

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

This matter coming before the Court on the Reorganized Debtors' Nineteenth 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 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
March 29, 2012

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

Quebecor World USA Inc., et al.

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Reorganized Debtors' Nineteenth Omnibus Application
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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. # 5474 CELLMARK PAPER, INC. ATTN: DOMICK J. MENOLE, VP- FINANCE 300 ATLANTIC STREET, 5TH FLOOR STAMFORD, CT 06901	1611.01	503(b)(9)	QUEBECOR WORLD (USA) INC.	\$173,308.99	N/A	EXPUNGE	\$0.00
Cred. # 5474 CELLMARK PAPER, INC. ATTN: DOMICK J. MENOLE, VP- FINANCE 300 ATLANTIC STREET, 5TH FLOOR STAMFORD, CT 06901	1611.02	UNSECURED	QUEBECOR WORLD (USA) INC.	\$1,387,738.71	N/A	EXPUNGE	\$0.00
Cred. # 5474 CELLMARK PAPER, INC. ATTN: DOMICK J. MENOLE, VP- FINANCE 300 ATLANTIC STREET, 5TH FLOOR STAMFORD, CT 06901	2224	UNSECURED	QUEBECOR WORLD (USA) INC.	\$8,800,993.78	N/A	EXPUNGE	\$0.00
Cred. # 5474 CELLMARK PAPER, INC. ATTN: DOMICK J. MENOLE, VP- FINANCE 300 ATLANTIC STREET, 5TH FLOOR STAMFORD, CT 06901	3745	503(b)(9)	QUEBECOR WORLD (USA) INC.	\$3,701,287.30	N/A	EXPUNGE	\$0.00
Cred. # 75226 CHARTIS INTERNATIONAL C/O WACHOVIA BANK ATTN: PATRICK SULLIVAN 3585 ATLANTA AVE. HARPERVILLE, GA 30354	70074	ADMINISTRATIVE	QUEBECOR WORLD (USA) INC.	\$3,207,291.07	ADMINISTRATIVE	ADMINISTRATIVE CLAIM	\$3,207,291.07
Cred. # 75226 CHARTIS INTERNATIONAL C/O WACHOVIA BANK ATTN: PATRICK SULLIVAN 3585 ATLANTA AVE. HARPERVILLE, GA 30354	70075	UNSECURED	QUEBECOR WORLD (USA) INC.	\$5,031,490.51	UNSECURED	CLASS 3 CLAIM CLASS 4 CLAIM	\$4,240,439.80 \$791,050.77
Cred. # 70025 FORBO ADHESIVES LLC C/O SCHNADER HARRISON SEGAL & LEWIS LLP ATTN: MICHOLAS J. LEPORE, III 1600 MARKET STREET, SUITE 3600 PHILADELPHIA, PA 19103	5152	UNSECURED	QUEBECOR WORLD (USA) INC.	\$864,280.40	UNSECURED	CLASS 3 CLAIM CLASS 4 CLAIM	\$459,999.00 \$160,300.00
Cred. # 70025 FORBO ADHESIVES LLC C/O SCHNADER HARRISON SEGAL & LEWIS LLP ATTN: MICHOLAS J. LEPORE, III 1600 MARKET STREET, SUITE 3600 PHILADELPHIA, PA 19103	5163	503(b)(9)	QUEBECOR WORLD (USA) INC.	\$243,981.40	ADMINISTRATIVE	ADMINISTRATIVE CLAIM	\$243,981.40

