

**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

**ORDER APPROVING THE REORGANIZED DEBTORS' THIRTEENTH OMNIBUS  
APPLICATION SEEKING TO ALLOW PERMITTED SETTLEMENTS**

This matter coming before the Court on the Reorganized Debtors' Thirteenth Omnibus Application Seeking to Allow Permitted Settlements (the "Application")<sup>1</sup>; 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 Resolution Creditors is allowed, expunged, reduced, reclassified and/or transferred, as set forth on Exhibit B incorporated herein by reference.

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

3. 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.

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  
April 12, 2011

*s/ James M. Peck*  
HONORABLE JAMES M. PECK  
UNITED STATES BANKRUPTCY JUDGE

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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. # 5697 C & W PRESSROOM PRODUCTS C/O CONNELL FOLEY LLP ATTN: CHRISTOPHER M. HEMRICK 85 LIVINGSTON AVENUE ROSELAND, NJ 07068	748	UNSECURED	QUEBECOR WORLD (USA) INC.	\$442,155.26	N/A	EXPUNGED	\$0.00
Cred. # 5697 C & W PRESSROOM PRODUCTS C/O CONNELL FOLEY LLP ATTN: CHRISTOPHER M. HEMRICK 85 LIVINGSTON AVENUE ROSELAND, NJ 07068	1504	503b9	QUEBECOR WORLD (USA) INC.	\$164,769.00	N/A	EXPUNGED	\$0.00
Cred. # 70491 C & W PRESSROOM PRODUCTS C/O CONNELL FOLEY LLP ATTN: CHRISTOPHER M. HEMRICK 85 LIVINGSTON AVENUE ROSELAND, NJ 08068	7800	503b9	QUEBECOR WORLD NORTHEAST GRAPHICS INC.	\$7,982.50	N/A	EXPUNGED	\$0.00
Cred. # 70491 C & W PRESSROOM PRODUCTS C/O CONNELL FOLEY LLP ATTN: CHRISTOPHER M. HEMRICK 85 LIVINGSTON AVENUE ROSELAND, NJ 08068	7801	503b9	QUEBECOR WORLD (USA) INC.	\$32,497.30	N/A	EXPUNGED	\$0.00
Cred. # 70491 C & W PRESSROOM PRODUCTS C/O CONNELL FOLEY LLP ATTN: CHRISTOPHER M. HEMRICK 85 LIVINGSTON AVENUE ROSELAND, NJ 08068	7802	503b9	QUEBECOR WORLD RETAIL PRINTING CORP.	\$8,365.50	N/A	EXPUNGED	\$0.00
Cred. # 70491 C & W PRESSROOM PRODUCTS C/O CONNELL FOLEY LLP ATTN: CHRISTOPHER M. HEMRICK 85 LIVINGSTON AVENUE ROSELAND, NJ 08068	7803	503b9	QUEBECOR WORLD CENTURY GRAPHICS CORPORATION	\$48,625.50	N/A	EXPUNGED	\$0.00
Cred. # 70491 C & W PRESSROOM PRODUCTS C/O CONNELL FOLEY LLP ATTN: CHRISTOPHER M. HEMRICK 85 LIVINGSTON AVENUE ROSELAND, NJ 08068	7804	503b9	QUEBECOR WORLD CENTURY GRAPHICS CORPORATION	\$48,625.50	N/A	EXPUNGED	\$0.00
Cred. # 70491 C & W PRESSROOM PRODUCTS C/O CONNELL FOLEY LLP ATTN: CHRISTOPHER M. HEMRICK 85 LIVINGSTON AVENUE ROSELAND, NJ 08068	7805	503b9	QUEBECOR WORLD BOOK SERVICES LLC	\$1,787.50	N/A	EXPUNGED	\$0.00

