

Hearing Date and Time: April 12, 2011 at 10:00 a.m.
Response Deadline: April 4, 2011 at 4:00 p.m.

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**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' NINTH OMNIBUS CONVENIENCE CLAIMS MOTION
(SEEKING TO ALLOW CERTAIN ELECTED CONVENIENCE CLASS CLAIMS)**

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 Ninth Omnibus Convenience Claims Motion (Seeking to Allow Certain Elected Convenience Class Claims) (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 claims of each holder identified on Exhibit B attached hereto as Elected Convenience Claims (defined below), and granting such claims the status and treatment as Convenience Claims, as defined and provided for under the Plan, such that each holder shall receive the aggregate amount of \$ 2,500 in full settlement and resolution of such holder's aggregate unsecured claims in the Chapter 11 Cases.

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. By implementation of the Convenience Class, the Debtors' Plan provides for full recovery for small creditors holding one or more allowed unsecured claims aggregating \$ 2,500 or less, and provides creditors with unsecured claims aggregating in excess of \$ 2,500 the right to elect into the Convenience Class.

19. 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 addressing the allowance of Convenience Claims.

20. The Reorganized Debtors have determined that each holder of claims set forth on Exhibit B attached hereto (the "Elected Convenience Claims") has elected to receive Convenience Class treatment on account of their applicable Elected Convenience Claims, and that in each case the aggregate amount of such holder's Elected Convenience Claims exceeds \$ 2,500, such that such holder is entitled to \$ 2,500 in full settlement and resolution of such holder's aggregate unsecured claims.

21. This Motion, and the relief requested herein, is consistent and in accordance with the procedures established by the Claims Procedures for the allowance of Convenience Claims.

22. Accordingly, for the foregoing reasons, the Reorganized Debtors request that each holder of Elected Convenience Claims set forth on Exhibit B be granted an Allowed Convenience Claim of \$ 2,500, pursuant to section 502 of the Bankruptcy Code, in full settlement and resolution of such holder's aggregate unsecured claims, and be accorded Convenience Class treatment under the Plan in respect of such claims.

Reservation of Rights

23. 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.

24. The Reorganized Debtors also expressly reserve, unless and until the Bankruptcy Court allows an Elected Convenience Claim, the right to object to such Elected Convenience Claim on any and all 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

25. 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 and allowing the Elected Convenience Claims of each holder thereof as set forth on Exhibit B attached hereto, and according such claims Convenience Class treatment under the Plan, such that each holder shall receive the aggregate amount of \$ 2,500 in full settlement and resolution of such holder's aggregate unsecured claims in the Chapter 11 Cases; and (ii) granting such other and further relief as is just and proper.

Dated: New York, New York
March 11, 2011

Respectfully submitted,

/s/ Michael J. Canning _____

Michael J. Canning

Rosa J. Evergreen

ARNOLD & PORTER LLP

399 Park Avenue

New York, New York 10022-4690

Telephone: (212) 715-1000

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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' NINTH OMNIBUS
CONVENIENCE CLAIMS MOTION (SEEKING TO ALLOW CERTAIN ELECTED
CONVENIENCE CLASS CLAIMS)**

This matter coming before the Court on the Reorganized Debtors' Ninth Omnibus Convenience Claims Motion (Seeking to Allow Certain Elected Convenience Class Claims) (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. The Elected Convenience Claims of each holder thereof as identified on Exhibit B attached hereto and incorporated herein by reference are hereby granted and allowed pursuant to section 502 of the Bankruptcy Code, and accorded Convenience Class treatment under the Plan, such that each holder shall receive the aggregate amount of \$ 2,500 in full settlement and resolution of such holder's aggregate unsecured claims in the Chapter 11 Cases.

