

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

This matter coming before the Court on the Reorganized Debtors' Fourteenth 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 Resolution Creditors is allowed, expunged, reduced, reclassified and/or transferred, as set forth on Exhibit B attached hereto and incorporated herein by reference.

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

3. Claim 6064 filed by Philips Bros Electrical shall be reduced and allowed in the amount of \$94,500 (the “Philips Allowed Claim”) as set forth on Exhibit B attached hereto; provided, however, that (i) any response of Philips Bros Electrical to the Reorganized Debtors’ Thirty-Fifth Omnibus Objection to Claims (Seeking Partial Disallowance of Certain Claims to the Extent Not in Accordance with the Debtors’ Books and Records; Transfer of Certain of Such Claims to Proper Debtor(s); and Allowance of Remaining Claims) is hereby deemed resolved by the Philips Allowed Claim and (ii) incident to the allowance of the Philips Allowed Claim, any and all claims or causes of action of Philips Bros Electrical, on the one hand, and the Reorganized Debtors, on the other hand, by or against each other, that arose prior to the Effective Date of the Plan are hereby deemed resolved and released; provided, further, however, that nothing herein shall impair or effect the rights of the Litigation Trust under the Plan.

4. 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.

5. 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.

6. 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 20, 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. # 5879 A.T. CLAYTON & CO., INC. ATTN: SCOTT M. HARRINGTON, ATTORNEY 300 ATLANTIC STREET STAMFORD, CT 06901-3513	5915	503b9	QUEBECOR WORLD RAI INC.	\$65,650.83	N/A	EXPUNGED	\$0.00
Cred. # 5879 A.T. CLAYTON & CO., INC. ATTN: SCOTT M. HARRINGTON, ATTORNEY 300 ATLANTIC STREET STAMFORD, CT 06901-3513	5977	503b9	QUEBECOR WORLD PETTY PRINTING INC.	\$59,239.91	N/A	EXPUNGED	\$0.00
Cred. # 5879 A.T. CLAYTON & CO., INC. ATTN: SCOTT M. HARRINGTON, ATTORNEY 300 ATLANTIC STREET STAMFORD, CT 06901-3513	5978.01	UNSECURED	QW MEMPHIS CORP.	\$23,054.82	N/A	EXPUNGED	\$0.00
Cred. # 5879 A.T. CLAYTON & CO., INC. ATTN: SCOTT M. HARRINGTON, ATTORNEY 300 ATLANTIC STREET STAMFORD, CT 06901-3513	5978.02	PRIORITY	QW MEMPHIS CORP.	\$18,636.16	N/A	EXPUNGED	\$0.00
Cred. # 5879 A.T. CLAYTON & CO., INC. ATTN: SCOTT M. HARRINGTON, ATTORNEY 300 ATLANTIC STREET STAMFORD, CT 06901-3513	5979	503b9	QW MEMPHIS CORP.	\$42,718.70	N/A	EXPUNGED	\$0.00
Cred. # 5879 A.T. CLAYTON & CO., INC. ATTN: SCOTT M. HARRINGTON, ATTORNEY 300 ATLANTIC STREET STAMFORD, CT 06901-3513	5980	PRIORITY	QUEBECOR WORLD ATGLEN INC.	\$124,459.24	N/A	EXPUNGED	\$0.00
Cred. # 5879 A.T. CLAYTON & CO., INC. ATTN: SCOTT M. HARRINGTON, ATTORNEY 300 ATLANTIC STREET STAMFORD, CT 06901-3513	5981.01	UNSECURED	QUEBECOR WORLD RAI INC.	\$222,508.52	N/A	EXPUNGED	\$0.00
Cred. # 5879 A.T. CLAYTON & CO., INC. ATTN: SCOTT M. HARRINGTON, ATTORNEY 300 ATLANTIC STREET STAMFORD, CT 06901-3513	5981.02	PRIORITY	QUEBECOR WORLD RAI INC.	\$412,047.87	N/A	EXPUNGED	\$0.00
Cred. # 5178 A.T. CLAYTON & COMPANY, INC C/O DISERIO MARTIN, ET AL. ATTN: SCOTT M. HARRINGTON, ESQ. ONE ATLANTIC STREET STAMFORD, CT 06901	1111.01	UNSECURED	QUEBECOR WORLD (USA) INC.	\$396,305.26	N/A	EXPUNGED	\$0.00

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Cred. # 5178 A.T. CLAYTON & COMPANY, INC C/O DISERIO MARTIN, ET AL. ATTN: SCOTT M. HARRINGTON, ESQ. ONE ATLANTIC STREET STAMFORD, CT 06901	1111.02	PRIORITY	QUEBECOR WORLD (USA) INC.	\$538,788.79	N/A	EXPUNGED	\$0.00
Cred. # 5178 A.T. CLAYTON & COMPANY, INC C/O DISERIO MARTIN, ET AL. ATTN: SCOTT M. HARRINGTON, ESQ. ONE ATLANTIC STREET STAMFORD, CT 06901	60004	ADMINISTRATIVE	QUEBECOR WORLD (USA) INC.	\$592,113.80	N/A	EXPUNGED	\$0.00
Cred. # 5178 A.T. CLAYTON & COMPANY, INC C/O DISERIO MARTIN, ET AL. ATTN: SCOTT M. HARRINGTON, ESQ. ONE ATLANTIC STREET STAMFORD, CT 06901	70043	ADMINISTRATIVE	QUEBECOR WORLD (USA) INC.	\$646,054.00	ADMINISTRATIVE	ADMINISTRATIVE CLAIM	\$646,054.00
Cred. # 5178 A.T. CLAYTON & COMPANY, INC C/O DISERIO MARTIN, ET AL. ATTN: SCOTT M. HARRINGTON, ESQ. ONE ATLANTIC STREET STAMFORD, CT 06901	70044	UNSECURED	QUEBECOR WORLD (USA) INC.	\$276,673.00	UNSECURED	CLASS 3 CLAIM CLASS 4 CLAIM	\$251,409.00 \$25,264.00
Cred. # 70033 AMC DESIGN & MANUFACTURING (AUSTRIAN MACHINE CORP) ATTN: KURT W. KERN, V.P. 25 STAMP FARM ROAD CRANSTON, RI 02921	5316	503b9	THE WEBB COMPANY	\$1,192.00	N/A	EXPUNGED	\$0.00
Cred. # 70033 AMC DESIGN & MANUFACTURING (AUSTRIAN MACHINE CORP) ATTN: KURT W. KERN, V.P. 25 STAMP FARM ROAD CRANSTON, RI 02921	5317	503b9	QW MEMPHIS CORP.	\$1,192.00	N/A	EXPUNGED	\$0.00
Cred. # 70033 AMC DESIGN & MANUFACTURING (AUSTRIAN MACHINE CORP) ATTN: KURT W. KERN, V.P. 25 STAMP FARM ROAD CRANSTON, RI 02921	5318	503b9	QUEBECOR WORLD MEMPHIS LLC	\$1,192.00	N/A	EXPUNGED	\$0.00
Cred. # 70033 AMC DESIGN & MANUFACTURING (AUSTRIAN MACHINE CORP) ATTN: KURT W. KERN, V.P. 25 STAMP FARM ROAD CRANSTON, RI 02921	5319	503b9	QUEBECOR WORLD (USA) INC.	\$14,104.23	N/A	EXPUNGED	\$0.00

