

Hearing Date and Time: July 19, 2011 at 10:00 a.m.  
Response Deadline: July 11, 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' ELEVENTH 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 Eleventh 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”).<sup>1</sup> 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”).

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<sup>1</sup> 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  
June 17, 2011

Respectfully submitted,

/s/ Michael J. Canning \_\_\_\_\_

Michael J. Canning

Rosa J. Evergreen

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

This matter coming before the Court on the Reorganized Debtors' Eleventh Omnibus Convenience Claims Motion (Seeking to Allow Certain Elected Convenience Class Claims) (the "Motion")<sup>1</sup>; 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.

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<sup>1</sup> 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

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United States Bankruptcy Judge

**EXHIBIT B**

**Reorganized Debtors' Eleventh 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. # 5179 ACTEGA KELSTAR, INC. C/O STEVENS & LEE, P.C. ATTN: CONSTANTINE D. POURAKIS, ESQ. 485 MADISON AVENUE, 20TH FLOOR NEW YORK, NY 10022	1150	06/18/08	UNSECURED	08-10195	\$301,335.92	\$2,500.00
Cred. # 5179 ACTEGA KELSTAR, INC. C/O STEVENS & LEE, P.C. ATTN: CONSTANTINE D. POURAKIS, ESQ. 485 MADISON AVENUE, 20TH FLOOR NEW YORK, NY 10022	1151	06/18/08	UNSECURED	08-10193	\$301,335.92	
Cred. # 5179 ACTEGA KELSTAR, INC. C/O STEVENS & LEE, P.C. ATTN: CONSTANTINE D. POURAKIS, ESQ. 485 MADISON AVENUE, 20TH FLOOR NEW YORK, NY 10022	1152	06/18/08	UNSECURED	08-10198	\$301,335.92	
Cred. # 5179 ACTEGA KELSTAR, INC. C/O STEVENS & LEE, P.C. ATTN: CONSTANTINE D. POURAKIS, ESQ. 485 MADISON AVENUE, 20TH FLOOR NEW YORK, NY 10022	1153	06/18/08	UNSECURED	08-10164	\$301,335.92	
Cred. # 5179 ACTEGA KELSTAR, INC. C/O STEVENS & LEE, P.C. ATTN: CONSTANTINE D. POURAKIS, ESQ. 485 MADISON AVENUE, 20TH FLOOR NEW YORK, NY 10022	1154	06/18/08	UNSECURED	08-10152	\$301,335.92	
Cred. # 5179 ACTEGA KELSTAR, INC. C/O STEVENS & LEE, P.C. ATTN: CONSTANTINE D. POURAKIS, ESQ. 485 MADISON AVENUE, 20TH FLOOR NEW YORK, NY 10022	1155	06/18/08	UNSECURED	08-10201	\$301,335.92	
Cred. # 5179 ACTEGA KELSTAR, INC. C/O STEVENS & LEE, P.C. ATTN: CONSTANTINE D. POURAKIS, ESQ. 485 MADISON AVENUE, 20TH FLOOR NEW YORK, NY 10022	1156	06/18/08	UNSECURED	08-10189	\$301,335.92	
Cred. # 5179 ACTEGA KELSTAR, INC. C/O STEVENS & LEE, P.C. ATTN: CONSTANTINE D. POURAKIS, ESQ. 485 MADISON AVENUE, 20TH FLOOR NEW YORK, NY 10022	1157	06/18/08	UNSECURED	08-10178	\$301,335.92	
Cred. # 5179 ACTEGA KELSTAR, INC. C/O STEVENS & LEE, P.C. ATTN: CONSTANTINE D. POURAKIS, ESQ. 485 MADISON AVENUE, 20TH FLOOR NEW YORK, NY 10022	1158	06/18/08	UNSECURED	08-10176	\$301,335.92	

