

**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

**ORDER ESTABLISHING DEADLINE FOR FILING PROOFS OF CLAIM,
APPROVING THE FORM AND MANNER OF NOTICE THEREOF AND
APPROVING THE CROSS-BORDER CLAIMS PROTOCOL**

Upon the application (the “Application”)¹ of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), for an order, pursuant to Federal Rules of Bankruptcy Procedure (“Bankruptcy Rule”) 2002(p) and 3003(c)(3), setting a final date to file proofs of claim, establishing procedures for filing proofs of claim and approving the form and manner of notice thereof, and approving the Claims Protocol; and it appearing that the relief requested is in the best interests of the Debtors, their estates, and creditors; and that adequate notice has been given and that no further notice is necessary; and that the Motion provides adequate notice of the Bar Date to all creditors (including notice as required in Bankruptcy Rule 2002(p)); and after due deliberation and good and sufficient cause appearing therefor, it is hereby:

1. **ORDERED**, that the Application is granted; it is further
2. **ORDERED**, that except as otherwise provided herein, all persons and entities (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts

¹ Capitalization terms used but not otherwise defined herein shall have the meanings set forth in the Application.

and governmental units) that assert a claim, as defined in § 101(5) of the Bankruptcy Code, against the Debtors which arose on or prior to the commencement of the Chapter 11 Cases on January 21, 2008 (the “Petition Date”), shall file a proof of such claim in writing so that it is actually received on or before **December 5, 2008 at 5:00 p.m.** prevailing Eastern Time (the “Bar Date”); and it is further

3. **ORDERED**, that notwithstanding any other provision hereof, proofs of claim by governmental units must also be filed so as to be actually received on or before **December 5, 2008 at 5:00 p.m.** prevailing Eastern time; and it is further

4. **ORDERED**, that all claims asserted against the Debtors shall be filed in, and only in, these Chapter 11 Cases with the Claims Agent or the Court, and in accordance with the procedures set forth in the Application, this Order and the Claims Protocol; and it is further

5. **ORDERED**, that all claims asserted against Quebecor World Inc. (“QWI”) shall be filed in, and only in, the Canadian Proceeding with the court-appointed Monitor pursuant to the procedures approved by the Canadian Court and the Claims Protocol; and it is further

6. **ORDERED**, that pursuant to this Court’s Order granting the Debtors’ Motion for Entry of an Order Establishing and Implementing Exclusive, Global Procedures for the Allowance and Payment of Section 503(b)(9) Claims Relating to Goods Received within Twenty Days Prior to the Petition Date, entered on April 21, 2008 (the “503(b)(9) Order”) and the proof of claim form approved therewith (the “503(b)(9) Claim Form”), any person or entity asserting a 503(b)(9) claim against the Debtors shall file their proof of claim on

such 503(b)(9) Claim Form, a copy of which is annexed to the Application as Exhibit E, so that it is actually received on or before December 5, 2008 at 5:00 p.m. prevailing Eastern time; and it is further

7. **ORDERED**, that the following procedures for the filing of proofs of claim shall apply:

- (a) Proofs of claim must conform substantially to Official Bankruptcy Form No. 10 or the 503(b)(9) Claim Form;
- (b) Proof of claim forms must be filed by delivery of the original either by (i) U.S. Postal Service mail to Donlin Recano & Company, Inc., as Agent for the United States Bankruptcy Court, re: Quebecor World (USA) Inc., et al., P.O. Box 2062, Murray Hill Station, New York, NY 10156 or (ii) overnight delivery to Donlin Recano & Company, Inc., as Agent for the United States Bankruptcy Court, re: Quebecor World (USA) Inc. et al., 419 Park Avenue South, Suite 1206, New York, NY 10016 or (iii) by delivering the original proof of claim by hand to the United States Bankruptcy Court, Southern District of New York, re: Quebecor World (USA) Inc. et al., One Bowling Green, Room 534, New York, NY 10004-1408 or Donlin Recano & Company, Inc., as Agent for the United States Bankruptcy Court, re: Quebecor World (USA) Inc. et al., 419 Park Avenue South, Suite 1206, New York, NY 10016;
- (c) Proof of claim forms will be deemed filed only when actually received by the Clerk of the Bankruptcy Court or the Claims Agent on or before the Bar Date;

(d) Proof of claim forms must (i) be signed; (ii) include supporting documentation (if voluminous, attach a summary) or an explanation as to why documentation is not available; (iii) be in the English language; and (iv) claim amounts must be denominated in United States currency;

