronze & Aluminum Foundry, Inc., Kemper Industries Inc., R.H. Sheppard Co., Inc., SKF USA Inc., and The Genlyte Group Incorporated. Inc.
2. Keystone Landfill Site Original Generator Defendants Organization Agreement dated April 14, 1998, among C&J Clark America, Inc., The ESAB Group Inc., Quebecor Printing Fairfield Inc., Hanover Bronze & Aluminum Foundry, Inc., Kemper Industries Inc., R.H. Sheppard Co., Inc., SKF USA Inc., and The Genlyte Group Incorporated. Inc.
3. Consent Decree relating to the Lenz Oil Services, Inc., Superfund Site entered in The United States of America and The State of Illinois, v. Alpha Construction, *et al.*, defendants, (Civil Action No. 02-C3609, (N.D. Ill.))
4. Lenz Oil Escrow Agreement, dated May 29, 2002, among Lenz Oil Group Members listed in Attachment A of the Agreement and LaSalle Bank National Association
5. Lenz Oil PRP Group RD/RA Agreement, entered into as of March 2, 2001 among the Group Members listed in Appendix A to the Agreement