

Presentment Date and Time: January 19, 2017 at 12:00 noon
Objection Deadline: January 19, 2017 at 12:00 noon

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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 (JLG)
Jointly Administered

Honorable James L. Garrity

**REORGANIZED DEBTORS' THIRTY-FIFTH OMNIBUS APPLICATION
SEEKING TO ALLOW PERMITTED SETTLEMENTS**

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 Thirty-Fifth Omnibus Application Seeking to Allow Permitted Settlements (the "Application"), 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 Application.

**PARTIES RECEIVING THIS APPLICATION SHOULD CONSULT EXHIBIT B
TO DETERMINE WHETHER THEIR NAMES AND RESPECTIVE CLAIMS ARE
IDENTIFIED ON EXHIBIT B.**

In support of this Application, 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 predicate 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 Rules 3007 and 9019 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. Pursuant to the Claims Procedures, the Reorganized Debtors hereby seek entry of an order approving the compromise and settlement entered into between the Reorganized Debtors and each of the applicable claimants in respect of the aggregate claims of each such claimant against the Debtors, all as more specifically set forth on Exhibit B.

Basis For Relief

17. To promote the efficient resolution and allowance of claims, the Reorganized Debtors sought and obtained authority, as part of the Claims Procedures, to establish a process for compromising and settling disputed claims (each a "Permitted Settlement"). Specifically, the

Claims Procedures provide that Permitted Settlements may address the allowance and/or disallowance of multiple claims and demands of an individual creditor, and the amount and treatment of any such claims and/or demands of such creditor, by means of an overall settlement of the aggregate claims of such creditor.

18. With respect to the claimants set forth on Exhibit B attached hereto, the Reorganized Debtors have now reached agreement with each claimant (collectively, the “Consensual Resolution Creditors”) regarding the resolution of the aggregate claims and demands against the Debtors held by such claimant. Specifically, the Reorganized Debtors and each Consensual Resolution Creditor have agreed to allow, expunge, reduce, reclassify and/or transfer the claims held by such Consensual Resolution Creditor, in each case as more specifically set forth on Exhibit B attached hereto.

19. By this Application, the Reorganized Debtors seek authority to implement the settlements reached with each of the Consensual Resolution Creditors regarding their respective claims; in each case so as to fully resolve the applicable proofs of claim and demands filed against the Debtors on the terms and conditions as agreed to among the parties.

20. This Application, and the relief requested herein, is consistent and in accordance with the procedures established by the Claims Procedures for allowing Permitted Settlements.

21. Accordingly, for the foregoing reasons, the Reorganized Debtors request that the Court enter an order approving the Permitted Settlements in respect of the claims of the Consensual Resolution Creditors, in each case resolving such claims in the form and manner set forth on Exhibit B.

Reservation of Rights

22. 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 Application.

23. The Reorganized Debtors also expressly reserve, unless and until the Bankruptcy Court allows a Permitted Settlement, the right to object to any and all of the claims held by the Consensual Resolution Creditors on any and all additional factual or legal grounds. Furthermore, nothing in this Application or in the applicable Permitted Settlement shall constitute a waiver of any right of the Litigation Trustee (as defined in the Plan) 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 Application, file additional papers in support of this Application or take other appropriate actions, all as more fully set forth in the Claims Procedures.

Notice

24. Pursuant to the Claims Procedures, notice of this Application has been provided to all claimants whose claims are subject to this Application, 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 Application and the Permitted Settlements in respect of the claims held by the Consensual Resolution Creditors, in each case resolving such claims on the terms and conditions set forth on Exhibit B and (ii) granting such other and further relief as is just and proper.

Dated: New York, New York
January 5, 2017

Respectfully submitted,

/s/ Michael J. Canning
Michael J. Canning
Rosa J. Evergreen
ARNOLD & PORTER KAYE
SCHOLER LLP
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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 (JLG)
Jointly Administered

Honorable James L. Garrity

**ORDER APPROVING THE REORGANIZED DEBTORS' THIRTY-FIFTH
OMNIBUS APPLICATION SEEKING TO ALLOW PERMITTED SETTLEMENTS**

This matter coming before the Court on the Reorganized Debtors' Thirty-Fifth 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 held by 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.