(e) Proof of claim forms must specify by name and case number the Debtor against which the claim is filed; if the holder asserts a claim or claims against more than one Debtor, a separate proof of claim form must be filed with respect to each Debtor; and it is further

8. **ORDERED**, that proof of claim forms delivered by telecopy, facsimile or electronic mail transmission shall not be accepted for filing; and it is further

9. **ORDERED**, that the following persons or entities need not file a proof of claim on or prior to the Bar Date:

(a) Any person or entity that has already filed a proof of claim against the correct Debtor(s) with the Clerk of the Bankruptcy Court for the Southern District of New York or the Claims Agent in a form substantially similar to Official Bankruptcy Form No. 10 and/or the 503(b)(9) Claim Form;

(b) Any person or entity whose claim is listed on the Schedules filed by the Debtors, provided that (i) the claim is not scheduled as “disputed,” “contingent” or “unliquidated”; and (ii) the claimant does not disagree with the amount, nature and priority of the claim as set forth in the Schedules; and (iii) the claimant does not dispute that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules;

(c) Any holder of a claim that heretofore has been allowed, or paid in full by any of the Debtors, pursuant to an Order of this Court;

(d) Any holder of a claim for which specific deadlines to file a claim have previously been fixed by this Court;

(e) Any Debtor having a claim against any of the other Debtors;

(f) Quebecor World Inc. or any of its direct or indirect subsidiaries having a claim against any of the Debtors;

(g) Any holder of a claim allowable under § 503(b) and § 507(a)(2) of the Bankruptcy Code as an expense of administration; provided, however, that pursuant to the Order Granting the Debtors' Motion for Entry of an Order Establishing and Implementing Exclusive, Global Procedures for the Allowance and Payment of Section 503(b)(9) Claims Relating to Goods Received within Twenty Days Prior to the Petition Date, entered on April 21, 2008, any 503(b)(9) claimant shall file their proof of 503(b)(9) Claim Form so as to be actually received on or before the Bar Date;

(h) Any claims of current officers, directors and employees for indemnification and/or contribution arising from such officer's, director's, or employee's service to the Debtors or any of the Debtors' non-debtor affiliates; provided, however, that except as set forth in paragraph 21 of this Order, current employees must file proofs of claim so as to be actually received by the Bar Date for all other claims arising before the Petition Date;

(i) The syndicate of the Debtors' pre-petition bank lenders; provided, however, that the foregoing exclusion shall not apply to the administrative agent for the syndicate of pre-petition bank lenders (together with any successors thereto, the "Pre-Petition Agent")

who will be required to file a composite proof of claim on behalf of all lenders in the syndicate with respect to the Debtors' pre-petition bank credit facility debt; and who will be authorized to act on behalf of the syndicate of pre-petition bank lenders in respect of the adjudication of claims under the pre-petition bank credit facility in accordance with the provisions of this Order;

(j) Any person or entity whose claim is based exclusively upon principal, interest and other applicable fees and charges ("Debt Claims") in connection with any holder's holding or ownership of debentures or notes issued pursuant to:

1. An indenture dated as of November 3, 2003 among Quebecor World Capital Corporation ("QWCC"), as issuer, QWI, as guarantor, and Wilmington Trust Company, as trustee, providing for the issuance of 4.875% senior notes due in 2008 and 6.125% senior notes due in 2013;
2. An indenture dated as of December 18, 2006, as amended, among QWI, as issuer, QWUSA, Quebecor World Capital II LLC ("QWLLC II") and Quebecor World Capital II GP ("QWGP II"), as guarantors, and Wilmington Trust Company, as trustee, providing for the issuance of 9.75% senior notes due in 2015;
3. An indenture dated as of March 6, 2006, as amended, among QWGP II, as issuer, QWI, QWUSA and QWLLC II, as guarantors, and Wilmington Trust Company, as trustee, providing for the issuance of 8.75% senior notes due in 2016;

4. An indenture dated as of January 22, 1997 among QWCC, as issuer, QWI (then known as Quebecor Printing Inc.), as guarantor, and The Bank of New York, as trustee, providing for the issuance of 6.50% senior notes due in 2027;

provided, however, that (i) any of the indenture trustees for the above instruments will not be exempted from the requirement of filing a proof of claim with respect to the Debt Claims; (ii) the indenture trustees for the above instruments shall be required to file one proof of claim, so as to be actually received on or before the Bar Date, with respect to all of the Debt Claims on or under each of the above instruments, and (iii) any holder, person or entity seeking to assert a claim for damages in connection with or with respect to its ownership of, or purchase or sale of, its debentures or notes shall file its own proof of claim with respect thereto so as to be actually received on or before the Bar Date unless another exception in this paragraph applies; and it is further