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: _____, 2011

United States Bankruptcy Judge

EXHIBIT B

Reorganized Debtors' Ninth Omnibus Objection Convenience Claims Motion
 (Seeking to Allow Certain Elected Convenience Class Claims)
 Exhibit B

| NAME/ADDRESS OF CLAIMANT | CLAIM NUMBER | FILED DATE | CLAIM CLASSIFICATION | CASE NUMBER | CLAIM AMOUNT | ALLOWED AMOUNT OF CONVENIENCE CLAIMS |
|--|-----------------|---------------|-------------------------|----------------|-----------------|---|
| Cred. # 10923 AFFORDABLE OFFICE INTERIORS ATTN: GEROGE PFEIFFER 365 E NORTH AVENUE CAROL STREAM, IL 60188 | 4466 | 11/17/08 | UNSECURED | 08-10202 | \$4,270.09 | \$2,500.00 |
| Cred. # 39311 BERKELEY COUNTY PUBLIC SERVICE WATER DISTRICT ATTN: PAUL S. FISHER, EXECUTIVE DIR. P O BOX 737 MARTINSBURG, WV 25402-0737 | 2198 | 09/30/08 | UNSECURED | 08-10152 | \$3,243.54 | \$2,500.00 |
| Cred. # 12821 BRANHAM CORPORATION 3686 RELIABLE PARKWAY CHICAGO, IL 60686-0036 | 3256 | 10/30/08 | UNSECURED | 08-10184 | \$23,687.73 | \$2,500.00 |
| Cred. # 6006 BRODIE SYSTEM, INC. ATTN: THOMAS W. NIELSON 1539 W. ELIZABETH AVE. LINDEN, NJ 07036 | 1308 | 07/22/08 | UNSECURED | 08-10152 | \$16,295.00 | \$2,500.00 |
| Cred. # 12685 BUSCH INC / BUSCH LLC ATTN: GEORGE STEIN, CREDIT MGR 516 VIKING DRIVE VIRGINIA BEACH, VA 23452-7316 | 2745 | 10/24/08 | UNSECURED | 08-10185 | \$13,925.12 | \$2,500.00 |
| Cred. # 9100 CLEANERS OF AMERICA ATTN: WILSON OSEE, PRESIDENT PO BOX 59106 DALLAS, TX 75229 | 2736 | 10/24/08 | UNSECURED | 08-10159 | \$5,069.00 | \$2,500.00 |
| Cred. # 22899 CMYK / PRINT 911, INC. ATTN: RICH A. SAYLER, OWNER 356 LEIN ROAD WEST SENECA, NY 14224-2412 | 7274 | 12/04/08 | UNSECURED | 08-10182 | \$5,429.41 | \$2,500.00 |
| Cred. # 5951 EMPLOYMENT CONNECTIONS, INC. P.O. BOX 324 SPENCER, IA 51301 | 1835 | 09/08/08 | UNSECURED | 08-10152 | \$3,676.50 | \$2,500.00 |
| Cred. # 5951 EMPLOYMENT CONNECTIONS, INC. P.O. BOX 324 SPENCER, IA 51301 | 1220 | 06/30/08 | UNSECURED | 08-10152 | \$3,676.50 | \$2,500.00 |

