

Hearing Date and Time: November 28, 2017 at 10:00 a.m.
Response Deadline: November 10, 2017 at 4:00 p.m.

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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' EIGHTY-THIRD OMNIBUS OBJECTION TO CLAIMS
(SEEKING TO ADDRESS AND RESOLVE LITIGATION CLAIMS)**

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 Eighty-Third Omnibus Objection to Claims (Seeking to Address and Resolve Litigation Claims) (the "Objection"), 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 Objection.

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

In support of this Objection, 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”) 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 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 Dates (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, this 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 addressing the proofs of claim identified on Exhibit B, which claims allege Legal Claims (as defined below) that the Reorganized Debtors have been unable to resolve with the claim holders, despite numerous attempts.

Basis For Relief Requested

17. The Reorganized Debtors previously reviewed their books and records in respect of the proofs of claim identified on Exhibit B, and have determined that, although such claims are not reflected in the books and records of the Debtors, such claims, as asserted by the holders thereof, allege claims against the Debtors from pending litigation, prospective litigation and/or other threatened litigation against one or more of the Debtors (the “Legal Claims”).

18. Each of the Legal Claims has been the subject of a prior objection filed by the Reorganized Debtors in these Chapter 11 Cases objecting to such Legal Claim (each a “Prior Objection”). After the Reorganized Debtors filed each Prior Objection, the holders of the applicable Legal Claim (individually and/or through counsel) contacted the Reorganized Debtors and formally or informally, as applicable, objected to the Reorganized Debtors seeking to expunge their applicable Legal Claim (the “Prior Response”).

19. In response to the Prior Response proffered by each holder of a Legal Claim, the Reorganized Debtors agreed to withdraw and/or adjourn (the “Adjournment”) the applicable Prior Objection in order to allow the holder of the applicable Legal Claim and the Reorganized Debtors sufficient time to discuss the Prior Objection and the Prior Response, and to seek a consensual resolution of such Legal Claim.

20. Specifically, during the Adjournment in respect of each Legal Claim, the Reorganized Debtors attempted, on a number of occasions, to resolve the applicable Legal Claim, either directly with the holder thereof or through such holder’s counsel, to the extent such holder was represented by counsel. These efforts included providing such holder, or counsel to such holder, with a proposed settlement to resolve the applicable Legal Claim.²

² With respect to the claim of Local 285-M Graphic Communications Conference, Claim No. 1260 (the Union Claim) that is listed on Exhibit B, the Reorganized Debtors understand such claim was filed in respect of the same claim sought by Tyanthony Weaver, Claim No. 2570 (the “Weaver Claim”), and for that reason the Reorganized Debtors previously agreed to the Adjournment of the Reorganized Debtors’ Prior Objection to both the Union Claim and the Weaver Claim so as to allow the Union Claim to be resolved in connection with the resolution of the Weaver Claim. Moreover, the Reorganized Debtors’ accounted for the Union Claim in proposing their resolution of the Weaver Claim to counsel for Mr. Weaver. In that regard, the settlement offer proffered to counsel for Mr. Weaver proposed to grant Mr. Weaver an allowed claim in the amount and priority sought in the Union Claim, and to simultaneously expunge the Union Claim. For this reason, the Reorganized Debtors believe the proposed settlement of the Weaver Claim resolves in their entirety both the Union Claim and the Weaver Claim, and by this Objection the Reorganized Debtors seek to expunge the Union Claim in consideration for the settlement proposal offered to Mr. Weaver.

21. The Reorganized Debtors now understand, upon information and belief, that where the Reorganized Debtors were communicating with counsel for a holder of a Legal Claim such counsel is no longer representing the applicable claim holder. Moreover, the Reorganized Debtors have had no further contact from either the holders of the Legal Claims, or any counsel on behalf of such claim holders for some time, and have thus been unable to resolve the applicable Legal Claims.

