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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

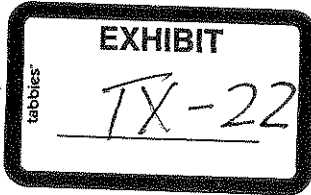
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	: CHAPTER 11
In re: QUEBECOR WORLD (USA) Inc., <u>et al.</u>	: Case No. 08-10152-(JMP)
Debtors	: (Jointly Administered)
	:

**ANSWERS AND OBJECTIONS OF THE REORGANIZED DEBTORS TO TEXAS
COMPTROLLER'S SECOND SET OF INTERROGATORIES TO THE DEBTORS**

The Reorganized Debtors hereby submit their Answers and Objections (the "Answers") to the Second Set of Interrogatories to the Debtors (the "Second Interrogatories"), which were served by the Texas Comptroller ("Texas):

DEFINITIONS

The Reorganized Debtors incorporate by reference the definitions set forth in the Second Interrogatories, subject to the objections set forth herein. In addition, the terms used in these Answers shall have the same meaning ascribed to them in the definitions set forth below:



Bankruptcy Court means the United States Bankruptcy Court for the Southern District of New York.

Sales Tax Procedures means the procedures approved by the Bankruptcy Court in its November 14, 2008 Amended Order pursuant to 11 U.S.C. §§ 105(a), 502 and 505 and Federal Rule of Bankruptcy Procedure 9019 Authorizing the Debtors to (a) Implement Procedures to Determine Prepetition and Postpetition Sales Tax Liabilities of Certain Debtors pursuant to State and Local Voluntary Disclosure Procedures and (b) Determine the Amount of Prepetition and Postpetition Sales Tax Liability of Certain Debtors (Docket No. 1289).

Supplemental Response means the Reorganized Debtors' (i) Supplemental Response and Objection to Motion of the Texas Comptroller of Public Accounts to Determine the Debtors' Sales Tax Liabilities Pursuant to the Court's Procedures Order and (ii) Omnibus Objection to Certain Sales Tax Claims of the Texas Comptroller of Public Accounts, dated January 28, 2011 (Docket No. 4410).

GENERAL OBJECTIONS

Each of the following General Objections is made and incorporated into each response to the Second Interrogatories as if fully set forth therein. The Reorganized Debtors' General Objections to the Second Interrogatories are intended to include, and are asserted against, the instructions and definitions set forth in the Second Interrogatories to the extent those instructions and definitions affect the meaning of the Second Interrogatories.

1. The Reorganized Debtors object to the Second Interrogatories to the extent they are overbroad, oppressive, unduly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence.

2. The Reorganized Debtors object to each of the Second Interrogatories that requests that the Reorganized Debtors identify “each” person or individual on the grounds that such Interrogatories are overly broad, unduly burdensome, and interposed for the purpose of harassment. The Reorganized Debtors further object on the grounds that such Interrogatories violate Rule 7033-1 of the Local Bankruptcy Rules of the Southern District of New York (“LBR”).

3. The Reorganized Debtors object to each of the Second Interrogatories that requests that the Reorganized Debtors “provide a description” certain matters on the grounds that such Interrogatories they are overly broad, unduly burdensome, and interposed for the purpose of harassment.

4. The Reorganized Debtors object to the Second Interrogatories to the extent they seek the disclosure or production of information that is protected from discovery by the attorney-client privilege, the immunity afforded attorney work product, or any other applicable privilege, immunity, protection or exemption. The Reorganized Debtors will not provide such information. If any such disclosure or production of any privileged information by the Reorganized Debtors occurs, it is inadvertent and shall not constitute a waiver of any privilege.

5. The Reorganized Debtors object to the Second Interrogatories to the extent they seek information already submitted to Texas pursuant to, or in connection with, the Sales Tax Procedures.

6. The Reorganized Debtors object to the Second Interrogatories to the extent they seek disclosure of trade secrets, confidential commercial or proprietary information, information protected by or subject to confidentiality agreements or orders involving third parties, or would violate customer privacy.

7. The Reorganized Debtors object to the Second Interrogatories to the extent they purport to impose upon the Reorganized Debtors obligations beyond those imposed by the Federal Rules of Bankruptcy Procedure, the Federal Rules of Civil Procedure, the Local Civil Rules of the United States District Court for the Southern District of New York, the Local Civil Rules of the United States Bankruptcy Court for the Southern District of New York, or the individual rules or orders of Judge Peck.

