

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

This matter coming before the Court on the Reorganized Debtors' Eighteenth 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 incorporated herein by reference.

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

3. The Permitted Settlement with Riverside in respect of the Riverside Claims is approved, and the Riverside Claims are allowed, expunged, reduced, reclassified and/or transferred as set forth on Exhibit C incorporated herein by reference.

4. The Riverside Objection is deemed withdrawn solely as it relates to the Riverside Claims set forth on Exhibit C attached hereto, with any objections set forth in the Riverside Objection not resolved by this Order, or any prior Order of this Court, to remain pending until this Court enters a Order approving, denying or otherwise resolving the Riverside Objection with respect to any such remaining claims held by Riverside and not resolved as set forth on Exhibit C attached hereto or any prior order of this Court.

5. The Permitted Settlement with Liquidity in respect of the Liquidity Claims is approved, and the Liquidity Claims are allowed, expunged, reduced, reclassified and/or transferred as set forth on Exhibit D incorporated herein by reference.

6. 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.

7. 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.

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

Dated: New York, New York
January 25, 2012

s/ James M. Peck
HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE