

Hearing Date and Time: December 21, 2010 at 10:00 a.m.
Response Deadline: December 13, 2010 at 4:00 p.m.

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' SIXTH 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 Sixth 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 predicates 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
November 19, 2010

Respectfully submitted,

/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

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' SIXTH 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' Sixth 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

**Reorganized Debtors' Sixth 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. # 10910 AA PROFESSIONAL COMMUNICATIONS 85 KEYSTONE AVENUE SUITE B RENO, NV 89503	1884	09/09/08	08-10202	\$353.93	\$353.93
Cred. # 12504 ADVANTAGE STORAGE TRAILERS ATTN: MARK HENDERSON, V.P. PO BOX 250928 PLANO, TX 75025-0928	3258	10/30/08	08-10189	\$1,843.31	\$1,843.31
Cred. # 9531 AIR POWER EQUIPMENT CORP ATTN: DION M. ISRAELSON, OFFICE MGR 2400 WASHINGTON AVE N MINNEAPOLIS, MN 55411	6887	12/04/08	08-10165	\$1,575.16	\$1,575.16
Cred. # 7527 ANDERSON LOCK COMPANY PO BOX 2294 DES PLAINES, IL 60017	5291	11/26/08	08-10152	\$1,613.41	\$1,613.41
Cred. # 7527 ANDERSON LOCK COMPANY PO BOX 2294 DES PLAINES, IL 60017	5292	11/26/08	08-10152	\$92.55	\$92.55
Cred. # 7527 ANDERSON LOCK COMPANY PO BOX 2294 DES PLAINES, IL 60017	5293	11/26/08	08-10152	\$88.48	\$88.48
Cred. # 21336 ANYTHING GOES ROAD ONE EXPRESS 3150 NORMAN BERRY DR. EAST POINT, GA 30344	4044	11/10/08	08-10152	\$700.00	\$700.00
Cred. # 12287 AUTOMATAN INC. 2911 APACHE DRIVE PLOVER, WI 54467	3378	11/03/08	08-10192	\$1,839.83	\$1,839.83
Cred. # 32976 BAYNES ELECTRIC SUPPLY COMPANY, INC. ATTN: MAUREEN ELLIS, CREDIT MANAGER P.O. BOX 1850 900 CHESTNUT STREET BROCKTON, MA 02303	1760	09/02/08	08-10152	\$1,026.51	\$1,026.51
Cred. # 2508 BENTON EXPRESS, INC. ATTN: VICKY C. LYNES, AR MGR. P.O. BOX 16709 ATLANTA, GA 30321	1757	09/02/08	08-10152	\$123.89	\$123.89
Cred. # 10613 BUDDY AYERS CONSTRUCTION ATTN: BUDDY AYES, PRESIDENT 202 AYERS ROAD CORINTH, MS 38834	3920	11/10/08	08-10201	\$1,522.50	\$1,522.50
Cred. # 5132 CDW CORPORATION C/O RECEIVABLE MANANGEMNT SERVICES (RMS) ATTN: PHYLLIS A. HAYES, AGENT FOR CREDITOR P.O. BOX 5126 TIMONIUM, MD 21094	12.01	01/30/08	08-10152	\$1,169.31	\$1,169.31
Cred. # 5402 COMPUTER TRANSPORTATION SERVICES LTD ATTN: EN PARTRIDGE BLESSINGTON, CORP SEC'Y 107 MAIN STREET BREDA, IA 51436	426	03/24/08	08-10152	\$2,232.51	\$2,232.51
Cred. # 13067 CREAM CITY SCALE ATTN: LORRI GARNHART, OWNER 4096 INTERSTATE BLVD ROCKFORD, IL 61111	2631.02	10/24/08	08-10183	\$86.00	\$86.00
Cred. # 5622 CRESSLER TRUCKING, INC. ATTN: JOSEPH E. JONES, OFFICE MANAGER 1069 SEIBERT AVENUE SHIPPENSBURG, PA 17257	614	04/14/08	08-10180	\$1,763.07	\$1,763.07

Case No. 08-10152 (JMP)

