

ARNOLD & PORTER LLP  
399 Park Avenue  
New York, New York 10022-4690  
Telephone: (212) 715-1000  
Facsimile: (212) 715-1399  
Michael J. Canning (MC 8060)

*Proposed Counsel for the Debtors  
and Debtors-in-Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re  
  
Quebecor World (USA) Inc., et al.,  
  
Debtors.

Chapter 11  
  
Case No. 08-10152 (\_\_\_\_)  
Jointly Administered  
  
Honorable \_\_\_\_\_

**MOTION FOR AN INTERIM ORDER UNDER 11 U.S.C. §§ 102(1) AND 105 AND  
2002(M), 9006, 9007 AND 9014 OF THE FEDERAL RULES OF BANKRUPTCY  
PROCEDURE (I) ESTABLISHING (A) OMNIBUS HEARING DATES AND (B)  
CERTAIN NOTICE, CASE MANAGEMENT, AND ADMINISTRATIVE PROCEDURES  
AND (II) SCHEDULING A FINAL HEARING**

The Debtors and debtors-in-possession (collectively, the “Debtors”)<sup>1</sup> hereby move this Court (the “Motion”) for the entry of an interim order (the “Interim Order”), substantially in the form attached hereto as Exhibit A, establishing (a) omnibus hearing dates and (b) certain notice, case management, and administrative procedures in the Debtors’ chapter 11 cases, and setting a final hearing on this Motion. In support of this Motion, the Debtors rely on the Declaration of Jeremy Roberts in Support of Chapter 11 Petitions and First Day Orders (the “Declaration”). In further support of this Motion, the Debtors respectfully represent as follows:

### **Jurisdiction**

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. § 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(a) of the Bankruptcy Code, 11 U.S.C. §§ 101-1330, as amended by the Bankruptcy Abuse Prevention and

---

<sup>1</sup> Contemporaneously, herewith, the Debtors have filed a motion to have their chapter 11 cases consolidated for procedural purposes and jointly administered. The Debtors are the following entities: Quebecor World (USA) Inc., Quebecor Printing Holding Company, Quebecor World Capital Corporation, Quebecor World Capital II GP, Quebecor World Capital II LLC, WCZ, LLC, Quebecor World Lease GP, Quebecor World Lease LLC, QW Memphis Corp., The Webb Company, Quebecor World Printing (USA) Corp., Quebecor World Loveland Inc., Quebecor World Systems Inc., Quebecor World San Jose Inc., Quebecor World Buffalo Inc., Quebecor World Johnson & Hardin Co., Quebecor World Northeast Graphics Inc., Quebecor World UP / Graphics Inc., Quebecor World Great Western Publishing Inc., Quebecor World DB Acquisition Corp., WCP-D, INC., Quebecor World Taconic Holdings Inc., Quebecor World Retail Printing Corporation, Quebecor World Arcata Corp., Quebecor World Nevada Inc., Quebecor World Atglen Inc., Quebecor World Krueger Acquisition Corp., Quebecor World Book Services LLC, Quebecor World Dubuque Inc., Quebecor World Pendell Inc., Quebecor World Fairfield Inc., QW New York Corp., Quebecor World Dallas II Inc., Quebecor World Nevada II LLC, Quebecor World Dallas, L.P., Quebecor World Mt. Morris II LLC, Quebecor World Petty Printing Inc., Quebecor World Hazleton Inc., Quebecor World Olive Branch Inc., Quebecor World Dittler Brothers Inc., Quebecor World Atlanta II LLC, Quebecor World RAI Inc., Quebecor World KRI Inc., Quebecor World Century Graphics Corporation, Quebecor World Waukee Inc., Quebecor World Logistics Inc., Quebecor World Mid-South Press Corporation, Quebecor Printing Aviation Inc., Quebecor World Eusey Press Inc., Quebecor World Infiniti Graphics Inc., Quebecor World Magna Graphic Inc., Quebecor World Lincoln Inc, and Quebecor World Memphis LLC.

Consumer Protection Act of 2005 (the “Bankruptcy Code”) and Rule 2000(m), 9006, 9007 and 9014 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 United States Code (the “Bankruptcy Code”).

5. The Debtors are operating their businesses and managing their properties as debtors-in-possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code. No request has been made for the appointment of a trustee or examiner, and no official committee has yet been established in this case.

6. On January 20, 2008, the Debtors’ corporate parent, Quebecor World, Inc. (“QWI”) together with each of the Debtors commenced a proceeding before the 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”).<sup>2</sup> Each of the Debtors was joined in the Canadian Proceeding, in order that each Debtor may obtain the protection of a stay under the CCAA as well as under the Bankruptcy Code.