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Cred. # 70491 C & W PRESSROOM PRODUCTS C/O CONNELL FOLEY LLP ATTN: CHRISTOPHER M. HEMRICK 85 LIVINGSTON AVENUE ROSELAND, NJ 08068	7806	503b9	QUEBECOR WORLD FAIRFIELD INC.	\$1,375.00	N/A	EXPUNGED	\$0.00
Cred. # 70491 C & W PRESSROOM PRODUCTS C/O CONNELL FOLEY LLP ATTN: CHRISTOPHER M. HEMRICK 85 LIVINGSTON AVENUE ROSELAND, NJ 08068	7807	503b9	QUEBECOR WORLD DALLAS, L.P.	\$2,062.50	N/A	EXPUNGED	\$0.00
Cred. # 70491 C & W PRESSROOM PRODUCTS C/O CONNELL FOLEY LLP ATTN: CHRISTOPHER M. HEMRICK 85 LIVINGSTON AVENUE ROSELAND, NJ 08068	7808	503b9	QW MEMPHIS CORP.	\$28,921.95	N/A	EXPUNGED	\$0.00
Cred. # 70491 C & W PRESSROOM PRODUCTS C/O CONNELL FOLEY LLP ATTN: CHRISTOPHER M. HEMRICK 85 LIVINGSTON AVENUE ROSELAND, NJ 08068	7809	503b9	QUEBECOR WORLD HAZLETON INC.	\$33,151.25	N/A	EXPUNGED	\$0.00
Cred. # 70491 C & W PRESSROOM PRODUCTS C/O CONNELL FOLEY LLP ATTN: CHRISTOPHER M. HEMRICK 85 LIVINGSTON AVENUE ROSELAND, NJ 08068	7810	UNSECURED	QUEBECOR WORLD FAIRFIELD INC.	\$3,240.45	N/A	EXPUNGED	\$0.00
Cred. # 70491 C & W PRESSROOM PRODUCTS C/O CONNELL FOLEY LLP ATTN: CHRISTOPHER M. HEMRICK 85 LIVINGSTON AVENUE ROSELAND, NJ 08068	7811	UNSECURED	QUEBECOR WORLD CENTURY GRAPHICS CORPORATION	\$121,506.00	N/A	EXPUNGED	\$0.00
Cred. # 70491 C & W PRESSROOM PRODUCTS C/O CONNELL FOLEY LLP ATTN: CHRISTOPHER M. HEMRICK 85 LIVINGSTON AVENUE ROSELAND, NJ 08068	7812	UNSECURED	QUEBECOR WORLD RETAIL PRINTING CORP.	\$23,232.21	N/A	EXPUNGED	\$0.00
Cred. # 70491 C & W PRESSROOM PRODUCTS C/O CONNELL FOLEY LLP ATTN: CHRISTOPHER M. HEMRICK 85 LIVINGSTON AVENUE ROSELAND, NJ 08068	7813	UNSECURED	QUEBECOR WORLD (USA) INC.	\$86,127.25	N/A	EXPUNGED	\$0.00

