

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

This matter coming before the Court on the Reorganized Debtors' Twelfth 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 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.
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

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

Resolution Creditors is allowed, expunged, reduced, reclassified and/or transferred, as set forth on Exhibit B attached hereto and incorporated herein by reference.

3. As set forth on Exhibit B, the claim of CenterPoint Energy Services, Inc., Claim No. 1187, shall be deemed allowed and paid pursuant to the Plan, and as a result thereof, the Motion to Compel Immediate Payment of Section 503(b)(9) Claim filed by CenterPoint Energy Services, Inc.[Docket No. 4388] shall be deemed withdrawn with prejudice.

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

6. 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.

7. 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.

8. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York
February 3, 2011

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

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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. # 15217 AMERICAN ROLLER COMPANY LLC ATTN: KATHY HANSON, COLLECTION ANALYST 1440 13TH AVENUE UNION GROVE, WI 53182	4302	UNSECURED	QUEBECOR WORLD (USA) INC.	\$192,025.00	UNSECURED	CLASS 3 CLAIM	\$189,156.00
Cred. # 5925 CENTERPOINT ENERGY SERVICES, INC. ATTN: EUGENE FONG, SENIOR CREDIT ANALYST 1111 LOUISIANA STREET, 20TH FLOOR HOUSTON, TX 77002	1187	503b9	QUEBECOR WORLD RAI INC.	\$51,462.51	ADMINISTRATIVE	ADMINISTRATIVE CLAIM	\$51,462.51
Cred. # 10004 PLASMA COATING INC ATTN: MARIE SANDERSON, SR. OFFICE MANAGER 5438 PAYSPPHERE CIRCLE CHICAGO, IL 60674	7188	UNSECURED	QUEBECOR WORLD ATGLEN INC.	\$664.99	N/A	EXPUNGED	\$0.00
Cred. # 10004 PLASMA COATING INC ATTN: MARIE SANDERSON, SR. OFFICE MANAGER 5438 PAYSPPHERE CIRCLE CHICAGO, IL 60674	7189	UNSECURED	QW MEMPHIS CORP.	\$380.15	N/A	EXPUNGED	\$0.00
Cred. # 70568 REED SMITH LLP ATTN: LAURI LEDENHART 10 SOUTH WACKER DRIVE CHICAGO, IL 60606	8408	UNSECURED	QUEBECOR WORLD LOGISTICS INC.	\$26,228.79	N/A	EXPUNGED	\$0.00
Cred. # 70568 REED SMITH LLP ATTN: LAURI LEDENHART 10 SOUTH WACKER DRIVE CHICAGO, IL 60606	8409	UNSECURED	QUEBECOR WORLD RAI INC.	\$5,000.00	N/A	EXPUNGED	\$0.00
Cred. # 70568 REED SMITH LLP ATTN: LAURI LEDENHART 10 SOUTH WACKER DRIVE CHICAGO, IL 60606	8410	UNSECURED	QUEBECOR WORLD JOHNSON & HARDIN CO.	\$1,239.40	N/A	EXPUNGED	\$0.00
Cred. # 70568 REED SMITH LLP ATTN: LAURI LEDENHART 10 SOUTH WACKER DRIVE CHICAGO, IL 60606	8411	UNSECURED	WCZ, LLC	\$400.00	N/A	EXPUNGED	\$0.00
Cred. # 70568 REED SMITH LLP ATTN: LAURI LEDENHART 10 SOUTH WACKER DRIVE CHICAGO, IL 60606	8412	UNSECURED	QUEBECOR WORLD PENDELL INC.	\$29,737.17	N/A	EXPUNGED	\$0.00
Cred. # 70568 REED SMITH LLP ATTN: LAURI LEDENHART 10 SOUTH WACKER DRIVE CHICAGO, IL 60606	8413	UNSECURED	QUEBECOR WORLD MEMPHIS LLC	\$405.00	N/A	EXPUNGED	\$0.00

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Cred. # 29741 REED SMITH SACHNOFF & WEAVER ATTN: LAURI LEDENHART, SUPERVISOR 10 SOUTH WACKER DRIVE CHICAGO, IL 60606-7507	5154	UNSECURED	QUEBECOR WORLD (USA) INC.	\$94,580.52	UNSECURED UNSECURED	CLASS 4 CLAIM CLASS 3 CLAIM	\$30,132.64 \$63,010.36

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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. # 33096 SIERRA LIQUIDITY FUND LLC/ A.M. ROLLER, INC. AS ASSIGNEE OF: A.M. ROLLER, INC. ATTN: J.S. RILEY, PRESIDENT 2699 WHITE ROAD, SUITE 255 IRVINE, CA 92614	1926	UNSECURED	QUEBECOR WORLD LOVELAND INC.	\$2,440.95	UNSECURED	CONVENIENCE CLASS CLAIM	\$2,440.95
Cred. # 5610 SIERRA LIQUIDITY FUND LLC/ BLUECHIP MAILING AS ASSIGNEE OF: BLUECHIP MAILING SERVICES ATTN: J.S RILEY, PRESIDENT 2699 WHITE ROAD SUITE 255 IRVINE, CA 92614	598	503b9	QUEBECOR WORLD (USA) INC.	\$1,166.58	UNSECURED	CONVENIENCE CLASS CLAIM	\$1,166.58
Cred. # 33015 SIERRA LIQUIDITY FUND LLC/ GENERAL ROLL LEAF AS ASSIGNEE OF: GENERAL ROLL LEAF MFG. ATTN: J.S. RILEY, PRESIDENT 2699 WHITE ROAD, SUITE 255 IRVINE, CA 92614	1785	UNSECURED	QUEBECOR WORLD FAIRFIELD INC.	\$17,685.84	UNSECURED	CLASS 3 CLAIM	\$17,685.84
Cred. # 33015 SIERRA LIQUIDITY FUND LLC/ GENERAL ROLL LEAF AS ASSIGNEE OF: GENERAL ROLL LEAF MFG. ATTN: J.S. RILEY, PRESIDENT 2699 WHITE ROAD, SUITE 255 IRVINE, CA 92614	1786	UNSECURED	QUEBECOR WORLD BOOK SERVICES LLC	\$1,496.55	UNSECURED	CLASS 3 CLAIM	\$1,496.55
Cred. # 15339 SIERRA LIQUIDITY FUND LLC/ USA CARTAGE, INC. AS ASSIGNEE OF: USA CARTAGE, INC. ATTN: J.S. RILEY, PRESIDENT 2699 WHITE ROAD, SUITE 255 IRVINE, CA 92614	1454	UNSECURED	QUEBECOR WORLD FAIRFIELD INC.	\$1,288.70	UNSECURED	CLASS 3 CLAIM	\$1,288.70
Cred. # 15339 SIERRA LIQUIDITY FUND LLC/ USA CARTAGE, INC. AS ASSIGNEE OF: USA CARTAGE, INC. ATTN: J.S. RILEY, PRESIDENT 2699 WHITE ROAD, SUITE 255 IRVINE, CA 92614	1455	503b9	QUEBECOR WORLD FAIRFIELD INC.	\$6,623.50	UNSECURED	CLASS 3 CLAIM	\$6,623.50