

Presentment Date and Time: October 27, 2017 at 12:00 noon
Objection Deadline: October 27, 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' APPLICATION FOR ENTRY OF AN ORDER
EXTENDING THE CLAIMS OBJECTION DEADLINES**

The above-captioned reorganized debtors (the "Debtors" or "Reorganized Debtors," as applicable) move this Court (the "Application") for the entry of an order substantially in the form of Exhibit A attached hereto, authorizing the further extension of the Claims Objection Deadlines (defined below) through March 31, 2018. 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 predicates for the relief requested herein is section 105 of title 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), and Rule 9006(b)(1) 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”) 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”).
7. On January 31, 2008, an Official Committee of Unsecured Creditors (the “Creditors’ Committee”) was appointed, and amended on February 8, 2008.

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.

8. 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 may be amended or supplemented, the “Plan”).

9. On July 2, 2009, this Court entered the Findings of Fact, Conclusions of Law and Order Confirming the Third Amended Joint Plan of Reorganization of Quebecor World (USA) Inc. and Certain Affiliated Debtors and Debtors-In-Possession, dated July 1, as modified (the “Confirmation Order”).

10. The Plan became effective on July 21, 2009 (the “Effective Date”).

11. Pursuant to the Plan, on the Effective Date, a Joint Claims Oversight Committee, as defined in the Plan, was formed.

12. 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. (“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.

The Asserted Claims

13. On or about June 18, 2008, the Debtors filed their respective schedules of assets and liabilities (collectively, the “Schedules”), which identified approximately 9,500 potential creditors of their estates.

14. 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 asserting prepetition liabilities against the Debtors (the “General Bar Date”). The Bar Date Order, among other things, also established bar dates for the filing of proofs of claim in response to any amendments to the Schedules, claims for damages arising from the rejection of executory contracts and unexpired leases, and claims under section 503(b)(9) of the Bankruptcy Code (collectively, with the General Bar Date, the “Bar Dates”). Shortly after the entry of the Bar Date Order, a notice of the Bar Dates (the “Bar Date Notice”) was served on all known creditors and potential creditors of the Debtors 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.

15. In response to the mailing and publication of the Bar Date Notice, approximately 10,000 proofs of claim were filed in these Chapter 11 Cases.

16. As used herein, (A) proofs of claim filed in these Chapter 11 Cases, including for Administrative Claims (as defined and provided for under the Plan) are referred to collectively as “Proofs of Claim;” (B) claims identified in the Debtors’ Schedules as liquidated, noncontingent and undisputed are referred to collectively as “Scheduled Claims;” (C) claims pursuant to section 503(b)(9) of the Bankruptcy Code are referred to collectively as “503(b)(9) Claims;” and (D) all demands for reclamation pursuant to section 546(c) of the Bankruptcy Code are referred to collectively as “Reclamation Demands.” All of the Proofs of Claim filed in these Chapter 11 Cases, together with all Scheduled Claims identified in the Schedules, and all 503(b)(9) Claims and Reclamation Demands are referred to collectively as the “Claims.”

17. Section 502(a) of the Bankruptcy Code provides that “[a] claim or interest, proof of which is filed under section 501 of this title, is deemed allowed, unless a party in interest . . . objects.” Rule 3001(f) of the Bankruptcy Rules states that “a proof of claim executed and filed in accordance with these rules shall constitute prima facie evidence of the validity and amount of the claim.” Under section 1111(a) of the Bankruptcy Code, the Scheduled Claims are also treated as Proofs of Claim. See 11 U.S.C. § 1111(a) (“A proof of claim . . . is deemed filed under section 501 of this title for any claim . . . that appears in the schedules . . . except a claim . . . that is scheduled as disputed, contingent, or unliquidated.”).