8. The Reorganized Debtors object to the Second Interrogatories to the extent that they seek information that does not exist or that is not within the knowledge, possession, custody or control of the Reorganized Debtors. In particular, and without limitation, the Reorganized Debtors object to the Second Interrogatories to the extent that they purport to require information that is no longer known to the Reorganized Debtors or their employees as a result of restructuring transactions undertaken by the Reorganized Debtors both in connection with their emergence from chapter 11 and subsequent to such emergence, as such restructuring and reorganization transactions included the departure from the Reorganized Debtors of officers, managers and employees. During the course of their chapter 11 cases, as part of their restructuring, the Debtors ceased operations at several plants, and since emerging from chapter 11 and being acquired by Quad/Graphics Inc. on July 2, 2010, there have been additional workforce reductions and plant and facility closures. As a result of the foregoing restructurings and consolidations, information and knowledge that may previously have been available to the Debtors is no longer in the possession, custody or control of the Reorganized Debtors or Quad/Graphics Inc. and, accordingly, such information cannot be provided in response to the Second Interrogatories.

9. The Reorganized Debtors' objections to the Second Interrogatories are made reserving, and without waiver of:

(a) all rights to object subsequently to the competency, relevance, materiality, privilege or admissibility as evidence in any proceeding, action or matter of any response by the Reorganized Debtors to the Second Interrogatories;

(b) all rights to object on any ground to the use of any such answers, or the subject matter thereof, in any proceeding, action or matter;

(c) all rights to object on any ground and at any time to a demand or request for further response to these or other discovery requests, or to proceedings involving or related to the subject matter of the information or documents provided in response to such requests; and

(d) the right at any time to review, correct, add to, supplement, amend or clarify any of the answer contained herein.

10. The failure of the Reorganized Debtors to object to any of the Second Interrogatories on a specific ground shall not be construed as a waiver of their right to object at a later time on that ground or any additional grounds.

11. The Reorganized Debtors reserve the right to amend and/or supplement their objections to the Second Interrogatories consistent with further investigation and discovery.

OBJECTIONS TO DEFINITIONS

Definition No. 2: The “Texas IOU Debtors” or “IOU Debtors” refers to the Debtor entities that Quebecor has identified as having not filed or registered with the State of Texas but which may have engaged in business in Texas and owe unpaid sales taxes to Texas. They are the “illegally operating units” of the Debtors (“IOU Debtors”) which conducted business illegally in Texas during the relevant period. A list of the IOU Debtors identified by Quebecor is attached hereto as Exhibit A.

Objection to Definition No. 2:

The Reorganized Debtors object to Definition No. 2 as rendering vague and unintelligible any of the Interrogatories making use of the term “Texas IOU Debtors” or “IOU Debtors.” In

particular, and without limitation, neither Quebecor, nor the Reorganized Debtors, concede that any of the “Debtor entities” have failed to file or register with the State of Texas despite engaging in business in Texas and owing unpaid sales taxes to Texas, and the Reorganized Debtors object to this assertion. Again without limitation, the definition of “Texas IOU Debtors” further renders vague and unintelligible the Interrogatories that make use of that term, because it is impossible to identify entities that “may have” been engaged in business in Texas. Furthermore, and again without limitation, neither Quebecor, nor the Reorganized Debtors, concede that any of the “Debtor entities” conducted business illegally in Texas, and the Reorganized Debtors object to this assertion.

Definition No. 3: The relevant time period addressed in these Interrogatories is January 1, 2001 — July 21, 2009.

Objection to Definition No. 3:

The Reorganized Debtors object in that Definition No. 3 renders overbroad and oppressive any Interrogatory that is not otherwise limited by date, and renders vague and ambiguous any Interrogatory that is otherwise limited by date. To the extent Definition No. 3 conflicts with a date range in a specific Interrogatory, the Reorganized Debtors will assume the shorter time period controls, but reserve the right to further object on grounds of undue burden.

Definition No. 4: “This proceeding” refers to the contested matter(s) encompassed within the pleadings pending before the Bankruptcy Court to determine the amount of sales and use taxes that Quebecor owes to Texas.

Objection to Definition No. 4:

The Reorganized Debtors object to Definition No. 4 as rendering vague and unintelligible any of the Interrogatories making use of the term “This proceeding.”

SPECIFIC ANSWERS AND OBJECTIONS

Interrogatory No. 1: Please provide the name and, if known, the address and telephone number of each individual likely to have discoverable information — along with the subjects of that information — that Quebecor may use to support its claims or defenses in this proceeding, unless the use would be solely for impeachment.

