

Hearing Date and Time: January 24, 2012 at 10:00 a.m.
Response Deadline: January 17, 2012 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' THIRTEENTH OMNIBUS CONVENIENCE CLAIMS
MOTION (SEEKING TO ALLOW CONVENIENCE CLAIMS AS FILED
BY HOLDERS THEREOF)**

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 Thirteenth Omnibus Convenience Claims Motion (Seeking to Allow Convenience Claims as Filed by the Holders Thereof) (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”).¹ 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”).

¹ 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 identified on Exhibit B attached hereto, and granting such claims the status and treatment as Convenience Claims, as defined and provided for under the Plan.

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. To promote the efficient allowance of Convenience Claims, the Reorganized Debtors sought and obtained authority under the Claims Procedures to establish a process for allowing Convenience Claims.

19. With respect to the claims set forth on Exhibit B attached hereto, the Reorganized Debtors have (i) reviewed their books and records and are in agreement with the amount of the claim(s) asserted by each holder thereof and (ii) determined that the individual unsecured claim of each holder, or the aggregate unsecured claims of each such holder, in each case as set forth on Exhibit B attached hereto, are \$2,500 or less, and therefore qualify for Convenience Class treatment under the Plan.

20. Accordingly, for the foregoing reasons, the Reorganized Debtors request that the Convenience Claims set forth on Exhibit B be allowed in their entirety pursuant to section 502 of the Bankruptcy Code, and be accorded Convenience Class treatment under the Plan.

Reservation of Rights

21. 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.

22. The Reorganized Debtors also expressly reserve, unless and until the Bankruptcy Court allows a Convenience Claim, the right to object to any such 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

23. 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; (ii) allowing the Convenience Claims in the amounts listed on Exhibit B, and according such claims Convenience Class treatment under the Plan; and (iii) granting such other and further relief as is just and proper.

Dated: New York, New York
December 22, 2011

Respectfully submitted,

/s/ Michael J. Canning_____

Michael J. Canning

Rosa J. Evergreen

ARNOLD & PORTER LLP

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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' THIRTEENTH OMNIBUS
CONVENIENCE CLAIMS MOTION (SEEKING TO ALLOW CONVENIENCE
CLAIMS AS FILED BY THE HOLDERS THEREOF)**

This matter coming before the Court on the Reorganized Debtors' Thirteenth Omnibus Convenience Claims Motion (Seeking to Allow Convenience Claims as Filed by Holders Thereof) (the "Motion")¹; 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.

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

2. Each of the Convenience Claims identified on Exhibit B attached hereto and incorporated herein by reference is allowed in its entirety in the amount set forth on Exhibit B pursuant to section 502 of the Bankruptcy Code, and such claims shall be accorded Convenience Class treatment under the Plan.

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.

6. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____, 2012

United States Bankruptcy Judge

EXHIBIT B

Case No. 08-10152 (JMP)

**Reorganized Debtors' Thirteenth Omnibus Convenience Claims Motion
(Seeking to Allow Convenience Claims as Filed by the Holders Thereof)
Exhibit B**

NANE/ADDRESS OF CLAIMANT	CLAIM NUMBER	DATE FILED	CASE NUMBER	CLAIM AMOUNT	ALLOWED AMOUNT OF CONVENIENCE CLAIM
Cred. # 3103 BLACKHAWK EQUIPMENT CORP. ATTN: CHRISTOPHER E. GORDON 6250 W 55TH AVE ARVADA, CO 80002	1003.01	05/23/08	08-10152	\$936.91	\$936.91
Cred. # 15320 SIERRA LIQUIDITY FUND LLC/ CHERRY'S, INDUSTRIAL EQUIPMENT AS ASSIGNEE OF: CHERRY'S INDUSTRIAL EQUIPMENT ATTN: J.S. RILEY, PRESIDENT 2699 WHITE ROAD, SUITE 255 IRVINE, CA 92614	1418	08/15/08	08-10183	\$1,342.40	\$1,342.40
Cred. # 15330 SIERRA LIQUIDITY FUND LLC/ OKLAHOMA AIR FILTE AS ASSIGNEE OF: OKLAHOMA AIR FILTER ATTN: J.S. RILEY, PRESIDENT 2699 WHTE ROAD, SUITE 255 IRVINE, CA 92614	1437	08/15/08	08-10152	\$852.62	\$852.62

Total Number of Claims: 3

Total Amount of Claims: \$3,131.93

Total Allowed Amount of Claims: \$3,131.93