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Cred. # 70491 C & W PRESSROOM PRODUCTS C/O CONNELL FOLEY LLP ATTN: CHRISTOPHER M. HEMRICK 85 LIVINGSTON AVENUE ROSELAND, NJ 08068	7814	UNSECURED	QUEBECOR WORLD NORTHEAST GRAPHICS INC.	\$10,056.00	N/A	EXPUNGED	\$0.00
Cred. # 70491 C & W PRESSROOM PRODUCTS C/O CONNELL FOLEY LLP ATTN: CHRISTOPHER M. HEMRICK 85 LIVINGSTON AVENUE ROSELAND, NJ 08068	7815	UNSECURED	QUEBECOR WORLD RAI INC.	\$3,382.50	N/A	EXPUNGED	\$0.00
Cred. # 70491 C & W PRESSROOM PRODUCTS C/O CONNELL FOLEY LLP ATTN: CHRISTOPHER M. HEMRICK 85 LIVINGSTON AVENUE ROSELAND, NJ 08068	7816	UNSECURED	QUEBECOR WORLD HAZLETON INC.	\$75,501.25	N/A	EXPUNGED	\$0.00
Cred. # 70491 C & W PRESSROOM PRODUCTS C/O CONNELL FOLEY LLP ATTN: CHRISTOPHER M. HEMRICK 85 LIVINGSTON AVENUE ROSELAND, NJ 08068	7817	UNSECURED	QUEBECOR WORLD KRI INC.	\$8,478.25	N/A	EXPUNGED	\$0.00
Cred. # 70491 C & W PRESSROOM PRODUCTS C/O CONNELL FOLEY LLP ATTN: CHRISTOPHER M. HEMRICK 85 LIVINGSTON AVENUE ROSELAND, NJ 08068	7818	UNSECURED	QUEBECOR WORLD DALLAS, L.P.	\$10,312.50	N/A	EXPUNGED	\$0.00
Cred. # 70491 C & W PRESSROOM PRODUCTS C/O CONNELL FOLEY LLP ATTN: CHRISTOPHER M. HEMRICK 85 LIVINGSTON AVENUE ROSELAND, NJ 08068	7819	UNSECURED	QUEBECOR WORLD BOOK SERVICES LLC	\$6,721.00	N/A	EXPUNGED	\$0.00
Cred. # 70491 C & W PRESSROOM PRODUCTS C/O CONNELL FOLEY LLP ATTN: CHRISTOPHER M. HEMRICK 85 LIVINGSTON AVENUE ROSELAND, NJ 08068	7820	UNSECURED	QW MEMPHIS CORP.	\$78,087.10	N/A	EXPUNGED	\$0.00
Cred. # 5697 C & W PRESSROOM PRODUCTS C/O CONNELL FOLEY LLP ATTN: CHRISTOPHER M. HEMRICK 85 LIVINGSTON AVENUE ROSELAND, NJ 07068	70037	ADMINISTRATIVE	QUEBECOR WORLD (USA) INC.	\$112,385.25	ADMINISTRATIVE	ADMINISTRATIVE	\$112,385.25

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Cred. # 5697 C & W PRESSROOM PRODUCTS C/O CONNELL FOLEY LLP ATTN: CHRISTOPHER M. HEMRICK 85 LIVINGSTON AVENUE ROSELAND, NJ 07068	70038	UNSECURED	QUEBECOR WORLD (USA) INC.	\$68,030.36	UNSECURED	CLASS 4 CLAIM	\$68,030.36
Cred. # 5697 C & W PRESSROOM PRODUCTS C/O CONNELL FOLEY LLP ATTN: CHRISTOPHER M. HEMRICK 85 LIVINGSTON AVENUE ROSELAND, NJ 07068	70039	UNSECURED	QUEBECOR WORLD (USA) INC.	\$245,904.16	UNSECURED	CLASS 3 CLAIM	\$245,904.16
Cred. # 5184 C&W PRESSROOM PRODUCTS C/O CONNELL FOLEY LLP ATTN: STEPHEN V. FALANGA, ESQ. 85 LIVINGSTON AVENUE ROSELAND, NJ 07068	60009	ADMINISTRATIVE	QUEBECOR WORLD (USA) INC.	\$182,170.60	N/A	EXPUNGED	\$0.00
Cred. # 9738 ELECTRICAL & MECHANICAL COMPONENTS DEPOT, INC ATTN: LONNIE E. LOEFFEL, PRESIDENT P.O BOX 466 MEMPHIS, TN 38101-0466	8667	UNSECURED	QUEBECOR WORLD OLIVE BRANCH INC.	\$6,408.19	UNSECURED	CLASS 3 CLAIM	\$5,592.13
Cred. # 9738 ELECTRICAL & MECHANICAL COMPONENTS DEPOT, INC ATTN: LONNIE E. LOEFFEL, PRESIDENT P.O BOX 466 MEMPHIS, TN 38101-0466	8669	UNSECURED	QW MEMPHIS CORP.	\$7,188.43	UNSECURED	CLASS 3 CLAIM	\$5,238.82
Cred. # 9738 ELECTRICAL & MECHANICAL COMPONENTS DEPOT, INC ATTN: LONNIE E. LOEFFEL, PRESIDENT P.O BOX 466 MEMPHIS, TN 38101-0466	8677	503b9	QUEBECOR WORLD OLIVE BRANCH INC.	\$695.54	N/A	EXPUNGED	\$0.00
Cred. # 9738 ELECTRICAL & MECHANICAL COMPONENTS DEPOT, INC ATTN: LONNIE E. LOEFFEL, PRESIDENT P.O BOX 466 MEMPHIS, TN 38101-0466	8678	503b9	QW MEMPHIS CORP.	\$873.10	N/A	EXPUNGED	\$0.00
Cred. # 9738 ELECTRICAL & MECHANICAL COMPONENTS DEPOT, INC ATTN: LONNIE E. LOEFFEL, PRESIDENT P.O BOX 466 MEMPHIS, TN 38101-0466	8682	503b9	QUEBECOR WORLD OLIVE BRANCH INC.	\$1,116.06	ADMINISTRATIVE	ADMINISTRATIVE	\$816.06