10. **ORDERED**, that any person or entity that holds a claim respecting an unexpired lease or executory contract of the Debtors, which lease or contract (an “Agreement”) was not assigned by the Debtors prior to the Petition Date, shall file a proof of claim so as to be actually received by the later of: (a) the date provided in any order authorizing the Debtors to reject such Agreement or, if no such date is provided, then thirty (30) days after the date of such order, and (b) the Bar Date; provided, however, that if an Agreement is not rejected prior to the time such Agreement expires, such proof of claim must be filed so as to be actually received by the later of: (i) the Bar Date, and (ii) thirty (30) days after such date of expiration; and it is further

11. **ORDERED**, that holders of equity security interests in the Debtors need not file proofs of interest with respect to the ownership of such equity interests; provided, however, that if any such holder asserts a claim against the Debtors that arises out of or relates to the ownership or purchase of an equity interest in the Debtors, including claims arising out or relating to the sale, issuance or distribution of an equity interest in the Debtors, a proof of such claim must be filed so as to be actually received on or prior to the Bar Date; and it is further

12. **ORDERED**, that if the Debtors amend or supplement the Schedules subsequent to the service of the Bar Date Notice (defined below), the Debtors shall give notice of any amendment or supplement to the holders of claims affected thereby, and such holders shall be afforded thirty-five (35) days from the date of mailing of such notice to file proofs of claim in respect of their claims or be barred from doing so, and shall be given notice of such deadline; and it is further

13. **ORDERED**, that nothing in this Order shall prejudice the right of the Debtors or any other party in interest to dispute or assert offsets or defenses to any claim reflected in the Schedules; and it is further

14. **ORDERED**, that pursuant to Bankruptcy Rule 3003(c)(2), all holders of claims that fail to comply with this Order, including the Claims Protocol to the extent applicable, by timely filing a proof of claim in appropriate form (i) shall not be treated as a creditor with respect to such claim for the purposes of voting and distribution; (ii) shall be forever barred, estopped and enjoined from asserting such claim (or filing a proof of claim with respect thereto); (iii) upon a discharge granted by the Court the Debtors and their property

shall be forever discharged from any and all indebtedness or liability with respect to such claim; and (iv) such creditor shall not be entitled to any further notice in these Chapter 11 Cases with respect to such claim; and it is further

15. **ORDERED**, that a copy of the notice substantially in the form annexed hereto as Appendix 1 (the “Bar Date Notice”) along with a proof of claim form, a 503(b)(9) Claim Form (other than to employees), and a copy of the Claims Protocol (collectively, the “Bar Date Package”) is approved and shall be deemed adequate and sufficient if served by first-class mail at least fifty (50) days prior to the Bar Date on:

- (a) the United States trustee;
- (b) counsel to the Creditors Committee;
- (c) counsel to the *Ad Hoc* Group of Noteholders;
- (d) counsel to the Pre-Petition Agent;
- (e) the indenture trustee for each of the debt securities issued or guaranteed by the Debtors;
- (f) the labor organizations that are a party to collective bargaining agreements with the Debtors;
- (g) all persons or entities that have requested notice of the proceedings in these Chapter 11 Cases prior to the entry of the Bar Date Order;
- (h) all persons or entities that have filed proofs of claim against the Debtors as of the date of entry of the Bar Date Order;
- (i) all known creditors and other known holders of claims as of the date of this Order, including all persons or entities listed in the Schedules as holding claims;

(j) all parties to executory contracts and unexpired leases with any Debtor, using the last known address;

(k) all parties to litigation with the Debtors, using the last known address;

(l) the Internal Revenue Service for the district in which the case is pending and, if required by Bankruptcy Rule 2002(j), the Securities and Exchange Commission and any other required governmental units;

(m) all other known holders of claims as of the date of entry of the Bar Date Order, using the last known address; and

(n) such additional persons and entities as deemed appropriate by the Debtors; and it is further

16. **ORDERED**, that providing notice of the Bar Date to the Debtors' nominee record holders as of the Petition Date, such as brokerage firms and clearing houses, that hold on behalf of "street name" holders (the "Street Name Holders"), constitutes due and sufficient notice to the Street Name Holders of the Debtors' debt securities and the Debtors' equity securities (if any); and the Debtors are not required to provide actual notice to any holder of the Debtors' debt securities or the Debtors' equity securities (if any) if the holder obtained an interest in such debt or equity securities after the Petition Date; and it is further

