

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

This matter coming before the Court on the Reorganized Debtors' Tenth 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; 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 no objections to the Application having been filed; 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 Settlements in respect of the aggregate claims of the Consensual Resolution Creditors are approved, and each of the claims of the applicable Consensual Resolution Creditors is allowed, expunged, reduced, reclassified and/or transferred, as set forth on Exhibit B incorporated herein by reference.

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: New York, New York
December 22, 2010

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

EXHIBIT B

Quebecor World (USA) Inc., et al.
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NAME/ADDRESS OF CLAIMANT	CLAIM NUMBER	DEBTOR AGAINST WHICH CLAIM IS ASSERTED	ASSERTED CLAIM AMOUNT	AGREED CLASSIFICATION	AGREED TREATMENT OF CLAIM	AGREED ALLOWED AMOUNT OF CLAIM
Cred. # 7595 BANK OF MONTREAL C/O BMO FINANCIAL GROUP ATTN: STANLEY J. JULIEN, DIRECTOR 100 KING ST. WEST TORONTO, ON M5X 1A1CANADA	7074	QUEBECOR WORLD (USA) INC.	\$949,128.00 (plus accrued interest)	UNSECURED	CLASS 4 CLAIM	\$949,128.00
Cred. # 7020 BUTLER AUTOMATIC INC ATTN: MARILYN T. KUJALA, CONTROLLER 41 LEONA DRIVE MIDDLEBOROUGH, MA 02346	903	QUEBECOR WORLD (USA) INC.	\$146,242.32	UNSECURED	EXPUNGED	\$0.00
Cred. # 7020 BUTLER AUTOMATIC INC ATTN: MARILYN T. KUJALA, CONTROLLER 41 LEONA DRIVE MIDDLEBOROUGH, MA 02346	6937	QUEBECOR WORLD EUSEY PRESS INC.	\$10,660.69	UNSECURED	EXPUNGED	\$0.00
Cred. # 7020 BUTLER AUTOMATIC INC ATTN: MARILYN T. KUJALA, CONTROLLER 41 LEONA DRIVE MIDDLEBOROUGH, MA 02346	6938	QUEBECOR WORLD (USA) INC.	\$172.00	UNSECURED	EXPUNGED	\$0.00
Cred. # 7020 BUTLER AUTOMATIC INC ATTN: MARILYN T. KUJALA, CONTROLLER 41 LEONA DRIVE MIDDLEBOROUGH, MA 02346	6939	QUEBECOR WORLD ATLANTA II LLC	\$3,452.46	UNSECURED	EXPUNGED	\$0.00
Cred. # 7020 BUTLER AUTOMATIC INC ATTN: MARILYN T. KUJALA, CONTROLLER 41 LEONA DRIVE MIDDLEBOROUGH, MA 02346	6940	QUEBECOR WORLD JOHNSON & HARDIN CO.	\$3,891.50	UNSECURED	EXPUNGED	\$0.00
Cred. # 10489 BUTLER AUTOMATIC INC CAMPANELLI INDUSTRIAL PARK ATTN: MARILYN T. KUJALA, CONTROLLER 41 LEONA DRIVE MIDDLEBOROUGH, MA 02346	6941	QUEBECOR WORLD INFINITI GRAPHICS INC.	\$1,409.43	UNSECURED	EXPUNGED	\$0.00
Cred. # 7020 BUTLER AUTOMATIC INC ATTN: MARILYN T. KUJALA, CONTROLLER 41 LEONA DRIVE MIDDLEBOROUGH, MA 02346	6942	QUEBECOR WORLD KRI INC.	\$73.00	UNSECURED	EXPUNGED	\$0.00
Cred. # 7020 BUTLER AUTOMATIC INC ATTN: MARILYN T. KUJALA, CONTROLLER 41 LEONA DRIVE MIDDLEBOROUGH, MA 02346	6943	QUEBECOR WORLD DALLAS, L.P.	\$128.00	UNSECURED	EXPUNGED	\$0.00
Cred. # 10489 BUTLER AUTOMATIC INC CAMPANELLI INDUSTRIAL PARK ATTN: MARILYN T. KUJALA, CONTROLLER 41 LEONA DRIVE MIDDLEBOROUGH, MA 02346	6944	QUEBECOR WORLD MT. MORRIS II LLC	\$355.00	UNSECURED	EXPUNGED	\$0.00

