

Hearing Date and Time: September 25, 2012 at 10:00 a.m.

Response Deadline: September 17, 2012 at 4:00 p.m.

**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

**NOTICE OF THE REORGANIZED DEBTORS' FIFTEENTH  
OMNIBUS CONVENIENCE CLAIMS MOTION (SEEKING TO  
ALLOW CONVENIENCE CLAIMS AS FILED BY THE HOLDERS THEREOF)**

**TO: THE CLAIMANTS LISTED ON EXHIBIT B TO THE ATTACHED MOTION**

The Reorganized Debtors have filed the *Reorganized Debtors' Fifteenth Omnibus Convenience Claims Motion (Seeking To Allow Convenience Claims as Filed by the Holders Thereof)* (the "Motion"),<sup>1</sup> a copy of which is attached hereto. The Reorganized Debtors have received one or more proof of claim forms filed on your behalf (the "Claim" or "Claims") and by this Motion seek to allow one or more of your Claims as listed in Exhibit B of the Motion.

The Motion is filed pursuant to the 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 (the "Claims Procedure Order") and the Procedures attached thereto (the "Claims Procedures") (Docket No. 1978). Copies of the Claims Procedure Order and the Claims Procedures are available for inspection on the Claims Agent's

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

internet website at <http://www.qwusadocket.com> or by contacting the Claims Agent, in writing, at Donlin Recano & Company, 419 Park Avenue South, Suite 1206, New York, NY 10016.

Representatives of the Reorganized Debtors will be available to discuss and potentially resolve any questions you may have with respect to your proof of claim without the need for you to file a response or attend a hearing. To facilitate such a discussion, you may contact a representative of the Reorganized Debtors at 866-605-6273 within fourteen (14) calendar days after the date on which this Notice was served. The Reorganized Debtors' representative will be available to handle factual inquiries regarding the Motion. Legal matters, however, will be referred to the Reorganized Debtors' attorneys. When you contact the Reorganized Debtors, please have your proof(s) of claim and claim number(s) available.

If after your discussions with the Reorganized Debtors' representative or the Reorganized Debtors' attorneys you still wish to file a Response, you must file such Response on or before the deadline of **September 17, 2012, at 4:00 p.m. (Eastern Time) (the "Response Deadline")** to file a Response to the Motion (a "Response"). You must file such Response in compliance with the procedures set forth below. Contacting the Reorganized Debtors' representative or the Reorganized Debtors' attorneys prior to the Response Deadline will not extend the Response Deadline.

**Responses, if any, must be filed on or before Response Deadline** with the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton U.S. Custom House, Courtroom 601, One Bowling Green, New York, New York 10004. At the same time, you must also serve a copy of the Response upon counsel for the Reorganized Debtors, listed below, and counsel for the Joint Claims Oversight Committee, Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019 (Attn: Andrew N. Rosenberg, Esq. and Elizabeth R. McColm, Esq.) so that the Response is received on or before the Response Deadline.

Responses must comply with the procedures set forth in the Claims Procedures and include: (a) an appropriate caption, including the title and date of the Motion to which the Response is directed; (b) the name of the Claimant, the reference number of the Proof of Claim or 503(b)(9) Claim as identified on the claims register maintained on the Debtors' case information website (located at <http://www.qwusadocket.com>), and a description of the basis for the amount of the Claim; (c) a concise statement setting forth the reasons why the Court should not grant the Motion, including, but not limited to, the specific factual and legal bases upon which you rely in opposing the Motion; (d) copies of any documentation and other evidence upon which you will rely in opposing the Motion at a hearing; (e) sworn affidavits or declarations conforming to 28 U.S.C. 1746 of persons with personal knowledge of any new facts relied upon to support the Allowance Objection; and (f) the name, address, telephone number and facsimile number of a person authorized to reconcile, settle or otherwise resolve the Claim or Claims on your behalf. If you cannot timely provide such documentation, declarations and/or other evidence, you should provide a detailed explanation in the Response as to why it was not possible to timely provide such documentation, declarations and/or other evidence.

