

Elizabeth McColm
Samuel E. Lovett
PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP
1285 Avenue of the Americas
New York, New York 10019-6064
Telephone: (212) 373-3000
Facsimile: (212) 757-3990

Counsel for the Joint Claims Oversight Committee

**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

**JOINDER OF THE JOINT CLAIMS OVERSIGHT COMMITTEE TO THE
REORGANIZED DEBTORS' RESPONSE TO RIVERSIDE CLAIMS, LLC'S
MOTION TO COMPEL REORGANIZED DEBTORS TO ESTABLISH
CLASS 3 DISTRIBUTION RESERVE**

The Joint Claims Oversight Committee submits this joinder (“Joinder”) to the Reorganized Debtors’ Response to the Motion of Riverside Claims, LLC to Compel Reorganized Debtors to Establish Class 3 Distribution Reserve (Docket No. 4385) (the “Response”). In support thereof, the Joint Claims Oversight Committee represents as follows:

1. Pursuant to the Plan,¹ the Joint Claims Oversight Committee, among other things, monitors the claim reconciliation and settlement process conducted

¹ Capitalized terms not defined herein shall have the meanings ascribed to them in the Response.

by the Reorganized Debtors, provides guidance to the Reorganized Debtors and addresses the Court when necessary.

2. Riverside moves for an order compelling the Reorganized Debtors to establish a Distribution Reserve (Docket No. 4354) (the “Riverside Motion”).

3. For the reasons set forth in the Response, the Joint Claims Oversight Committee hereby joins and incorporates by reference the Response, and objects to the relief requested in the Riverside Motion. The Joint Claims Oversight Committee submits that (i) the \$90 million Distribution Reserve already established by the Reorganized Debtors and (ii) a distribution of not less than 17% to Allowed Class 3 Creditors on the next scheduled Periodic Distribution Date, are appropriate under the circumstances.

4. For all of the foregoing reasons, the Joint Claims Oversight Committee respectfully requests that the Court (i) deny the Riverside Motion and (ii) grant the Joint Claims Oversight Committee such other relief as is just and proper.

Dated: New York, New York
January 4, 2011

PAUL, WEISS, RIFKIND, WHARTON &
GARRISON LLP

By: /s/ Elizabeth McColm

Elizabeth McColm (emccolm@paulweiss.com)
Samuel E. Lovett (slovett@paulweiss.com)
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New York, New York 10019-6064
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Facsimile: (212) 757-3990

Counsel for the Joint Claims Oversight Committee