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Cred. # 9738 ELECTRICAL & MECHANICAL COMPONENTS DEPOT, INC ATTN: LONNIE E. LOEFFEL, PRESIDENT P.O BOX 466 MEMPHIS, TN 38101-0466	8683	503b9	QW MEMPHIS CORP.	\$3,788.31	ADMINISTRATIVE	ADMINISTRATIVE	\$1,949.61
Cred. # 9738 ELECTRICAL & MECHANICAL COMPONENTS DEPOT, INC ATTN: LONNIE E. LOEFFEL, PRESIDENT P.O BOX 466 MEMPHIS, TN 38101-0466	90046	ADMINISTRATIVE	QUEBECOR WORLD CAPITAL II LLC	\$6,173.01	N/A	EXPUNGED	\$0.00
Cred. # 7336 REYNOLDS COMPANY ATTN: ANITA HEGLER, SALES MGR PO BOX 1925 GREENVILLE, SC 29602-1925	220	UNSECURED	QUEBECOR WORLD FAIRFIELD INC.	\$40,513.59	N/A	EXPUNGED	\$0.00
Cred. # 9030 REYNOLDS COMPANY ATTN: ANITA HEGLER, CREDIT MANAGER PO BOX 1925 GREENVILLE, SC 29602	3829	UNSECURED	QUEBECOR WORLD PENDELL INC.	\$35,528.93	N/A	EXPUNGED	\$0.00
Cred. # 9030 REYNOLDS COMPANY ATTN: ANITA HEGLER, CREDIT MANAGER PO BOX 1925 GREENVILLE, SC 29602	3830	UNSECURED	QW MEMPHIS CORP.	\$37,038.88	N/A	EXPUNGED	\$0.00
Cred. # 7336 REYNOLDS COMPANY ATTN: ANITA HEGLER, SALES MGR PO BOX 1925 GREENVILLE, SC 29602-1925	3831	UNSECURED	QW NEW YORK CORP.	\$86,688.98	N/A	EXPUNGED	\$0.00
Cred. # 9030 REYNOLDS COMPANY ATTN: ANITA HEGLER, CREDIT MANAGER PO BOX 1925 GREENVILLE, SC 29602	3832	UNSECURED	QUEBECOR WORLD JOHNSON & HARDIN CO.	\$12,694.22	N/A	EXPUNGED	\$0.00
Cred. # 9030 REYNOLDS COMPANY ATTN: ANITA HEGLER, CREDIT MANAGER PO BOX 1925 GREENVILLE, SC 29602	3833	UNSECURED	QUEBECOR WORLD HAZLETON INC.	\$7,083.25	N/A	EXPUNGED	\$0.00
Cred. # 9030 REYNOLDS COMPANY ATTN: ANITA HEGLER, CREDIT MANAGER PO BOX 1925 GREENVILLE, SC 29602	3834	UNSECURED	QUEBECOR WORLD FAIRFIELD INC.	\$39,232.59	N/A	EXPUNGED	\$0.00
Cred. # 7336 REYNOLDS COMPANY ATTN: ANITA HEGLER, SALES MGR PO BOX 1925 GREENVILLE, SC 29602-1925	3835	UNSECURED	QUEBECOR WORLD BOOK SERVICES LLC	\$34,812.35	N/A	EXPUNGED	\$0.00