4. The Reorganized Debtors and each of the Consensual Resolution Creditors are authorized and directed to fully perform any and all of their respective obligations under the applicable Permitted Settlements, 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.

5. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

6. 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.

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

Dated: _____, 2017

United States Bankruptcy Judge

EXHIBIT B

Quebecor World (USA) Inc., et al.
Case No. 08-10152
Reorganized Debtors' Thirty-Fifth Omnibus Application
Seeking to Allow Permitted Settlements
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. # 9841 HUNTER INTERMODAL TRANSPRT INC ATTN: WILLIAM C. HUNTER PO BOX 116 HALLS, TN 38040 | 4231 | UNSECURED | QW MEMPHIS CORP. | \$11,542.50 | UNSECURED | CLASS 3 | \$11,542.50 |
| Cred. # 9841 HUNTER INTERMODAL TRANSPRT INC ATTN: WILLIAM C. HUNTER PO BOX 116 HALLS, TN 38040 | 4232 | UNSECURED | QW MEMPHIS CORP. | \$15,188.90 | UNSECURED | CLASS 3 | \$15,188.90 |
| Cred. # 9841 HUNTER INTERMODAL TRANSPRT INC ATTN: WILLIAM C. HUNTER PO BOX 116 HALLS, TN 38040 | 4278 | UNSECURED | QW MEMPHIS CORP. | \$26,140.02 | UNSECURED | CLASS 3 | \$26,140.02 |
| Cred. # 9841 HUNTER INTERMODAL TRANSPRT INC ATTN: WILLIAM C. HUNTER PO BOX 116 HALLS, TN 38040 | 4279 | UNSECURED | QUEBECOR WORLD LOGISTICS INC. | \$21,386.30 | UNSECURED | CLASS 3 | \$21,386.30 |
| Cred. # 506 HUNTER INTERMODAL TRANSPRT INC PO BOX 116 HALLS, TN 38040 | 4280 | UNSECURED | QUEBECOR WORLD (USA) INC. | \$26,824.40 | N/A | DISALLOW/EXPUNGE CLAIM | \$0.00 |
| Cred. # 10792 OVALSTRAPPING INC GERRARD OVALSTRAPPING ATTN: TONYA FITZPATRICK, AR/ COLLECTIONS 735 OVAL COURT BURLINGTON, ON L7L 6A9CANADA | 6704 | UNSECURED | QUEBECOR WORLD KRI INC. | \$72,732.29 | UNSECURED | REDUCE AND ALLOW IN CLASS 3 | \$70,050.23 |
| Cred. # 5894 TEMEBEC ENTERPRISES, INC. PAPER GROUP-TEMBBOARD OPERATIONS C/O HODGSON RUSS, LLP ATTN: JENNIFER L. RANDO, ESQ. 60 EAST 42ND STREET NEW YORK, NY 10165 | 1135 | UNSECURED | QUEBECOR WORLD (USA) INC. | \$396,379.29 | UNSECURED | CLASS 3 | \$396,379.29 |

Quebecor World (USA) Inc., et al.
 Case No. 08-10152
 Reorganized Debtors' Thirty-Fifth Omnibus Application
 Seeking to Allow Permitted Settlements
 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. # 5894 TEMBEC ENTERPRISES, INC. PAPER GROUP-TEMBOARD OPERATIONS C/O HODGSON RUSS, LLP ATTN: JENNIFER L. RANDO, ESQ. 60 EAST 42ND STREET NEW YORK, NY 10165 | 1136 | ADMINISTRATIVE | QUEBECOR WORLD (USA) INC. | \$196,039.18 | ADMINISTRATIVE | ADMINISTRATIVE EXPENSE CLAIM | \$196,039.18 |

Total of Number of Claims: 8

Total Claim Amount: \$766,232.88