#### **I. The Debtors’ Business**

7. The Debtors collectively operate the second largest commercial printing business in the United States, maintaining approximately 78 facilities in 29 states. QWI is a Canadian corporation and the corporate parent of the Debtors, having been incorporated on February 23,

---

<sup>2</sup> The Canadian Court appointed Ernst & Young, Inc. to serve as Monitor for the Canadian Proceeding, and UBS Investment Bank is serving as a financial advisor to the Canadian Affiliates.

1989 pursuant to the Canada Business Corporations Act to combine the assets constituting what was then the printing division of Quebecor Inc. (QWI, together with the Debtors and all of QWI's debtor and non-debtor subsidiaries and affiliates are referred to herein as "QW World"). QWI is a public company with shares listed on the Toronto Stock Exchange and the New York Stock Exchange, and its registered and principal office is located in the City of Montreal in the Province of Quebec, Canada.

8. QW World's United States assets and operations are organized under QWI's principal United States subsidiary, Quebecor World (USA) Inc. ("QWUSA"). QWUSA, one of the Debtors, is a wholly-owned subsidiary of Quebecor Printing Holding Company ("QPCH"), also a Debtor, and a direct, wholly-owned subsidiary of QWI. As the corporate parent of QW World's United States subsidiaries, QWUSA oversees the Debtors' cash management, operations, employee matters and other areas. In addition, QWUSA is a party to certain of the Debtors' prepetition financing agreements.

9. In addition to the Debtors' operations and assets in the United States, and QWI's operations and assets in Canada, QW World has operations and assets in Latin America, Europe and Asia, which are not the subject of any bankruptcy or insolvency proceeding. In Canada, QW World is the second largest commercial printer with 16 facilities in 5 provinces through which QW World offers a diversified mix of printed products and related value-added services, both to the Canadian market and internationally. QW World is also the largest independent commercial printer in Europe with 17 facilities operating in Austria, Belgium, Finland, France, Spain, Sweden, Switzerland and the United Kingdom, and is the largest commercial printer in Latin America with eight facilities, and has one facility in India.

10. For the year ending December 31, 2006, approximately 79% of QW World's revenue was derived from North American operations, 17% from European operations and 4% from Latin American operations. QW World's operations in the United States account for approximately 62% of overall revenue.

11. QW World's key customers include the largest publishers, retailers and catalogers in the geographic areas in which QW World operates. In the magazine group, QW World prints magazines for publishers, including, for example, 15 magazine titles for Time, Inc.,<sup>3</sup> *Cosmopolitan* for Hearst Corp., *Elle* for Hachette-Filippachi Magazines US, *ESPN the Magazine* for Walt Disney Corp., *Forbes* for Forbes Inc. and *In Touch Weekly* for Bauer Publishing USA, while QW World's retail insert group includes customers such as CVS, Sears, JC Penney, Kohl's, and Walgreens. QW World's operations also encompass (a) catalogues for customers such as Williams-Sonoma, Oriental Trading Company, Victoria's Secret, IKEA, Cabelas and Bass Pro, (b) books for McGraw-Hill, Scholastic, Simon & Schuster, Thomas Nelson, Time-Warner and Pearson Education, (c) directories for Yellow Book USA, RH Donnelly, Windstream and Frontier in the United States, the Yellow Pages Group in Canada, as well as Telmex and Telefonica in Latin America and (d) direct mail services.

12. QW World's sales and marketing activities are highly integrated and reflect an increasingly global approach to customers' needs, complemented by product specific sales efforts. Sales representatives are located in plants or in regional offices throughout North America, Europe and Latin America, and customers are able to coordinate simultaneous printing throughout QW World's network through a single sales representative.

---

<sup>3</sup> These include *Time*, *Fortune*, *Money*, *Sports Illustrated*, *People*, *Entertainment Weekly*, *Southern Living*, *Cooking Light* and *Coastal Living*.

13. Not surprisingly, the principal raw materials used in QW World's businesses are paper and ink. The Debtors, together with their non-debtor affiliates, utilize centralized raw material purchases in order to avoid administrative complications and realize cost benefits from efficiencies of scale. For most purchases, QW World negotiates with a limited number of suppliers to maximize purchasing power, although QW World does not rely on any single supplier.

14. Much of the Debtors' business is seasonal, with the majority of historical operating income occurring during the second half of the financial year. This is primarily due to seasonal advertising patterns and the related higher number of magazine pages, new product launches and back-to-school, retail and holiday catalogue promotions. Because the Debtors depend on advertising for a significant portion of their revenue, operating results are also sensitive to prevailing economic conditions.