18. In this regard, all of the Claims in these Chapter 11 Cases must be reviewed for possible objection or resolution as part of the claims process. In light of the very large number of Claims that have been filed in these Chapter 11 Cases, preparing and filing individual pleadings for each objection to a Claim (an “Objection”) would be an extremely time consuming and expensive process. To address these concerns, the Reorganized Debtors developed global claims allowance, objection, claims resolution, and settlement procedures (collectively, the “Claims Procedures”) and sought Court approval of these Claims Procedures. On November 5, 2009, this Court entered an order authorizing the establishment of the Claims Procedures (Docket No. 1978) (the “Claims Procedures Order”).

19. The Claims Procedures Order also extended the 503(b)(9)/Reclamation Claims Objection Deadline through and including the Claims/Interests Objection Deadline (each as defined and provided for under the Plan).

20. From time to time, the Reorganized Debtors have sought an order from this Court further extending the Claims/Interests Objection Deadline, the 503(b)(9)/Reclamation Claims Objection Deadline, and the Administrative Claims Objection Deadline (collectively, the

“Claims Objection Deadlines”). Most recently, on January 8, 2017, this Court entered an order extending the Claims Objection Deadlines through and including October 31, 2017 (Docket No. 5162), subject to further extensions by order of the Court.

21. The Reorganized Debtors have been and continue to diligently review the Claims and file objections, motions, and applications in respect thereof, all as provided for under the Claims Procedures Order.

Relief Requested

22. By this Application, the Reorganized Debtors hereby seek entry of an order pursuant to Bankruptcy Rule 9006(b)(1) further extending the Claims Objection Deadlines for approximately 5 months, from October 31, 2017 through and including March 31, 2018 (the “Extended Claims Objection Deadline”), subject to further extension by order of the Court.

Justification for Relief Requested

23. The Reorganized Debtors have been actively engaged in reviewing, analyzing and reconciling the Claims filed in and asserted against their estates in connection with these Chapter 11 Cases, and are coordinating this effort with the resolution of claims filed against QWI in the Canadian Proceeding. Indeed, the Reorganized Debtors have been reviewing and analyzing approximately 10,000 Claims in connection with these Chapter 11 Cases.

24. To that end, the Reorganized Debtors have been actively working to resolve all Claims as quickly and efficiently as possible. In this regard, since the Claims Procedures have been in effect, the Reorganized Debtors have filed with the Court (a) 79 omnibus objections to Claims addressing in excess of 4,785 Claims, (b) 20 applications seeking to allow, in the aggregate, over 1,300 Claims as filed by the holders thereof, (c) 18 motions seeking to resolve over 1,100 Convenience Claims (as defined and provided for in the Plan), and (d) 35 applications

seeking to allow Permitted Settlements (as defined and provided for in the Claims Procedures), which applications address, in the aggregate, over 1,525 Claims (collectively, the “Claim Motions”). Prior to the date hereof, the Reorganized Debtors have filed over 150 Claim Motions with this Court seeking to resolve over 8,750 Claims in these Chapter 11 Cases.²

25. In addition, the Reorganized Debtors have also consensually settled and resolved significant and complex Claims of individual creditors for which stipulations and agreements have been filed with and approved by the Court. These stipulations and agreements include, among others, stipulations and agreements with certain large trade vendors, including, without limitation, Abitibi-Bowater, International Paper Company, Goss International Corporation, E. Aaron Enterprise, Megtec Systems and UPM Kymmene. In addition to large trade vendors, stipulations and agreements have also been entered into with other significant creditors, including, without limitation, Banc of America Leasing & Capital, Arcata Redwood Company, Heller Family, LLC and the Environmental Protection Agency (the “EPA”), as well as with certain states, including with the States of Texas, Arizona and Connecticut in respect of significant tax claims asserted against the Debtors’ estates. The Reorganized Debtors also consensually resolved significant tax claims with the Internal Revenue Service, culminating in the Internal Revenue Service withdrawing all proofs of claim against the Debtors’ bankruptcy estates. In addition, after several years of arbitration proceedings, and litigation in both the District Court and the Seventh Circuit Court of Appeals, the Reorganized Debtors recently reached a consensual settlement resolving all of the 52 claims filed by the Graphic

² As more specifically set forth in paragraph 28 below, the Reorganized Debtors anticipate filing additional Claim Motions shortly, which Claim Motions seek to address the remaining claims in these Chapter 11 Cases.

