

**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' ELEVENTH OMNIBUS
APPLICATION SEEKING TO ALLOW PERMITTED SETTLEMENTS**

This matter coming before the Court on the Reorganized Debtors' Eleventh Omnibus Application Seeking to Allow Permitted Settlements (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; and no objections to the Application having been filed; 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 with Bank of America and Midland in respect of the Midland Claims is approved, and the Midland Claims are allowed, expunged, reduced, reclassified and/or transferred as set forth on Exhibit B incorporated herein by reference.

3. The Permitted Settlement with Bank of America in respect of the Norske Claims is approved, and the Norske Claims are allowed, expunged, reduced, reclassified and/or transferred as set forth on Exhibit C incorporated herein by reference.

4. Nothing in this Order or the Application, 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.

5. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry, and the Reorganized Debtors are authorized to fully perform any and all obligations and to take any and all actions reasonably necessary or appropriate to consummate the Permitted Settlements, and to perform any and all obligations contemplated therein immediately upon entry of this Order.

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
December 22, 2010

s/ James M. Peck
Honorable James M. Peck
United States Bankruptcy Judge

Quebecor World (USA) Inc., et al.
Case No. 08-10152 (JMP)
Reorganized Debtors' Eleventh Omnibus Application
Seeking to Allow Permitted Settlements
Exhibit B

NAME/ADDRESS OF CLAIMANT	CLAIM NUMBER	ASSERTED CLASSIFICATION	DEBTOR AGAINST WHICH CLAIM IS ASSERTED	ASSERTED CLAIM AMOUNT	AGREED CLASSIFICATION	AGREED TREATMENT OF CLAIM	AGREED ALLOWED AMOUNT OF CLAIM
Cred. # 70142 BANK OF AMERICA, N.A./MIDLAND PAPER COMPANY ASSIGNEE OF: MIDLAND PAPER COMPANY ATTN: DAVE HALESWORTH, PRINCIPAL ONE BRYANT PARK NEW YORK, NY 10036	5567	UNSECURED	QUEBECOR WORLD (USA) INC.	\$4,947.75	N/A	EXPUNGED	\$0.00
Cred. # 70142 BANK OF AMERICA, N.A./MIDLAND PAPER COMPANY ASSIGNEE OF: MIDLAND PAPER COMPANY ATTN: DAVE HALESWORTH, PRINCIPAL ONE BRYANT PARK NEW YORK, NY 10036	5568	503b9	QUEBECOR WORLD (USA) INC.	\$3,009,368.65	ADMINISTRATIVE	ADMINISTRATIVE CLAIM	\$2,902,791.93
Cred. # 5714 BANK OF AMERICA, NA/ MIDLAND PAPER COMPANY TRANSFEROR: MIDLAND PAPER COMPANY ATTN: JON BARNES 214 NORTH TRYON STREET NC1-027-14-01 CHARLOTTE, NC 28255	60026	ADMINISTRATIVE	QUEBECOR WORLD (USA) INC.	\$3,014,316.40	N/A	EXPUNGED	\$0.00

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Exhibit C

NAME/ADDRESS OF CLAIMANT	CLAIM NUMBER	ASSERTED CLASSIFICATION	DEBTOR AGAINST WHICH CLAIM IS ASSERTED	ASSERTED CLAIM AMOUNT	AGREED CLASSIFICATION	AGREED TREATMENT OF CLAIM	AGREED ALLOWED AMOUNT OF CLAIM
Cred. # 5862 BANK OF AMERICA, N.A./ NORSKE SKOG ASSIGNEE OF: NORSKE SKOG ATTN: DAVE HALESWORTH, PRINCIPAL NY1-100-03-01 ONE BRYANT PARK NEW YORK, NY 10036	1094	503b9	QUEBECOR WORLD (USA) INC.	\$552,310.50	ADMINISTRATIVE	ADMINISTRATIVE CLAIM	\$552,310.50
Cred. # 74781 BANK OF AMERICA, N.A./ NORSKE SKOG (USA), INC RE: NORSKE SKOG (USA), INC. C/O HUNTON & WILLIAMS LLP ATTN: KEVIN M. ECKHARDT, ESQ. 1111 BRICKELL AVENUE, SUITE 2500 MIAMI, FL 33131	9384	UNSECURED	QUEBECOR WORLD (USA) INC.	\$558,454.34	N/A	EXPUNGED	\$0.00
Cred. # 74781 BANK OF AMERICA, N.A./ NORSKE SKOG (USA), INC RE: NORSKE SKOG (USA), INC. C/O HUNTON & WILLIAMS LLP ATTN: KEVIN M. ECKHARDT, ESQ. 1111 BRICKELL AVENUE, SUITE 2500 MIAMI, FL 33131	9385	UNSECURED	QUEBECOR WORLD CENTURY GRAPHICS CORPORATION	\$410,359.24	N/A	EXPUNGED	\$0.00
Cred. # 74781 BANK OF AMERICA, N.A./ NORSKE SKOG (USA), INC RE: NORSKE SKOG (USA), INC. C/O HUNTON & WILLIAMS LLP ATTN: KEVIN M. ECKHARDT, ESQ. 1111 BRICKELL AVENUE, SUITE 2500 MIAMI, FL 33131	9386	UNSECURED	QUEBECOR WORLD JOHNSON & HARDIN CO.	\$124.29	N/A	EXPUNGED	\$0.00
Cred. # 74954 BANK OF AMERICA, N.A./ NORSKE SKOG (USA), INC RE: NORSKE SKOG (USA), INC. C/O HUNTON & WILLIAMS LLP ATTN: MICHAEL WILSON, ESQ. 951 E. BYRD ST., RIVERFRONT PLAZA, EAST TOWER RICHMOND, VA 23219	70034	UNSECURED	QUEBECOR WORLD (USA) INC.	\$1,515,988.00	UNSECURED	CLASS 3 CLAIM CLASS 4 CLAIM	\$957,534.00 \$558,454.00
Cred. # 74748 BANK OF AMERICA, N.A./NORSKE C/O HUNTON & WILLIAMS LLP ATTN: KEVIN M. ECKHARDT, ESQ. 1111 BRICKELL AVENUE, SUITE 2500 MIAMI, FL 33131	9401	UNSECURED	QUEBECOR WORLD MEMPHIS LLC	\$547,050.17	N/A	EXPUNGED	\$0.00