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Cred. # 70033 AMC DESIGN & MANUFACTURING (AUSTRIAN MACHINE CORP) ATTN: KURT W. KERN, V.P. 25 STAMP FARM ROAD CRANSTON, RI 02921	5320	503b9	QUEBECOR WORLD ATGLEN INC.	\$7,557.00	N/A	EXPUNGED	\$0.00
Cred. # 70033 AMC DESIGN & MANUFACTURING (AUSTRIAN MACHINE CORP) ATTN: KURT W. KERN, V.P. 25 STAMP FARM ROAD CRANSTON, RI 02921	5321	503b9	QUEBECOR WORLD NEVADA II LLC	\$2,244.00	N/A	EXPUNGED	\$0.00
Cred. # 70033 AMC DESIGN & MANUFACTURING (AUSTRIAN MACHINE CORP) ATTN: KURT W. KERN, V.P. 25 STAMP FARM ROAD CRANSTON, RI 02921	5322	503b9	QUEBECOR WORLD NEVADA INC.	\$2,244.00	N/A	EXPUNGED	\$0.00
Cred. # 70033 AMC DESIGN & MANUFACTURING (AUSTRIAN MACHINE CORP) ATTN: KURT W. KERN, V.P. 25 STAMP FARM ROAD CRANSTON, RI 02921	5323	503b9	QUEBECOR WORLD KRI INC.	\$1,988.50	N/A	EXPUNGED	\$0.00
Cred. # 70033 AMC DESIGN & MANUFACTURING (AUSTRIAN MACHINE CORP) ATTN: KURT W. KERN, V.P. 25 STAMP FARM ROAD CRANSTON, RI 02921	5428	UNSECURED	QUEBECOR WORLD (USA) INC.	\$1,550.00	N/A	EXPUNGED	\$0.00
Cred. # 70033 AMC DESIGN & MANUFACTURING (AUSTRIAN MACHINE CORP) ATTN: KURT W. KERN, V.P. 25 STAMP FARM ROAD CRANSTON, RI 02921	5429	UNSECURED	QUEBECOR WORLD DALLAS, L.P.	\$240.00	N/A	EXPUNGED	\$0.00
Cred. # 70033 AMC DESIGN & MANUFACTURING (AUSTRIAN MACHINE CORP) ATTN: KURT W. KERN, V.P. 25 STAMP FARM ROAD CRANSTON, RI 02921	5430	UNSECURED	QUEBECOR WORLD DALLAS II INC.	\$240.00	N/A	EXPUNGED	\$0.00
Cred. # 70033 AMC DESIGN & MANUFACTURING (AUSTRIAN MACHINE CORP) ATTN: KURT W. KERN, V.P. 25 STAMP FARM ROAD CRANSTON, RI 02921	5431	UNSECURED	THE WEBB COMPANY	\$16,501.50	N/A	EXPUNGED	\$0.00

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Cred. # 70033 AMC DESIGN & MANUFACTURING (AUSTRIAN MACHINE CORP) ATTN: KURT W. KERN, V.P. 25 STAMP FARM ROAD CRANSTON, RI 02921	5432	UNSECURED	QUEBECOR WORLD MEMPHIS LLC	\$16,501.50	N/A	EXPUNGED	\$0.00
Cred. # 70033 AMC DESIGN & MANUFACTURING (AUSTRIAN MACHINE CORP) ATTN: KURT W. KERN, V.P. 25 STAMP FARM ROAD CRANSTON, RI 02921	5433	UNSECURED	QW MEMPHIS CORP.	\$16,501.50	N/A	EXPUNGED	\$0.00
Cred. # 70033 AMC DESIGN & MANUFACTURING (AUSTRIAN MACHINE CORP) ATTN: KURT W. KERN, V.P. 25 STAMP FARM ROAD CRANSTON, RI 02921	5434	UNSECURED	QUEBECOR WORLD SAN JOSE INC.	\$2,890.00	N/A	EXPUNGED	\$0.00
Cred. # 70033 AMC DESIGN & MANUFACTURING (AUSTRIAN MACHINE CORP) ATTN: KURT W. KERN, V.P. 25 STAMP FARM ROAD CRANSTON, RI 02921	5435	UNSECURED	QUEBECOR WORLD LOVELAND INC.	\$1,960.00	N/A	EXPUNGED	\$0.00
Cred. # 70033 AMC DESIGN & MANUFACTURING (AUSTRIAN MACHINE CORP) ATTN: KURT W. KERN, V.P. 25 STAMP FARM ROAD CRANSTON, RI 02921	5436	UNSECURED	QUEBECOR WORLD KRI INC.	\$6,017.50	N/A	EXPUNGED	\$0.00
Cred. # 70033 AMC DESIGN & MANUFACTURING (AUSTRIAN MACHINE CORP) ATTN: KURT W. KERN, V.P. 25 STAMP FARM ROAD CRANSTON, RI 02921	5437	UNSECURED	QUEBECOR WORLD ATGLEN INC.	\$22,714.50	N/A	EXPUNGED	\$0.00
Cred. # 70033 AMC DESIGN & MANUFACTURING (AUSTRIAN MACHINE CORP) ATTN: KURT W. KERN, V.P. 25 STAMP FARM ROAD CRANSTON, RI 02921	5438	UNSECURED	QUEBECOR WORLD NEVADA INC.	\$8,206.00	N/A	EXPUNGED	\$0.00
Cred. # 70033 AMC DESIGN & MANUFACTURING (AUSTRIAN MACHINE CORP) ATTN: KURT W. KERN, V.P. 25 STAMP FARM ROAD CRANSTON, RI 02921	5439	UNSECURED	QUEBECOR WORLD NEVADA II LLC	\$8,206.00	N/A	EXPUNGED	\$0.00