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Cred. # 5182 FORBO ADHESIVES, LLC C/O SCHNADER HARRISON SEGAL & LEWIS LLP ATTN: MATTHEW S. TAMASCO, ESQ. 140 BROADWAY, SUITE 3100 NEW YORK, NY 10005-1101	60010	ADMINISTRATIVE	QUEBECOR WORLD (USA) INC.	\$628,308.40	N/A	EXPUNGE	\$0.00
Cred. # 70620 GRAPHIC COMMUNICATIONS (LOCAL 694-M) CONFERENCE OF THE INT'L BROTHERHOOD OF TEAMSTERS, LOCAL 694-M 1025 HARMON SPRINGS ROAD DICKSON, TN 37055	8552	PRIORITY	QW MEMPHIS CORP.	\$1,500.00	UNSECURED	CLASS 3 CLAIM	\$22,500.00
Cred. # 4816 HENKEL CORPORATION FINANCIAL OPERATIONS - HENKEL N.A. ATTN: SCOTT M. MILLER, V.P.- FINANCE ORDER TO CASH COMPETENCY CENTER 32150 JUST IMAGINE DRIVE AVON, OH 44011	2	503(b)(9)	QUEBECOR WORLD (USA) INC.	\$190,946.68	ADMINISTRATIVE	ADMINISTRATIVE CLAIM	\$155,559.00
Cred. # 5227 HENKEL CORPORATION ATTN: BRENDA HYLTON, CRA 32150 JUST IMAGINE DRIVE AVON, OH 44011	166.01	UNSECURED	QUEBECOR WORLD (USA) INC.	\$314,270.49	UNSECURED	CLASS 3 CLAIM	\$258,983.00
Cred. # 5227 HENKEL CORPORATION ATTN: BRENDA HYLTON, CRA 32150 JUST IMAGINE DRIVE AVON, OH 44011	166.02	PRIORITY	QUEBECOR WORLD (USA) INC.	\$190,946.68	N/A	EXPUNGE	\$0.00
Cred. # 4816 HENKEL CORPORATION FINANCIAL OPERATIONS - HENKEL N.A. ATTN: SCOTT M. MILLER, V.P.- FINANCE ORDER TO CASH COMPETENCY CENTER 32150 JUST IMAGINE DRIVE AVON, OH 44011	60027	ADMINISTRATIVE	QUEBECOR WORLD (USA) INC.	\$318,438.91	N/A	EXPUNGE	\$0.00
Cred. # 74937 THE INSURANCE COMPANY OF/ CCP CREDIT ACQUISITION HOLDINGS, LLC TRANSFEROR: CCP CREDIT ACQUISITION HOLDINGS, LLC THE STATE OF PENNSYLVANIA C/O CHARTIS INTERNATIONAL 32 OLD SLIP, 6TH FLOOR NEW YORK, NY 10005	540	UNSECURED	QUEBECOR WORLD (USA) INC.	\$2,618,045.62	N/A	EXPUNGE	\$0.00

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Cred. # 74937 THE INSURANCE COMPANY OF/ CCP CREDIT ACQUISITION HOLDINGS, LLC TRANSFEROR: CCP CREDIT ACQUISITION HOLDINGS, LLC THE STATE OF PENNSYLVANIA C/O CHARTIS INTERNATIONAL 32 OLD SLIP, 6TH FLOOR NEW YORK, NY 10005	540	ADMINISTRATIVE	QUEBECOR WORLD (USA) INC.	\$1,721,129.81	N/A	EXPUNGE	\$0.00
Cred. # 74938 THE INSURANCE COMPANY OF/ DEUTSCHE BANK SECURITIES INC. TRANSFEROR: DEUTSCHE BANK SECURITIES INC. THE STATE OF PENNSYLVANIA C/O CHARTIS INTERNATIONAL 32 OLD SLIP, 6TH FLOOR NEW YORK, NY 10005	540	UNSECURED	QUEBECOR WORLD (USA) INC.	\$2,618,045.62	N/A	EXPUNGE	\$0.00
Cred. # 74938 THE INSURANCE COMPANY OF/ DEUTSCHE BANK SECURITIES INC. TRANSFEROR: DEUTSCHE BANK SECURITIES INC. THE STATE OF PENNSYLVANIA C/O CHARTIS INTERNATIONAL 32 OLD SLIP, 6TH FLOOR NEW YORK, NY 10005	540	ADMINISTRATIVE	QUEBECOR WORLD (USA) INC.	\$1,721,129.81	N/A	EXPUNGE	\$0.00
Cred. # 5670 THE INSURANCE COMPANY OF/CELLMARK PAPER INC TRANSFEROR: CELLMARK PAPER, INC. 175 WATER STREET, 15TH FLOOR NEW YORK, NY 10038	540.06	UNSECURED	QUEBECOR WORLD (USA) INC.	\$1,395,144.38	N/A	EXPUNGE	\$0.00
Cred. # 5670 THE INSURANCE COMPANY OF/CELLMARK PAPER INC TRANSFEROR: CELLMARK PAPER, INC. 175 WATER STREET, 15TH FLOOR NEW YORK, NY 10038	540.08	ADMINISTRATIVE	QUEBECOR WORLD (USA) INC.	\$871,730.96	N/A	EXPUNGE	\$0.00

Total of Number of Claims: 20

Total Claim Amount: \$36,000,009.52