

**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

STIPULATION AND CONSENT ORDER

This stipulation (the “Stipulation”) is entered into and agreed to by and among the debtors in the above-captioned cases (the “Debtors” or the “Reorganized Debtors,” as applicable) and Graphic Communications Conference of the International Brotherhood of Teamsters National Pension Fund (the “Fund,” and together with the Reorganized Debtors, the “Parties,” and each, individually, a “Party”). The Parties, by and through their undersigned attorneys, state as follows:

WHEREAS, on January 21, 2008 (the “Petition Date”), Quebecor World (USA) Inc. and certain of its affiliated entities filed voluntary petitions in the Bankruptcy Court in the Southern District of New York (the “Bankruptcy Court”) for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). The cases were jointly consolidated for procedural purposes under Case No. 08-10152 (the “Chapter 11 Cases”).

WHEREAS, on May 18, 2009, the Debtors filed their Third Amended Joint Plan of Reorganization of Quebecor World (USA) Inc. and Certain Affiliated Debtors and Debtors-In-Possession (as amended or supplemented, the “Plan”), which was confirmed by Order of the Bankruptcy Court on July 2, 2009. The Effective Date of the Plan, as defined therein, occurred on July 21, 2009.

WHEREAS, pursuant to the Plan, on the Effective Date, a Joint Claims Oversight Committee, as defined and provided for in the Plan, was formed.

WHEREAS, in connection with the Debtors’ emergence from the 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. (“Quad”). 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.

WHEREAS, the Fund filed a number of proofs of claim in the Chapter 11 Cases, including, without limitation, claim numbers 8494-8502, 8504, and 8506-8536, and 8569-8580 (collectively, the “Alden Claim”) on account of a prior partial withdrawal liability assessed by the Fund involving

Quebecor World's Alden, Brookfield, Memphis Premedia and Schaumburg facilities (the "Alden Partial").

WHEREAS, on July 26, 2013, the Fund filed a motion for leave to file an amended contingent claim with the Bankruptcy Court related to the Alden Claim (the "Amended Claim Motion"), which Motion remains pending.

WHEREAS, Quad previously challenged certain assessments issued by the Fund relating to the Alden Partial, as well as the closure and associated withdrawal liability in respect of Quebecor World's Memphis facility, and Quad's complete withdrawal from the Fund (the "Withdrawal Liability Dispute"). Quad and the Fund have been engaged in dispute resolution and litigation related to the Withdrawal Liability Dispute for the past few years in arbitration, in the District Court for the Northern District of Illinois and currently in the Court of Appeals for the Seventh Circuit.

WHEREAS, as part of the pending Seventh Circuit litigation, on December 15, 2016, Quad and the Fund participated in mandatory mediation (the "Mediation"), and during the Mediation engaged in good faith negotiations to resolve not only the issues related to the Seventh Circuit litigation, but also the Withdrawal Liability Dispute, including the Alden Claim.

WHEREAS, following such good faith negotiations, and in order to fully and finally resolve their disputes, avoid litigation, expense and delay, and settle all issues in connection with and relating to the Seventh Circuit litigation and the Withdrawal Liability Dispute, including the Alden Claim, Quad and the Fund agreed to the terms of a global, comprehensive settlement (the "Global Settlement"), which provides, *inter alia*, for the resolution of the Seventh Circuit litigation and the Withdrawal Liability Dispute, including the Alden Claim and the Alden Partial, as well as the Amended Claim Motion, and includes the allowance and treatment of the Alden Claim in the Chapter 11 Cases, subject to Bankruptcy Court approval.

WHEREAS, in accordance with the terms of the Global Settlement, the Parties now seek to resolve the Amended Claim Motion and provide for the allowance and treatment of the Alden Claim in the Chapter 11 Cases pursuant to the terms of this Stipulation.

WHEREAS, the Joint Claims Oversight Committee has reviewed and consented to the allowance and treatment of the Alden Claim as set forth in this Stipulation.