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Cred. # 70033 AMC DESIGN & MANUFACTURING (AUSTRIAN MACHINE CORP) ATTN: KURT W. KERN, V.P. 25 STAMP FARM ROAD CRANSTON, RI 02921	70041	ADMINISTRATIVE	QUEBECOR WORLD (USA) INC.	\$30,828.00	ADMINISTRATIVE	ADMINISTRATIVE CLAIM	\$30,828.00
Cred. # 70033 AMC DESIGN & MANUFACTURING (AUSTRIAN MACHINE CORP) ATTN: KURT W. KERN, V.P. 25 STAMP FARM ROAD CRANSTON, RI 02921	70042	UNSECURED	QUEBECOR WORLD (USA) INC.	\$43,629.00	UNSECURED	CLASS 3 CLAIM CLASS 4 CLAIM	\$42,079.00 \$1,550.00
Cred. # 7578 AUSTRIAN MACHINE CORPORATION 25 STAMP FARM ROAD CRANSTON, RI 02921	90059	ADMINISTRATIVE	QUEBECOR WORLD CAPITAL II LLC	\$87,383.23	N/A	EXPUNGED	\$0.00
Cred. # 7578 AUSTRIAN MACHINE CORPORATION 25 STAMP FARM ROAD CRANSTON, RI 02921	90060	ADMINISTRATIVE	QUEBECOR WORLD CAPITAL II LLC	\$3,252.00	N/A	EXPUNGED	\$0.00
Cred. # 12126 FEIEREISEN INC ATTN: GREG ORTMANN, PRESIDENT 5203-16TH AVENUE SW CEDAR RAPIDS, IA 52404	8918	503b9	QUEBECOR WORLD (USA) INC.	\$15,261.05	ADMINISTRATIVE	ADMINISTRATIVE CLAIM	\$10,000.00
Cred. # 12126 FEIEREISEN INC ATTN: GREG ORTMANN, PRESIDENT 5203-16TH AVENUE SW CEDAR RAPIDS, IA 52404	8919	UNSECURED	QUEBECOR WORLD WAUKEE INC.	\$13,594.05	UNSECURED	CLASS 3 CLAIM	\$9,842.00
Cred. # 12126 FEIEREISEN INC ATTN: GREG ORTMANN, PRESIDENT 5203-16TH AVENUE SW CEDAR RAPIDS, IA 52404	8920	UNSECURED	QUEBECOR WORLD DUBUQUE INC.	\$11,509.25	N/A	EXPUNGED	\$0.00
Cred. # 12958 PHILIPS BROS ELECTRICAL ATTN: JOHN L. PHILIPS, PRESIDENT CONTRACTORS INC 235 SWEET SPRING ROAD GLENMORE, PA 19343	6064	UNSECURED	QUEBECOR WORLD ATGLEN INC.	\$124,054.42	UNSECURED	CLASS 3 CLAIM	\$94,500.00
Cred. # 69884 ST. LOUIS METALLIZING COMPANY C/O LEWIS, RICE & FINGERSH LLC ATTN: SCOTT MOORE 600 WASHINGTON AVENUE, SUITE 2500 ST. LOUIS, MO 63101	4168.01	UNSECURED	QUEBECOR WORLD (USA) INC.	\$5,687.69	UNSECURED	CLASS 3 CLAIM	\$50,833.00

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Cred. # 69884 ST. LOUIS METALLIZING COMPANY C/O LEWIS, RICE & FINGERSH LLC ATTN: SCOTT MOORE 600 WASHINGTON AVENUE, SUITE 2500 ST. LOUIS, MO 63101	4168.02	503b9	QUEBECOR WORLD (USA) INC.	\$47,445.00	ADMINISTRATIVE	ADMINISTRATIVE CLAIM	\$2,300.00

Total of Number of Claims: 43

Total Claim Amount: \$3,934,136.82