**A HEARING ON THE MOTION WILL BE HELD ON SEPTEMBER 25, 2012 AT 10:00 A.M. (EASTERN TIME) BEFORE THE HONORABLE JAMES M. PECK IN THE UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK, ALEXANDER HAMILTON U.S. CUSTOM HOUSE, COURTROOM 601, ONE BOWLING GREEN, NEW YORK, NEW YORK 10004 OR ANY ADJOURNED DATE REQUESTED BY THE REORGANIZED DEBTORS.**

**YOU NEED NOT TAKE ANY ACTION TO EFFECT THE ALLOWANCE OF YOUR CLAIM AS PROPOSED IN THE MOTION. PARTIES SERVING AND FILING A RESPONSE ARE REQUIRED TO ATTEND THE HEARING (IN THE ABSENCE OF AN AGREEMENT BETWEEN YOU AND THE REORGANIZED DEBTORS**

**PROVIDING OTHERWISE), AND FAILURE TO APPEAR MAY RESULT IN THE  
MOTION BEING GRANTED UPON DEFAULT OR YOUR CLAIM BEING OMITTED  
FROM THE FINAL ORDER GRANTING THE MOTION.**

Dated: August 24, 2012  
New York, New York

Respectfully submitted,

ARNOLD & PORTER LLP  
399 Park Avenue  
New York, NY 10022-4690  
Telephone: (212) 715-1781  
Facsimile: (212) 715-1399

COUNSEL FOR REORGANIZED DEBTORS

**Hearing Date and Time: September 25, 2012 at 10:00 a.m.**  
**Response Deadline: September 17, 2012 at 4:00 p.m.**

ARNOLD & PORTER LLP  
399 Park Avenue  
New York, New York 10022-4690  
Telephone: (212) 715-1000  
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Michael J. Canning  
Rosa J. Evergreen

*Counsel for the Reorganized Debtors*

**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)  
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Honorable James M. Peck

**REORGANIZED DEBTORS' FIFTEENTH 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 Fifteenth 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”).<sup>1</sup> 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”).

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<sup>1</sup> 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  
August 24, 2012

Respectfully submitted,

/s/ Michael J. Canning \_\_\_\_\_

Michael J. Canning

Rosa J. Evergreen

ARNOLD & PORTER LLP

399 Park Avenue

New York, New York 10022-4690

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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' FIFTEENTH 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' Fifteenth Omnibus Convenience Claims Motion (Seeking to Allow Convenience Claims as Filed by Holders Thereof) (the "Motion")<sup>1</sup>; 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.

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<sup>1</sup> 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

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United States Bankruptcy Judge

**EXHIBIT B**

Case No. 08-10152 (JMP)

**Reorganized Debtors' Fifteenth 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. # 5908 NJ- DEPARTMENT OF LABOR AND WORKFORCE DEVELOPMENT, DIVISION OF EMPLOYER ACCOUNTS LEGAL PROCESSES P.O. BOX 379 TRENTON, NJ 08625-0379	1159.01	06/16/08	08-10169	\$518.66	\$518.66
Cred. # 5888 NV- DEPT. OF TAXATION C/O BANKRUPTCY SECTION ATTN: DAVID WILCOX, REVENUE OFFICER 555 E. WASHINGTON AVE., #1300 LAS VEGAS, NV 89101	1127.01	06/06/08	08-10173	\$952.28	\$952.28
Cred. # 5888 NV- DEPT. OF TAXATION C/O BANKRUPTCY SECTION ATTN: DAVID WILCOX, REVENUE OFFICER 555 E. WASHINGTON AVE., #1300 LAS VEGAS, NV 89101	1128.01	06/06/08	08-10152	\$25.00	\$25.00
Cred. # 69867 NY- DEPARTMENT OF LABOR C/O UNEMPLOYMENT INSURANCE DIVISION ATTN: LISA PEARSON, TAX COMPLIANCE AGENT GOVERNOR W. AVERELL HARRIMAN STATE OFFICE BUILDING CAMPUS, BLDG 12, RM 256 ALBANY, NY 12240	1344	07/28/08	08-10202	\$4.62	\$4.62
Cred. # 70329 WI- DEPARTMENT OF REVENUE SPECIAL PROCEDURES UNIT ATTN: HIRAM CUTTING, BANKRUPTCY SPEC. P.O. BOX 8901 MADISON, WI 53708-8901	6445.01	12/01/08	08-10169	\$1,804.39	\$1,804.39

**Total Number of Claims: 5**

**Total Amount of Claims: \$3,304.95**

**Total Allowed Amount of Claims: \$3,304.95**