Objection and Answer to Interrogatory No. 1:

In addition to their General Objections and Objections to Definitions, each of which is incorporated herein, the Reorganized Debtors object to this Interrogatory on the grounds that it is vague, ambiguous, overbroad and unduly burdensome. The Reorganized Debtors further object to this Interrogatory to the extent that it is not reasonably calculated to lead to the discovery of admissible evidence. The Reorganized Debtors further object to Interrogatory No. 1 to the extent that it seeks information that has already been provided to Texas by the Reorganized Debtors. The Reorganized Debtors further object to this Interrogatory to the extent it purports to require disclosure of information that is privileged or otherwise protected from disclosure. The Reorganized Debtors further object to this Interrogatory pursuant to the limitation in LBR 7033-1(a) to witnesses with knowledge or information relevant to the subject matter of the action. The Reorganized Debtors further object to this Interrogatory on the grounds that it exceeds the limitations imposed by LBR 7033-1(b). The Reorganized Debtors further object to this Interrogatory because, absent further clarification by Texas in a meet and confer, the request to provide the “subjects” of “discoverable information” renders this Interrogatory vague, ambiguous and impossible to answer.

Interrogatory No. 2: Please provide a description of all documents that Quebecor has in its possession, custody or control and that Quebecor may use to support its claims or defenses in this proceeding, unless the use would be solely for impeachment.

Objection and Answer to Interrogatory No. 2:

In addition to their General Objections and Objections to Definitions, each of which is incorporated herein, the Reorganized Debtors object to this Interrogatory on the grounds that it is vague, ambiguous, duplicative of other Interrogatories, overbroad and unduly burdensome. The Reorganized Debtors further object to this Interrogatory to the extent that it is not reasonably calculated to lead to the discovery of admissible evidence. The Reorganized Debtors further object to Interrogatory No. 2 to the extent that it seeks information that has already been provided to Texas by the Reorganized Debtors. The Reorganized Debtors further object to this Interrogatory on the grounds that it exceeds the limitations imposed by LBR 7033-1(b). The Reorganized Debtors further object to this Interrogatory because, absent further clarification by Texas in a meet and confer, the request to “provide a description of all documents” renders this Interrogatory vague, ambiguous and impossible to answer.

Interrogatory No. 3: Please identify each Quebecor IOU Debtor that performed any jobs or projects for any customers in Texas from January 1, 2001 through July 21, 2009 and state which IOU Debtor served the customers you have identified and the nature of the jobs or projects performed.

Objection and Answer to Interrogatory No. 3:

In addition to their General Objections and Objections to Definitions, each of which is incorporated herein, the Reorganized Debtors object to this Interrogatory on the grounds that it is vague, ambiguous, overbroad and unduly burdensome. The Reorganized Debtors further object to this Interrogatory to the extent that it is not reasonably calculated to lead to the discovery of admissible evidence. The Reorganized Debtors further object to Interrogatory No. 3 to the extent

that it seeks information that has already been provided to Texas by the Reorganized Debtors. The Reorganized Debtors further object to this Interrogatory to the extent it purports to require disclosure of information that is privileged or otherwise protected from disclosure. The Reorganized Debtors further object to this Interrogatory on the grounds that it exceeds the limitations imposed by LBR 7033-1(b). The Reorganized Debtors further object to this Interrogatory because, absent further clarification by Texas in a meet and confer, the request to “identify . . . any jobs or projects for any customers in Texas from January 1, 2001 through July 21, 2009” renders this Interrogatory vague, ambiguous and impossible to answer.

Dated: May 9, 2011

QUEBECOR WORLD (USA) INC., et al.,

For its objections, by its attorneys,

ARNOLD & PORTER LLP

By /s/ Charles A. Malloy

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CERTIFICATE OF SERVICE

I, Charles A. Malloy, the undersigned attorney, hereby certify that on this 9th day of May, 2011, I have caused the foregoing **ANSWERS AND OBJECTIONS OF THE REORGANIZED DEBTORS TO TEXAS COMPTROLLER'S SECOND SET OF INTERROGATORIES TO THE DEBTORS** to be served by electronic mail on Jay W. Hurst at jay.hurst@oag.state.tx.us and by first-class mail, postage pre-paid, to Jay W. Hurst, P.O. Box 12548, Austin, TX 78711-2548.

/s/ Charles A. Malloy
Charles A. Malloy