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Cred. # 7020 BUTLER AUTOMATIC INC ATTN: MARILYN T. KUJALA, CONTROLLER 41 LEONA DRIVE MIDDLEBOROUGH, MA 02346	6945	QUEBECOR WORLD NORTHEAST GRAPHICS INC.	\$8,627.73	UNSECURED	EXPUNGED	\$0.00
Cred. # 7020 BUTLER AUTOMATIC INC ATTN: MARILYN T. KUJALA, CONTROLLER 41 LEONA DRIVE MIDDLEBOROUGH, MA 02346	6946	QUEBECOR WORLD (USA) INC.	\$7,012.00	UNSECURED	EXPUNGED	\$0.00
Cred. # 7020 BUTLER AUTOMATIC INC ATTN: MARILYN T. KUJALA, CONTROLLER 41 LEONA DRIVE MIDDLEBOROUGH, MA 02346	6947	QUEBECOR WORLD PENDELL INC.	\$874.00	UNSECURED	EXPUNGED	\$0.00
Cred. # 7020 BUTLER AUTOMATIC INC ATTN: MARILYN T. KUJALA, CONTROLLER 41 LEONA DRIVE MIDDLEBOROUGH, MA 02346	6948	QUEBECOR WORLD BOOK SERVICES LLC	\$133.19	UNSECURED	EXPUNGED	\$0.00
Cred. # 7020 BUTLER AUTOMATIC INC ATTN: MARILYN T. KUJALA, CONTROLLER 41 LEONA DRIVE MIDDLEBOROUGH, MA 02346	6949	QUEBECOR WORLD LOVELAND INC.	\$21,920.00	UNSECURED	EXPUNGED	\$0.00
Cred. # 7020 BUTLER AUTOMATIC INC ATTN: MARILYN T. KUJALA, CONTROLLER 41 LEONA DRIVE MIDDLEBOROUGH, MA 02346	6950	QW MEMPHIS CORP.	\$1,244.00	UNSECURED	EXPUNGED	\$0.00
Cred. # 7020 BUTLER AUTOMATIC INC ATTN: MARILYN T. KUJALA, CONTROLLER 41 LEONA DRIVE MIDDLEBOROUGH, MA 02346	6951	QUEBECOR WORLD DUBUQUE INC.	\$6,674.26	UNSECURED	EXPUNGED	\$0.00
Cred. # 7020 BUTLER AUTOMATIC INC ATTN: MARILYN T. KUJALA, CONTROLLER 41 LEONA DRIVE MIDDLEBOROUGH, MA 02346	6952	QUEBECOR WORLD GREAT WESTERN PUBLISHING INC.	\$476.26	UNSECURED	EXPUNGED	\$0.00
Cred. # 7020 BUTLER AUTOMATIC INC ATTN: MARILYN T. KUJALA, CONTROLLER 41 LEONA DRIVE MIDDLEBOROUGH, MA 02346	6953	QUEBECOR WORLD BOOK SERVICES LLC	\$8,518.56	UNSECURED	EXPUNGED	\$0.00
Cred. # 7020 BUTLER AUTOMATIC INC ATTN: MARILYN T. KUJALA, CONTROLLER 41 LEONA DRIVE MIDDLEBOROUGH, MA 02346	6954	QUEBECOR WORLD RETAIL PRINTING CORP.	\$15,420.29	UNSECURED	EXPUNGED	\$0.00
Cred. # 7020 BUTLER AUTOMATIC INC ATTN: MARILYN T. KUJALA, CONTROLLER 41 LEONA DRIVE MIDDLEBOROUGH, MA 02346	6955	QUEBECOR WORLD PETTY PRINTING INC.	\$5,143.00	UNSECURED	EXPUNGED	\$0.00

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Cred. # 7020 BUTLER AUTOMATIC INC ATTN: MARILYN T. KUJALA, CONTROLLER 41 LEONA DRIVE MIDDLEBOROUGH, MA 02346	6956	QW MEMPHIS CORP.	\$2,397.00	UNSECURED	EXPUNGED	\$0.00
Cred. # 7020 BUTLER AUTOMATIC INC ATTN: MARILYN T. KUJALA, CONTROLLER 41 LEONA DRIVE MIDDLEBOROUGH, MA 02346	6957	QUEBECOR WORLD (USA) INC.	\$13,091.07	UNSECURED	EXPUNGED	\$0.00
Cred. # 7020 BUTLER AUTOMATIC INC ATTN: MARILYN T. KUJALA, CONTROLLER 41 LEONA DRIVE MIDDLEBOROUGH, MA 02346	6958	QUEBECOR WORLD (USA) INC.	\$263.98	UNSECURED	EXPUNGED	\$0.00
Cred. # 7020 BUTLER AUTOMATIC INC ATTN: MARILYN T. KUJALA, CONTROLLER 41 LEONA DRIVE MIDDLEBOROUGH, MA 02346	6959	QUEBECOR WORLD FAIRFIELD INC.	\$2,819.00	UNSECURED	EXPUNGED	\$0.00
Cred. # 7020 BUTLER AUTOMATIC INC ATTN: MARILYN T. KUJALA, CONTROLLER 41 LEONA DRIVE MIDDLEBOROUGH, MA 02346	70030	QUEBECOR WORLD (USA) INC.	\$20,431.00	UNSECURED	CLASS 4 CLAIM	\$20,431.00
Cred. # 7020 BUTLER AUTOMATIC INC ATTN: MARILYN T. KUJALA, CONTROLLER 41 LEONA DRIVE MIDDLEBOROUGH, MA 02346	70031	QUEBECOR WORLD (USA) INC.	\$93,473.00	UNSECURED	CLASS 3 CLAIM	\$93,473.00