Communications Conference of the International Brotherhood of Teamsters National Pension Fund (“NPF”) in the Chapter 11 Cases.

26. The consensual stipulations and agreements reached with these trade vendors, the EPA, NPF, and the various states and other taxing authorities represent the resolution of very significant Claims that posed complex factual and legal issues, all without the need for judicial determination by the Court. In addition, the Reorganized Debtors have worked to resolve Claims with counterparties who are also debtors in their own bankruptcy proceedings, requiring the Reorganized Debtors to spend time addressing competing bankruptcy and jurisdictional issues.

27. As this Court is aware, in early-to-mid January 2010, the Litigation Trustee (as defined and provided for in the Plan) filed almost 1,800 avoidance actions in these Chapter 11 Cases (the “Avoidance Actions”) in respect of prepetition transfers made by the Debtors. On March 11, 2016, this Court entered an Order (the “Litigation Trust Order,” Docket No. 5142) authorizing the Litigation Trustee to terminate the Litigation Trust upon resolving and closing all applicable Avoidance Actions, and to transfer the Disputed Claims Reserve and Defaults (as such terms are provided for in the Litigation Trust Order) to the Reorganized Debtors. The remaining Avoidance Actions have now been resolved and closed, the Litigation Trust has been terminated and the Disputed Claims Reserve and Defaults have been transferred to the Reorganized Debtors for final distribution to the applicable creditors as part of the closing of the Chapter 11 Cases.

28. The Reorganized Debtors anticipate filing several Claim Motions (the “Remaining Claim Motions”) shortly, which together address all of the remaining Claims in the Chapter 11 Cases. With the filing of the Remaining Claim Motions, the Reorganized Debtors will have objected to, resolved and/or sought allowance of all the Claims filed in these Chapter

11 Cases, with only the approximately 15 Claims currently remaining in these Chapter 11 Cases being addressed in the Remaining Claim Motions.

29. The Reorganized Debtors' objective is that following the hearing on the remaining Claims addressed in the Remaining Claim Motions, the Reorganized Debtors will be in a position to close the Chapter 11 Cases. However, in the event that there is any delay in final resolution of these remaining Claims, or that the Reorganized Debtors are in receipt of additional facts or circumstances prior to the resolution of such Claims that require further or additional pleadings in respect thereof, the Reorganized Debtors are, as a precautionary measure, hereby requesting an extension of time. Moreover, although the Claim review and settlement process is at its very last stage with the filing of the Remaining Claim Motions, additional time will nevertheless be required in order to provide sufficient time for such remaining Claims to be addressed by the Court and finally resolved.

30. Bankruptcy Rule 9006(b)(1) permits the extension of the Claims Objection Deadlines, providing, in relevant part, that "when an act is required or allowed to be done at or within a specified period ... or by order of court, the court for cause shown may at any time in its discretion (1) with or without motion or notice order the period enlarged if the request therefor is made before the expiration of the period originally prescribed or as extended by a previous order."