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|---|-----------------|---------------|-------------------------|----------------|-----------------|---|
| Cred. # 7828 ENGINEERED FACILITY SOLUTIONS ATTN: WILLIAM HIBBARD, PRESIDENT 4804 TRANSIT ROAD DEPEW, NY 14043 | 6069 | 12/02/08 | UNSECURED | 08-10152 | \$21,893.00 | \$2,500.00 |
| Cred. # 5443 GE ENERGY SERVICES ATTN: GLENN M. REISMAN, ESQ. 2 CORPORATE DRIVE SUITE 234 SHELTON, CT 06484 | 8567.02 | 12/05/08 | UNSECURED | 08-10152 | \$7,500.00 | \$2,500.00 |
| Cred. # 13754 HART INDUSTRIES ATTN: STEVEN H. MANCUSO, PRESIDENT 43 DORAN ST. EAST HAVEN, CT 06512 | 1775 | 09/05/08 | UNSECURED | 08-10152 | \$6,450.87 | \$2,500.00 |
| Cred. # 1373 HENRY A PETTER SUPPLY CO ATTN: CHRISTY BARROW, ACCOUTNS/COLLECT 101-125 SOUTH FIRST STREET PO BOX 2350 PADUCAH, KY 42002-2350 | 5748 | 12/01/08 | UNSECURED | 08-10152 | \$9,275.22 | \$2,500.00 |
| Cred. # 8046 JETRION LLC C/O EFI, INC. ATTN: CHESTER CHUANG, CORP. COUNSEL 303 VELOCITY WAY FOSTER CITY, CA 94404 | 3665 | 11/04/08 | UNSECURED | 08-10183 | \$1,474.65 | \$2,500.00 |
| Cred. # 8045 JETRION LLC C/O EFI, INC. ATTN: CHESTER CHUANG, CORP. COUNSEL 303 VELOCITY WAY FOSTER CITY, CA 94404 | 3664 | 11/04/08 | UNSECURED | 08-10152 | \$1,775.36 | |
| Cred. # 8046 JETRION LLC C/O EFI, INC. ATTN: CHESTER CHUANG, CORP. COUNSEL 303 VELOCITY WAY FOSTER CITY, CA 94404 | 3663 | 11/04/08 | UNSECURED | 08-10152 | \$294.16 | |
| Cred. # 8045 JETRION LLC C/O EFI, INC. ATTN: CHESTER CHUANG, CORP. COUNSEL 303 VELOCITY WAY FOSTER CITY, CA 94404 | 3661 | 11/04/08 | UNSECURED | 08-10183 | \$1,160.00 | |

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|--|-----------------|---------------|-------------------------|----------------|-----------------|---|
| Cred. # 69678 JONES & FRANK CORP ATTN: AMY H. HARRISON- CREDIT MNGR 1300 INGLESIDE RD NORFOLK, VA 23502 | 2319 | 10/20/08 | UNSECURED | 08-10152 | \$15,509.00 | \$2,500.00 |
| Cred. # 15220 KLINE MECHANICAL SYSTEMS, INC., F/K/A KLINE HEATING & AIR CONDITIONING, INC. P.O. BOX 121 FULTON, MS 38843 | 1364 | 08/04/08 | UNSECURED | 08-10152 | \$3,070.00 | \$2,500.00 |
| Cred. # 9898 LAKES EXECUTIVE SEARCH ATTN: JOSEPH LAKES, PRESIDENT 1445 BEECHDALE DR. MANSFIELD, OH 44907 | 4118 | 11/12/08 | UNSECURED | 08-10165 | \$8,800.00 | \$2,500.00 |
| Cred. # 13162 MCALLISTER, ROBERT W 13 THE LANDMARK NORTHFIELD, IL 60093 | 3435 | 11/03/08 | UNSECURED | 08-10183 | \$2,829.88 | \$2,500.00 |
| Cred. # 2824 MERGENTHALER TRANSFER & STORAGE CO/MTS FREIGHT 1450 CARTER DRIVE HELENA, MT 59601 | 3820 | 11/07/08 | UNSECURED | 08-10152 | \$3,295.00 | \$2,500.00 |