22. As the Reorganized Debtors are now addressing the final few claims remaining unresolved in these Chapter 11 Cases, so as to be in a position to conclude the claims process and close these Chapter 11 Cases in the near future, the Reorganized Debtors request that the Legal Claims be settled and resolved as set forth on Exhibit B, which settlements are consistent with the proposals previously proffered by the Reorganized Debtors to counsel for the holders of such Legal Claims.

23. For the foregoing reasons, the Reorganized Debtors request that the Legal Claims set forth on Exhibit B be settled and resolved in their entirety, all pursuant to section 502 of the Bankruptcy Code.

Reservation of Rights

24. The Reorganized Debtors also expressly reserve the right to object further to each the Legal Claims, to the extent not addressed as set forth herein, on any and all additional factual or legal grounds. Without limiting the generality of the foregoing, the Reorganized Debtors specifically reserve the right to amend this Objection, file additional papers in support of this Objection or take other appropriate actions, all as more fully set forth in the Claims Procedures.

Notice

25. Pursuant to the Claims Procedures, notice of this Objection has been provided to all claimants with claims that are subject to this Objection, 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) sustaining this Objection and resolving the Legal Claims as set forth on Exhibit B, and (ii) granting such other and further relief as is just and proper.

Dated: October 20, 2017
New York, New York

Respectfully submitted,

/s/ Michael J. Canning _____
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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 SUSTAINING THE REORGANIZED DEBTORS' EIGHTY-THIRD OMNIBUS
OBJECTION TO CLAIMS (SEEKING TO ADDRESS AND RESOLVE
LITIGATION CLAIMS)**

This matter coming before the Court on the Reorganized Debtors' Eighty-Third Omnibus Objection to Claims (Seeking to Address and Resolve Litigation Claims) (the "Objection")¹; it appearing that the relief requested in the Objection 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 Objection was provided to all necessary and appropriate parties; and the Court having determined that the legal and factual bases set forth in the Objection establish grounds for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Objection is SUSTAINED.

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

2. Each of the Legal Claims identified on Exhibit B attached to the Objection and incorporated herein by reference is addressed and resolved in its entirety, all pursuant to section 502 of the Bankruptcy Code, and allowed in the amount and with the priority set forth in respect of such Legal Claims as set forth on Exhibit B.

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

4. 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.

5. 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 (JLG)
The Reorganized Debtors' Eighty-Third Omnibus Objection to Claims
(Seeking to Address and Resolve Litigation Claims)
Exhibit B

NAME/ADDRESS OF CLAIMANT	CLAIM NUMBER	ASSERTED CLASSIFICATION	DEBTOR AGAINST WHICH CLAIM IS ASSERTED	ASSERTED CLAIM AMOUNT	TREATMENT OF CLAIM	ALLOWED AMOUNT OF CLAIM
Cred. # 5983 LOCAL 285-M GRAPHIC COMMUNICATIONS CONFERENCE ,/IBT C/O PEER, GAN AND GISLER LLP ATTN: MARK GISLER 1730 RHODE ISLAND AVENUE NW, SUITE 307 WASHINGTON, DC 20036	1260	UNSECURED	QUEBECOR WORLD (USA) INC.	\$57,427.47	EXPUNGE	N/A
Cred. # 8575 RUDD JR., ULYSSUS LIBERN ROUTE 1 BOX 650 CUSHING, OK 74023	5111	UNSECURED	QUEBECOR WORLD (USA) INC.	\$75,000.00 PLUS UNLIQUIDATED AMOUNTS	CLASS 4 CLAIM	\$75,000.00
Cred. # 61092 WEAVER, TYANTHONY D. 14906 DENNINGTON DRIVE BOWIE, MD 20721	2570	UNSECURED	QUEBECOR WORLD (USA) INC.	UNLIQUIDATED	CLASS 4 CLAIM	\$57,427.47

Total Number of Claims: 3

Total Claim Amount: \$132,427.47