31. Moreover, section 105 of the Bankruptcy Code grants bankruptcy courts broad authority and discretion to take actions and implement procedures necessary to administer a bankruptcy case. Section 105(a) of the Bankruptcy Code provides, in pertinent part, that "[t]he court may issue any order, process or judgment that is necessary or appropriate to carry out the provisions of [the Bankruptcy Code]." Under section 105(a) of the Bankruptcy Code, the Court

has expansive equitable power to fashion any order or decree that is in the interest of preserving or protecting the value of the debtor's assets. See, e.g., In re Keene Corp., 168 B.R. 285, 292 (Bankr. S.D.N.Y. 1994) (“Under 11 U.S.C. § 105(a), the Court can ‘use its equitable powers to assure the orderly conduct of the reorganization proceedings.’”) (quoting In re Neuman, 71 B.R. 567, 571 (S.D.N.Y. 1987)); Chinichian v. Campolongo (In re Chinichian), 784 F.2d 1440, 1443 (9th Cir. 1986) (“Section 105 sets out the power of the bankruptcy court to fashion orders as necessary pursuant to the purposes of the Bankruptcy Code.”) (citations omitted).

32. Further, bankruptcy courts are vested with great discretion to decide whether to enlarge time periods, including with respect to granting additional time for objecting to claims. To that end, bankruptcy courts have granted relief that is comparable to that requested herein in situations similar to the circumstances described herein. See, e.g., In re Refco Inc., No. 05-60006 (RDD) (Bankr. S.D.N.Y. Dec. 4, 2009); In re Loral Space & Comm. Ltd., No. 03-41710 (RDD) (Bankr. S.D.N.Y. Feb. 28, 2007); In re Adelphia Comm. Corp., No. 02-41729 (REG) (Bankr. S.D.N.Y. Jan. 10, 2008).

33. Accordingly, the Reorganized Debtors respectfully submit that the extension of the Claims Objection Deadlines as set forth herein is a reasonable and necessary request under the circumstances, and will assure sufficient time for the Reorganized Debtors to address and resolve the validity of all of the remaining Claims in these Chapter 11 Cases. The requested relief, therefore, is in the best interest of the Reorganized Debtors, creditors and other parties in interest, and should be granted.

Notice

34. Pursuant to the Case Management Order, notice of this Application has been given to the parties identified on the Notice List (as such term is defined in the Case

Management Order). In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is required. Accordingly, the Reorganized Debtors submit that serving each of the thousands of creditors in these cases with a copy of the Application is unnecessary and would be wasteful of the Reorganized Debtors' resources.

Prior Request

35. No prior request for the relief sought in this Application, other than the relief described in paragraphs 18-20, has been made to this or any other Court.

WHEREFORE, the Reorganized Debtors respectfully request that the Court enter an order substantially in the form of Exhibit A attached hereto, (a) extending the Claims Objection Deadlines through and including March 31, 2018 and (b) granting such other and further relief to the Reorganized Debtors as the Court may deem proper.

Dated: New York, New York
October 13, 2017

Respectfully submitted,

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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 AUTHORIZING THE EXTENSION OF THE CLAIMS
OBJECTION DEADLINES**

Upon the application (the “Application”)¹ of the above-captioned debtors (collectively, the “Reorganized Debtors”) for entry of an Order authorizing the extension of the Claims Objection Deadlines, 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 and the Application in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409, (d) notice of the Application was appropriate under the circumstances; 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 GRANTED.
2. The Claims Objection Deadlines are hereby extended to and including March 31, 2018.
3. Nothing in the Application or Order shall constitute an admission of the validity, nature, amount or priority of any Claim, and the Reorganized Debtors reserve all of

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

their rights to dispute the validity, nature, amount or priority of any Claim asserted in these Chapter 11 Cases.

4. Nothing in the Application or Order shall be deemed or construed as a waiver of the right of the Reorganized Debtors, or shall impair the ability of the Reorganized Debtors, to make additional requests to extend the Claims Objection Deadlines, or any other deadlines to object to Claims.

5. The Reorganized Debtors are authorized to take all such actions as are necessary or appropriate to implement the terms of this Order.

6. Notwithstanding any provision of the Bankruptcy Code, the Bankruptcy Rules or other applicable law, this Order shall be effective immediately upon entry.

7. The Court shall retain jurisdiction with respect to all matters arising from or relating to the implementation of this Order.

Dated: _____, 2017

United States Bankruptcy Judge