**Reorganized Debtors' Eleventh 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. # 23432 D & G TRUCKING ATTN: DEAN BURLING 210 W. CORNHUSKER LINCOLN, NE 68521	2982	10/28/08	UNSECURED	08-10202	\$3,516.75	\$2,500.00
Cred. # 33039 DAVIS EMERGENCY LIGHT COMPANY 4154 MT. LEBANON ROAD COVINGTON, TN 38019	1823	09/08/08	UNSECURED	08-10152	\$7,002.50	\$2,500.00
Cred. # 10260 EAGLE ELECTRIC SUPPLY C/O SONEPAR DISTRIBUTION NE INC ATTN: FRANK LUCS, DIRECTOR OF CREDIT 135 WILL DR. CANTON, MA 02021	3880	11/03/08	UNSECURED	08-10168	\$7,670.74	\$2,500.00
Cred. # 5732 INTERLINE BRANDS, INC. D/B/A AMSAN ATTN: CHANTAL BOUCHARD, LEGAL COLLECTIONS MGR 801 WEST BAY STREET JACKSONVILLE, FL 32204	785	04/29/08	UNSECURED	08-10152	\$23,633.81	\$2,500.00
Cred. # 74943 LIQUIDITY SOLUTIONS, INC/ HONEY BAKED HAM COMPANY TRANSFEROR: HONEY BAKED HAM COMPANY ONE UNIVERSITY PLAZA SUITE 312 HACKENSACK, NJ 07601	2714	10/24/08	UNSECURED	08-10157	\$20,000.00	\$2,500.00
Cred. # 13322 MAGAZINE DISTRIBUTORS COMPANY ATTN: HAROLD FRICK, V.P. OF OPERATIONS 661 LASALLE STREET ST PAUL, MN 55114	6419	12/03/08	UNSECURED	08-10182	\$2,482.39	\$2,500.00
Cred. # 27455 MAGAZINE DISTRIBUTORS COMPANY ATTN: HAROLD FRICK, VICE PRESIDENT 661 LASALLE STREET SAINT PAUL, MN 55114	7181	12/04/08	UNSECURED	08-10152	\$869.38	
Cred. # 27455 MAGAZINE DISTRIBUTORS COMPANY ATTN: HAROLD FRICK, VICE PRESIDENT 661 LASALLE STREET SAINT PAUL, MN 55114	7281	12/03/08	UNSECURED	08-10152	\$3,191.26	

**Reorganized Debtors' Eleventh 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. # 7302 PENN GRAPHICS EQUIPMENT INC ATTN: KRISTIN SCHEFFLER, SECRETARY 139 MILL HILL ROAD HAMBURG, PA 19526-9621	6079	12/02/08	UNSECURED	08-10177	\$445.21	\$2,500.00
Cred. # 7302 PENN GRAPHICS EQUIPMENT INC ATTN: KRISTIN SCHEFFLER, SECRETARY 139 MILL HILL ROAD HAMBURG, PA 19526-9621	6081	12/02/08	UNSECURED	08-10152	\$4,336.52	
Cred. # 7302 PENN GRAPHICS EQUIPMENT INC ATTN: KRISTIN SCHEFFLER, SECRETARY 139 MILL HILL ROAD HAMBURG, PA 19526-9621	6108	12/02/08	UNSECURED	08-10185	\$3,941.00	
Cred. # 7302 PENN GRAPHICS EQUIPMENT INC ATTN: KRISTIN SCHEFFLER, SECRETARY 139 MILL HILL ROAD HAMBURG, PA 19526-9621	6109	12/02/08	UNSECURED	08-10164	\$785.39	
Cred. # 7302 PENN GRAPHICS EQUIPMENT INC ATTN: KRISTIN SCHEFFLER, SECRETARY 139 MILL HILL ROAD HAMBURG, PA 19526-9621	6078	12/02/08	UNSECURED	08-10178	\$230.76	
Cred. # 69392 SIERRA LIQUIDITY FUND LLC/ PROFORMA CUSTOM PRINTING ASSIGNEE OF: PROFORMA CUSTOM PRINTING ATTN: J.S. RILEY, PRESIDENT 2699 WHITE ROAD, SUITE 255 IRVINE, CA 92614	2258	10/08/08	UNSECURED	08-10152	\$9,201.07	\$2,500.00
Cred. # 32390 WATTS BINDERY SERVICE LLC ATTN: THOMAS L. WATTS 318 PARKWOOD PLACE FRANKFORT, KY 40601	4214	11/13/08	UNSECURED	08-10177	\$3,000.00	\$2,500.00
Cred. # 10564 WIJT TECHNOLOGY INC ATTN: MARGO TURMAN, SECRETARY ATTN: JEFRE TURMAN, VP PO BOX 241 DAVIS, IL 61019	6618	12/04/08	UNSECURED	08-10197	\$1,349.35	\$2,500.00
Cred. # 10564 WIJT TECHNOLOGY INC ATTN: MARGO TURMAN, SECRETARY ATTN: JEFRE TURMAN, VP PO BOX 241 DAVIS, IL 61019	6619	12/04/08	UNSECURED	08-10200	\$1,609.65	

**Total Claim Count:** 26  
**Total Claim Amount:** \$2,805,289.06  
**Total Allowed Amount:** \$27,500.00