**Reorganized Debtors' Sixth 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. # 3502 DIAMOND VOGEL PAINTS ATTN: THERESA GOEK 1585 CENTRAL AVENUE DUBUQUE, IA 52001	3926	11/10/08	08-10152	\$49.36	\$49.36
Cred. # 13667 DUBUQUE HOSE & HYDRAULICS CO 500 E 14TH STREET DUBUQUE, IA 52001-0000	3289	10/30/08	08-10178	\$426.31	\$426.31
Cred. # 24103 EARL L HENDERSON TRUCKING CO 1 INDUSTRIAL PARK SALEM, IL 62881	8473	12/05/08	08-10152	\$2,400.00	\$2,400.00
Cred. # 5914 ELECTROCRAFT OHIO, INC. ATTN: PETER A. SMITH, ASSOCIATE CONTROLLER 250 MCCORMICK RD. GALLIPOLIS, OH 45631	1169	06/23/08	08-10169	\$740.00	\$740.00
Cred. # 5439 ESTES EXPRESS LINES ATTN: YVONNE HALL, CREDIT ANALYST 3901 WEST BROAD STREET RICHMOND, VA 23230-3962	488	03/25/08	08-10169	\$602.12	\$602.12
Cred. # 5436 FISHER SCIENTIFIC ATTN: GARY BARNES, REGIONAL CREDIT MANAGER 2000 PARK LANE PITTSBURGH, PA 15275	1239	06/30/08	08-10152	\$1,643.23	\$1,643.23
Cred. # 4147 GLAUBER EQUIPMENT CORP ATTN: BETTINA L. MOLNAR, CONTROLLER 1600 COMMERCE PKWY LANCASTER, NY 14086	3358	11/03/08	08-10152	\$187.26	\$187.26
Cred. # 33072 GUS AND NICK'S DELICATESSEN ATTN: SHERYL L. FISHER 3146 HERROD AVENUE ATURATER, CA 95301	1890	09/10/08	08-10152	\$523.55	\$523.55
Cred. # 4074 JEVIC TRANSPORTATION INC ATTN: DONALD SIS, UNIVERSITY MGMT. 700 CREEK RD. DELANCO, NJ 08075	2333	10/17/08	08-10152	\$150.00	\$150.00
Cred. # 4293 KELLOGG'S SUPPLY ATTN: MARY WALLACE 45 S. HWY 59 MERCED, CA 95341-6917	2238	10/06/08	08-10152	\$176.80	\$176.80
Cred. # 7209 KIRK RUDY INC ATTN: MITCH CROWE, CONTROLLER 125 LORRAINE PARKWAY WOODSTOCK, GA 30188	4640	11/20/08	08-10177	\$22.41	\$22.41
Cred. # 7209 KIRK RUDY INC ATTN: MITCH CROWE, CONTROLLER 125 LORRAINE PARKWAY WOODSTOCK, GA 30188	4641	11/20/08	08-10179	\$163.76	\$163.76
Cred. # 7209 KIRK RUDY INC ATTN: MITCH CROWE, CONTROLLER 125 LORRAINE PARKWAY WOODSTOCK, GA 30188	4642	11/20/08	08-10152	\$500.62	\$500.62
Cred. # 5813 LANDSTAR EXPRESS AMERICA, INC. ATTN: JENNIFER FRASER, A/R SUPERVISOR 13410 SUTTON PARK DRIVE SOUTH JACKSONVILLE, FL 32224	998	05/27/08	08-10152	\$1,196.60	\$1,196.60

**Reorganized Debtors' Sixth 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. # 5388 METSU PAPER USA, INC. ATTN: TONY AUFFANT, VICE PRESIDENT, LEGAL COUNSEL & SECRETARY 2900 COURTYARDS DRIVE NORCROSS, GA 30071	368	03/18/08	08-10152	\$295.26	\$295.26
Cred. # 69932 ONTARIO NORTHLAND TRANSPORTATION COMMISSION ATTN: RUSSELL THOMPSON, SECRETARY 555 OAK STREET EAST NORTH BAY, ON P1B 8L3CANADA	4423	11/17/08	08-10152	\$1,918.60	\$1,918.60
Cred. # 69868 OVERHEAD DOOR CO. OF THE BAY AREA ATTN: CHERYL J. HELD, CORP SECRETARY PO BOX 385 NEWARK, CA 94560-0385	3319	10/31/08	08-10152	\$228.16	\$228.16
Cred. # 12579 RECOGNITION CONCEPTS, INC. ATTN: CATHY EDGINGTON, TREASURER 13958 DIPLOMAT DRIVE FARMERS BRANCH, TX 75234	2542	10/23/08	08-10189	\$1,989.91	\$1,989.91
Cred. # 12579 RECOGNITION CONCEPTS, INC. ATTN: CATHY EDGINGTON, TREASURER 13958 DIPLOMAT DRIVE FARMERS BRANCH, TX 75234	2543	10/23/08	08-10176	\$170.48	\$170.48
Cred. # 12083 RON SNELL & CO INC ATTN: LINDA J. SIMPSON, OFFICE MGR 88 NORTH MAIN STREET WEST BRIDGEWATER, MA 02379	8727	12/05/08	08-10195	\$399.00	\$399.00
Cred. # 10415 SIEGLING AMERICA, INC. P O BOX 60943 CHARLOTTE, NC 28260	2783	10/27/08	08-10179	\$1,545.33	\$1,545.33
Cred. # 10415 SIEGLING AMERICA, INC. P O BOX 60943 CHARLOTTE, NC 28260	2784	10/27/08	08-10173	\$407.30	\$407.30
Cred. # 8987 SIMPSON, JAMES H. 4 LINDSAY COURT CHATHAM, NJ 07928	4103	11/12/08	08-10165	\$209.85	\$209.85
Cred. # 5673 SNAP-ON INDUSTRIAL ATTN: JULIE L. BANE, A/R REP. P.O. BOX 9004 CRYSTAL LAKE, IL 60039	720	04/22/08	08-10169	\$87.03	\$87.03
Cred. # 69947 T.S. EXPEDITING SERVICES, INC. DBA: TRI-STATE EXPEDITED SERVICES, INC. ATTN: TED P. ROBERTS, CFO PO BOX 307 PERRYSBURG, OH 43552	4635	11/20/08	08-10152	\$1,209.31	\$1,209.31
Cred. # 5672 TRANSPORT INTERNATIONAL POOL, INC. ATTN: STACY LEUTZE 530 E. SWEDESFORD ROAD WAYNE, PA 19087	718	04/22/08	08-10173	\$1,363.04	\$1,363.04
Cred. # 32393 WAUKEE HARDWARE ATTN: ANNE WARMOUTH, OFFICE MANAGER PO BOX 639 WAUKEE, IA 50263	2840	10/27/08	08-10194	\$373.86	\$373.86

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

Total Number of Claims: 42

Total Amount of Claims: \$35,009.61

Total Allowed Amount of Claims: \$35,009.61