NOW, THEREFORE, in consideration of the agreements and conditions contained herein, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound hereby, and upon the foregoing recitals, which are incorporated herein in all respects, it is hereby stipulated and ordered that:

1. In full and complete satisfaction of the Alden Claim and the Alden Partial, the Fund shall have an allowed general unsecured claim in the Chapter 11 Cases in the aggregate amount of \$10,140,264.88 (the "Allowed Alden Claim").
2. The Allowed Alden Claim shall be treated as a Class 3 Claim, as defined and provided for in the Plan, and shall receive a distribution under the Plan in full satisfaction and discharge of the Alden Claim and the Alden Partial, including without limitation, on account of any and all principal, interest, prepayment penalty, or any other amount of any

- kind due and payable on account of the Alden Claim, in the total aggregate amount of \$3,800,000.00 (the "Alden Payment").
3. Within five (5) business days after entry into this Stipulation by the Parties, the Reorganized Debtors shall file this Stipulation with the Bankruptcy Court seeking approval of this Stipulation.
 4. Upon entry of a final, non-appealable Order approving this Stipulation, which Order may be the Court "so ordering" this Stipulation (the "Final Order"), the Reorganized Debtors, acting as the Disbursing Agent under the Plan, shall be authorized to distribute the Alden Payment to the Fund; provided, however, that the Reorganized Debtors shall be authorized to distribute the Alden Payment to the Fund on any date agreed to by the Parties without regard to the next applicable Periodic Distribution Date under the Plan, and in all events the Alden Payment shall be made on or before March 31, 2017.
 5. Upon entry of the Final Order, the Fund shall provide the Reorganized Debtors, in writing, with wire and/or mailing instructions to enable the Reorganized Debtors to mail or wire the Alden Payment to the Fund, which payment shall be in full and complete satisfaction of the Allowed Alden Claim.
 6. This Stipulation resolves in all respects any and all claims, demands or causes of action of the Fund in respect of the Alden Claim and the Alden Partial against the Debtors and the Reorganized Debtors (including for the avoidance of doubt Quad) and each of their respective agents, representatives, directors, officers, employees, attorneys, shareholders, affiliates, subsidiaries, assigns, successors and predecessors in interest.
 7. Other than with a respect to the right to the Alden Payment, as provided for in paragraphs 2, 4, and 5 of this Stipulation, any and all claims, demands or causes of action of the Fund, or any other party claiming by or through the Fund, against the Debtors and/or the Reorganized Debtors (including for the avoidance of doubt Quad), relating to the Alden Claim and/or the Alden Partial, shall be deemed waived, disallowed, expunged, released and discharged in the Chapter 11 Cases.
 8. Upon the allowance of the Allowed Alden Claim, the Fund agrees that (i) claim numbers 8494-8502, 8504, and 8506-8536, and 8569-8580 shall be deemed disallowed and expunged in all respects; and (ii) it shall not take any action in respect of the Alden Claim or the Alden Partial, whether in the Chapter 11 Cases or otherwise, and hereby releases (other than with respect to the right to the Alden Payment as set forth in paragraphs 2, 4, and 5 of this Stipulation) any demands or claims it may have in the Chapter 11 Cases or otherwise against the Debtors and the Reorganized Debtors (including for the avoidance of doubt Quad), and each of their respective agents, representatives, directors, officers, employees, attorneys, shareholders, affiliates, subsidiaries, assigns, successors and predecessors in interest.
 9. This Stipulation, and the allowance of the Allowed Alden Claim, are subject to approval by the Bankruptcy Court. Upon entry of the Final Order by the Bankruptcy Court approving this Stipulation and the allowance of the Allowed Alden Claim, the Amended Claim Motion shall be deemed withdrawn with prejudice, and to the extent required, the Fund shall file a requisite notice of withdrawal of the Amended Claim Motion with the

- Bankruptcy Court. If this Stipulation is not approved by the Bankruptcy Court, it shall be null and void and nothing herein shall be deemed an admission or waiver of rights of either Party.
10. This Stipulation may be executed in counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument, and it shall constitute sufficient proof of this Stipulation to present copies or facsimiles signed by the Parties.
 11. This Stipulation may only be amended or otherwise modified by a signed writing executed by the Parties.
 12. This Stipulation shall be binding upon the representatives, successors and assigns of the Parties hereto.
 13. The Bankruptcy Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Stipulation.

Dated: New York, New York
December 2, 2016

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SO ORDERED.

New York, New York

January 23, 2017

/s/ James L. Garrity, Jr.
United States Bankruptcy Judge