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|--|-----------------|---------------|-------------------------|----------------|-----------------|---|
| Cred. # 7316 PRIM HALL ENTERPRISES INC ATTN: JOHN E. PRIM, PRESIDENT 11 SPELLMAN ROAD PLATTSBURGH, NY 12901-9625 | 3081 | 10/29/08 | UNSECURED | 08-10179 | \$1,005.99 | \$2,500.00 |
| Cred. # 7316 PRIM HALL ENTERPRISES INC ATTN: JOHN E. PRIM, PRESIDENT 11 SPELLMAN ROAD PLATTSBURGH, NY 12901-9625 | 3080 | 10/29/08 | UNSECURED | 08-10201 | \$2,736.54 | |
| Cred. # 7316 PRIM HALL ENTERPRISES INC ATTN: JOHN E. PRIM, PRESIDENT 11 SPELLMAN ROAD PLATTSBURGH, NY 12901-9625 | 3079 | 10/29/08 | UNSECURED | 08-10175 | \$773.77 | |
| Cred. # 7316 PRIM HALL ENTERPRISES INC ATTN: JOHN E. PRIM, PRESIDENT 11 SPELLMAN ROAD PLATTSBURGH, NY 12901-9625 | 3076 | 10/29/08 | UNSECURED | 08-10152 | \$980.00 | |
| Cred. # 7316 PRIM HALL ENTERPRISES INC ATTN: JOHN E. PRIM, PRESIDENT 11 SPELLMAN ROAD PLATTSBURGH, NY 12901-9625 | 3075 | 10/29/08 | UNSECURED | 08-10165 | \$110.00 | |
| Cred. # 7316 PRIM HALL ENTERPRISES INC ATTN: JOHN E. PRIM, PRESIDENT 11 SPELLMAN ROAD PLATTSBURGH, NY 12901-9625 | 3074 | 10/29/08 | UNSECURED | 08-10165 | \$185.00 | |
| Cred. # 7316 PRIM HALL ENTERPRISES INC ATTN: JOHN E. PRIM, PRESIDENT 11 SPELLMAN ROAD PLATTSBURGH, NY 12901-9625 | 3073 | 10/29/08 | UNSECURED | 08-10177 | \$292.00 | |
| Cred. # 1429 PRIM HALL ENTERPRISES INC. ATTN: JOHN E. PRIM, PRESIDENT 11 SPELLMAN ROAD PLATTSBURGH, NY 12901 | 3078 | 10/29/08 | UNSECURED | 08-10152 | \$187.68 | |
| Cred. # 1429 PRIM HALL ENTERPRISES INC. ATTN: JOHN E. PRIM, PRESIDENT 11 SPELLMAN ROAD PLATTSBURGH, NY 12901 | 3077 | 10/29/08 | UNSECURED | 08-10194 | \$1,015.24 | |

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|---|--------------|------------|----------------------|-------------|--------------|--------------------------------------|
| Cred. # 32970 RALPH W. EARL CO., INC. ATTN: DONNA MERCHANT, ACCOUNTANT P.O. BOX 2369 SYRACUSE, NY 13220 | 1685 | 09/02/08 | UNSECURED | 08-10158 | \$4,675.40 | \$2,500.00 |
| Cred. # 33192 RESULTS STAFFING, INC. ATTN: JESSICA URSINI, AR & CREDIT MANAGER 1555 W. MOCKINGBIRD LANE, SUITE 220 DALLAS, TX 75235 | 2070 | 09/22/08 | UNSECURED | 08-10189 | \$3,854.89 | \$2,500.00 |
| Cred. # 562 RHINO LAMINATING & BINDING, INC. ATTN: RICH A. SAYLER, OWNER 356 LEIN ROAD WEST SENECA, NY 14224-2412 | 7275 | 12/04/08 | UNSECURED | 08-10182 | \$10,853.18 | \$2,500.00 |
| Cred. # 8404 RSI AMERICAS LLC ATTN: DEBORAH R. MCCOY, EXECUTIVE SECRETARY P.O. BOX 783 PROSPECT, KY 40059 | 2793 | 10/27/08 | UNSECURED | 08-10152 | \$3,650.00 | \$2,500.00 |
| Cred. # 5332 SD DIRECT, INC. ATTN: DANIEL J. MURRAY, PRESIDENT 1371 E. INDUSTRIAL UNIT O HASCA, IL 60143 | 320 | 03/13/08 | UNSECURED | 08-10152 | \$5,234.57 | \$2,500.00 |

Total Claim Count: 36
Total Claim Amount: \$198,154.29
Total Allowed Amount: \$60,000.00