

**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 at a hearing held on July 19, 2011 (the "Hearing") on the Reorganized Debtors' Eleventh Omnibus Convenience Claims Motion (Seeking to Allow Certain Elected Convenience Class Claims) (the "Motion")¹; and 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; and 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 upon the objection to the Motion filed by ACTEGA Kelstar (ECF No. 4637); and the Court having determined that the legal and factual bases set forth in the Motion establish grounds for the relief granted herein; and for the reasons set forth by the Court on the record at the Hearing;

IT IS HEREBY ORDERED THAT:

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

1. The Motion is APPROVED;
2. The objection is overruled;
3. 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;
4. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry;
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; and
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
July 19, 2011

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

**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