17. **ORDERED**, that the Debtors are hereby authorized to provide supplemental mailings of the Bar Date Package at any time up to twenty (20) days in advance of the Bar Date as may be necessary in situations, including without limitation, where: (a) Bar Date Packages are returned by the post office with forwarding addresses; (b) certain parties

acting on behalf of other parties in interest (e.g., banks and brokers with respect to bondholders and equity holders) decline to pass along Bar Date Packages to these parties and instead return their names and addresses to the Debtors for direct mailing, and (c) additional potential claimants become known as a result of the Bar Date Notice process. Notwithstanding the foregoing, the Debtors shall not be required to provide any additional notice to any claimant to whom the Debtors mailed a Bar Date Package in accordance with the terms of this Order and such Bar Date Package was returned to the Debtors as undeliverable without a forwarding address; and it is further

18. **ORDERED**, that the Debtors are permitted to establish supplemental bar dates, upon written consent of the Creditors Committee, and the Debtors shall advise the Court of any supplemental bar date by filing a supplemental bar date notice, which identifies the supplemental bar date and the claimants that are subject thereto, and provides 20 (twenty) days' notice of any supplemental bar date; and it is further

19. **ORDERED**, that with regard to those holders of claims listed on the Schedules, the Debtors shall mail one or more proof of claim forms substantially similar to the proof of claim form annexed to the Application as Exhibit D, which form is hereby approved, indicating on the form how the Debtors have scheduled such creditor's claim on the Schedules, including the identity of the Debtor(s), the amount of the claim and whether the claim has been scheduled as contingent, unliquidated or disputed; and it is further

20. **ORDERED**, that a 503(b)(9) Claim Form be mailed to all known creditors (other than to employees) and that all claimants holding 503(b)(9) claims shall file such a form in compliance with the 503(b)(9) Order which requires, among other things, that each

claimant submitting a 503(b)(9) claim against the Debtors must include on its applicable 503(b)(9) Claim Form, without limitation, the following:

- (a) The value of the goods the claimant contends the Debtors received within twenty (20) days prior to the Petition Date;
- (b) Documentation, including invoices, receipts, bills of lading and the like, identifying the particular goods for which the claim is being asserted; and
- (c) Documentation regarding which of the Debtors the goods were shipped to, the date the goods were received by such Debtors and the alleged value of such goods; and it is further

21. **ORDERED**, that the Debtors shall distribute notice of the Bar Date to their current employees, by providing such employees a Bar Date Package (except for the 503(b)(9) Claim Form), as well as a notice substantially similar to Appendix 2 attached hereto (the “Employee Bar Date Notice”) which is approved and shall be deemed adequate and sufficient if served by first class mail at least fifty (50) days prior to the Bar Date; and with regards to duly earned and owing vacation, severance, sick leave, and reimbursement obligations in connection with health, dental, vision, or other insurance or expense reimbursement programs, there is no need for current employees to file a proof of claim with respect to such claims; provided, however, current employees must file a proof of claim so as to be actually received on or before the Bar Date if they wish to assert a claim against the Debtors that is not based upon the specific foregoing list of claims, including, without limitation, on account of litigation claims, unapproved disability or leave claims, personal injury or property damage claims, workers’ compensation claims, and any claim

under a supplemental executive retirement plan or any other non-qualified retirement plan; and it is further

22. **ORDERED**, that pursuant to Bankruptcy Rule 2002(f), the Debtors shall publish notice of the Bar Date in substantially the form hereto as Appendix 3 (the “Publication Notice”) once, in each of The New York Times and The Wall Street Journal (National Edition), in each case at least twenty-five (25) days prior to the Bar Date, which publication is hereby approved and shall be deemed good, adequate and sufficient publication notice of the Bar Date; and it is further

23. **ORDERED**, that the Claims Protocol, attached hereto as Appendix 4, is hereby approved in all respects; and it is further

24. **ORDERED**, that the notice provided by this Order to foreign creditors is sufficient under Bankruptcy Rule 2002(p); and it is further

25. **ORDERED**, that the Debtors and the Claims Agent are authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order; and it is further

26. **ORDERED**, that entry of this Order is without prejudice to the right of the Debtors to seek a further order of this Court fixing a date by which holders of claims or interests not subject to the Bar Date established herein must file a proof of claim or interest or be barred from doing so.

Dated: New York, New York
September 30, 2008

s/ James M. Peck
UNITED STATES BANKRUPTCY JUDGE