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Cred. # 9030 REYNOLDS COMPANY ATTN: ANITA HEGLER, CREDIT MANAGER PO BOX 1925 GREENVILLE, SC 29602	3836	UNSECURED	QW NEW YORK CORP.	\$133,274.09	N/A	EXPUNGED	\$0.00
Cred. # 7336 REYNOLDS COMPANY ATTN: ANITA HEGLER, SALES MGR PO BOX 1925 GREENVILLE, SC 29602-1925	70040	UNSECURED	QUEBECOR WORLD (USA) INC.	\$386,352.00	UNSECURED	CLASS 3 CLAIM	\$386,352.00
Cred. # 10186 TRI STATE ARMATURE ATTN: LONNIE E. LOEFFEL, PRESIDENT PO BOX 466 MEMPHIS, TN 38101	8670	UNSECURED	QUEBECOR WORLD OLIVE BRANCH INC.	\$3,392.21	UNSECURED	CLASS 3 CLAIM	\$3,392.21
Cred. # 10186 TRI STATE ARMATURE ATTN: LONNIE E. LOEFFEL, PRESIDENT PO BOX 466 MEMPHIS, TN 38101	8671	UNSECURED	QW MEMPHIS CORP.	\$10,552.00	UNSECURED	CLASS 3 CLAIM	\$10,552.00
Cred. # 10186 TRI STATE ARMATURE ATTN: LONNIE E. LOEFFEL, PRESIDENT PO BOX 466 MEMPHIS, TN 38101	8672	UNSECURED	QW MEMPHIS CORP.	\$21,652.01	UNSECURED	CLASS 3 CLAIM	\$21,652.01
Cred. # 10878 TRI STATE ELECTRIC OF CORINTH, INC ATTN: LONNIE E. LOEFFEL, PRESIDENT PO BOX 466 MEMPHIS, TN 38101-0466	8666	UNSECURED	QUEBECOR WORLD KRI INC.	\$21,635.05	UNSECURED	CLASS 3 CLAIM	\$20,528.82
Cred. # 10878 TRI STATE ELECTRIC OF CORINTH, INC ATTN: LONNIE E. LOEFFEL, PRESIDENT PO BOX 466 MEMPHIS, TN 38101-0466	8676	503b9	QUEBECOR WORLD KRI INC.	\$11,863.91	ADMINISTRATIVE	ADMINISTRATIVE	\$577.85
Cred. # 10878 TRI STATE ELECTRIC OF CORINTH, INC ATTN: LONNIE E. LOEFFEL, PRESIDENT PO BOX 466 MEMPHIS, TN 38101-0466	8681	503b9	QUEBECOR WORLD KRI INC.	\$780.38	ADMINISTRATIVE	ADMINISTRATIVE	\$528.38
Cred. # 10878 TRI STATE ELECTRIC OF CORINTH, INC ATTN: LONNIE E. LOEFFEL, PRESIDENT PO BOX 466 MEMPHIS, TN 38101-0466	90035	ADMINISTRATIVE	QUEBECOR WORLD KRI INC.	\$12,340.40	N/A	EXPUNGED	\$0.00
Cred. # 12264 TRI STATE ELECTRIC OF JONESBORO INC ATTN: LONNIE E. LOEFFEL, PRESIDENT PO BOX 466 MEMPHIS, TN 38101	8668	UNSECURED	QUEBECOR WORLD RAI INC.	\$4,643.21	UNSECURED	CONVENIENCE CLAIM	\$2,500.00



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Cred. # 12264 TRI STATE ELECTRIC OF JONESBORO INC ATTN: LONNIE E. LOEFFEL, PRESIDENT PO BOX 466 MEMPHIS, TN 38101	8675	503b9	QUEBECOR WORLD RAI INC.	\$106.12	N/A	EXPUNGED	\$0.00
Cred. # 12264 TRI STATE ELECTRIC OF JONESBORO INC ATTN: LONNIE E. LOEFFEL, PRESIDENT PO BOX 466 MEMPHIS, TN 38101	90049	ADMINISTRATIVE	QUEBECOR WORLD CAPITAL II LLC	\$336.62	N/A	EXPUNGED	\$0.00

Total of Number of Claims: 54