

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

This matter coming before the Court on the Reorganized Debtors' Sixteenth Omnibus Application Seeking to Allow Permitted Settlements dated July 15, 2011 (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; it appearing that the Court has (a) 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 no objection to the Application having been filed; 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

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

Resolution Creditors is allowed, expunged, reduced, reclassified and/or transferred, as set forth on Exhibit B incorporated herein by reference.

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
August 8, 2011

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

Quebecor World (USA) Inc., et al.
Case No. 08-10152 (JMP)
Reorganized Debtors' Sixteenth Omnibus Application
Seeking to Allow Permitted Settlements
Exhibit B

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. # 5532 UPM KYMMENE, INC. C/O LARRY DURANT, CREDIT MANAGER 999 OAKMONT DRIVE, SUITE 200 WESTMONT, IL 60559	6118	503(b)(9)	QUEBECOR WORLD (USA) INC.	\$1,720,512.18	ADMINISTRATIVE	ADMINISTRATIVE CLAIM	\$402,000.00
Cred. # 5532 UPM KYMMENE, INC. C/O LARRY DURANT, CREDIT MANAGER 999 OAKMONT DRIVE, SUITE 200 WESTMONT, IL 60559	6119	UNSECURED	QUEBECOR WORLD (USA) INC.	\$90,184.50	N/A	EXPUNGE	\$0.00
Cred. # 5532 UPM KYMMENE, INC. C/O LARRY DURANT, CREDIT MANAGER 999 OAKMONT DRIVE, SUITE 200 WESTMONT, IL 60559	90013	ADMINISTRATIVE	QUEBECOR WORLD (USA) INC.	\$2,038,585.57	N/A	EXPUNGE	\$0.00
Cred. # 5535 VERTIS, INC. C/O HUSCH BLACKWELL SANDERS LLP ATTN: RICHARD M. BEHELER, ESQ. 4801 MAIN STREET, SUITE 1000 KANSAS CITY, MO 64112	1856.01	UNSECURED	QUEBECOR WORLD (USA) INC.	\$340,426.05	N/A	EXPUNGE	\$0.00
Cred. # 5535 VERTIS, INC. C/O HUSCH BLACKWELL SANDERS LLP ATTN: RICHARD M. BEHELER, ESQ. 4801 MAIN STREET, SUITE 1000 KANSAS CITY, MO 64112	1856.02	PRIORITY	QUEBECOR WORLD (USA) INC.	\$2,307.00	N/A	EXPUNGE	\$0.00
Cred. # 5535 VERTIS, INC. C/O HUSCH BLACKWELL SANDERS LLP ATTN: RICHARD M. BEHELER, ESQ. 4801 MAIN STREET, SUITE 1000 KANSAS CITY, MO 64112	1857.01	UNSECURED	QUEBECOR WORLD NORTHEAST GRAPHICS INC.	\$11,463.90	N/A	EXPUNGE	\$0.00
Cred. # 5535 VERTIS, INC. C/O HUSCH BLACKWELL SANDERS LLP ATTN: RICHARD M. BEHELER, ESQ. 4801 MAIN STREET, SUITE 1000 KANSAS CITY, MO 64112	1857.02	PRIORITY	QUEBECOR WORLD NORTHEAST GRAPHICS INC.	\$14,811.02	N/A	EXPUNGE	\$0.00
Cred. # 5535 VERTIS, INC. C/O HUSCH BLACKWELL SANDERS LLP ATTN: RICHARD M. BEHELER, ESQ. 4801 MAIN STREET, SUITE 1000 KANSAS CITY, MO 64112	1858	UNSECURED	QUEBECOR WORLD PETTY PRINTING INC.	\$4,541.49	N/A	EXPUNGE	\$0.00
Cred. # 5535 VERTIS, INC. C/O HUSCH BLACKWELL SANDERS LLP ATTN: RICHARD M. BEHELER, ESQ. 4801 MAIN STREET, SUITE 1000 KANSAS CITY, MO 64112	2158	503(b)(9)	QUEBECOR WORLD NORTHEAST GRAPHICS INC.	\$9,242.70	N/A	EXPUNGE	\$0.00

Quebecor World (USA) Inc., et al.
Case No. 08-10152 (JMP)
Reorganized Debtors' Sixteenth Omnibus Application
Seeking to Allow Permitted Settlements
Exhibit B

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. # 5535 VERTIS, INC. C/O HUSCH BLACKWELL SANDERS LLP ATTN: RICHARD M. BEHELER, ESQ. 4801 MAIN STREET, SUITE 1000 KANSAS CITY, MO 64112	70049	UNSECURED	QUEBECOR WORLD (USA) INC.	\$8,441.00	UNSECURED	CLASS 4 CLAIM	\$8,441.00
Cred. # 5535 VERTIS, INC. C/O HUSCH BLACKWELL SANDERS LLP ATTN: RICHARD M. BEHELER, ESQ. 4801 MAIN STREET, SUITE 1000 KANSAS CITY, MO 64112	70050	UNSECURED	QUEBECOR WORLD (USA) INC.	\$37,314.00	UNSECURED	CLASS 3 CLAIM	\$37,314.00
Cred. # 5535 VERTIS, INC. C/O HUSCH BLACKWELL SANDERS LLP ATTN: RICHARD M. BEHELER, ESQ. 4801 MAIN STREET, SUITE 1000 KANSAS CITY, MO 64112	70051	ADMINISTRATIVE	QUEBECOR WORLD (USA) INC.	\$17,118.00	ADMINISTRATIVE	ADMINISTRATIVE CLAIM	\$17,118.00
Cred. # 5535 VERTIS, INC. C/O HUSCH BLACKWELL SANDERS LLP ATTN: RICHARD M. BEHELER, ESQ. 4801 MAIN STREET, SUITE 1000 KANSAS CITY, MO 64112	90054	ADMINISTRATIVE	QUEBECOR WORLD CAPITAL II LLC	\$17,118.02	N/A	EXPUNGE	\$0.00

Total of Number of Claims: 13

Total Claim Amount: \$4,312,065.43