## **II. The Debtors' Industry**

15. Commercial printing is a highly fragmented, capital intensive industry. The North American, European and Latin American printing industries are very competitive in most product categories and geographic regions. The Debtors estimate that in 2006, in the United States alone, there were approximately 30,700 commercial printers, with industry analysts considering most of the industry's markets to be currently oversupplied – and competition is significant. Competition is largely based on price, quality, range of services offered, distribution capabilities, customer service, availability of printing time on appropriate equipment and state-of-the-art technology.

16. In addition to competition from other commercial printers, technological changes continue to erode the Debtors' businesses, as increased accessibility and quality of electronic

alternatives to the traditional delivery of printed documents, through the increased use of the internet and the electronic distribution of media content, documents and data, which provide consumers with virtually instant access to information. Nevertheless, while such trends put pressure on the Debtors' operations, the Debtors believe printed media will continue to play a strong role in marketing, advertising and publishing.

### **III. Prepetition Credit Obligations and Receivables Facility**

17. The principal debt obligations and receivables facility of the Debtors currently outstanding consist of:

- (a) A \$750 million revolving credit facility with a bank syndicate under which the Royal Bank of Canada is administrative agent, secured up to a maximum of \$135 million by (i) unlimited guaranties, dated on or about October 26, 2007 from certain of the Debtors; (ii) a pledge of the shares of Debtor QW Memphis Corp. ("QW Memphis") by Debtors QWUSA, the Webb Company and Quebecor World Memphis LLC, dated October 26, 2007; (iii) a pledge of the shares of QWUSA by QPHC, dated October 26, 2007; (iv) security on all personal and real property of QW Memphis, dated October 26, 2007, excluding accounts receivable subject to the North American receivable sale program and certain real estate located in Covington, Tennessee; and (v) security on all inventory of QWI located in Canada, dated October 26, 2007. As of January 11, 2008, the aggregate amount of indebtedness outstanding under the Bank Syndicate Agreement was approximately \$735 million.
- (b) An equipment financing agreement dated as of January 13, 2006 (as amended) among QWI, as borrower, QWUSA, as guarantor, and Société Générale (Canada) ("Soc Gen"), as lender, providing for an equipment financing credit facility in the aggregate amount of the Canadian dollar equivalent of €136,165,415 expiring on July 1, 2015.<sup>4</sup> The equipment financing facility is guaranteed and secured on a *pari passu* basis up to \$35 million by the same collateral as the credit facilities under the bank syndicate agreement. As of January 11, 2008, the aggregate amount outstanding under the Equipment Financing Agreement was approximately \$155 million.

---

<sup>4</sup> As of January 15, 2008, this is equivalent to approximately U.S. \$202,571,926.

- (c) Certain of the Debtors and QWI are obligors under note issuances consisting of (i) 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. The aggregate amounts outstanding under such notes as of September 30, 2007 were \$199.9 million and \$398.2 million, respectively; (ii) an indenture dated as of December 18, 2006 among QWI, as issuer, QWUSA, Quebecor World Capital LLC (“QWLLC”) as predecessor in interest to Quebecor World Capital II LLC (“QWLLC II”) and Quebecor World Capital ULC (“QWULC”) as predecessor in interest to Quebecor World Capital II GP (“QWCGP”), as guarantors, and Wilmington Trust Company, as trustee, providing for the issuance of 9.75% senior notes due in 2015. The aggregate amount outstanding under such notes as of September 30, 2007 was \$400 million; (iii) an indenture dated as of March 6, 2006 among QWULC as predecessor in interest to QWCGP, as issuer, QWI, QWUSA and QWLLC as predecessor in interest to QWLLC II, as guarantors, and Wilmington Trust Company, as trustee, providing for the issuance of 8.75% senior notes due in 2016. The aggregate amount outstanding under such notes as of September 30, 2007 was \$450 million; and (iv) 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. The aggregate amount outstanding under such notes as of September 30, 2007 was \$3.2 million. The terms and conditions of the Note Issuances limit the aggregate amount of secured indebtedness that may be incurred under the Bank Syndicate Agreement and the Equipment Finance Agreement to approximately \$170 million.
- (d) QWI and certain of the Debtors are parties to an accounts receivable facility pursuant to: (i) a Canadian receivables purchase agreement dated as of October 24, 2007 between QWI, as seller, and Quebecor World Finance Inc. (“QWF”), as purchaser, whereby QWI sells, with limited recourse, its Canadian trade receivables on a revolving basis in an amount not to exceed \$135 million Canadian; (ii) a U.S. receivables purchase agreement dated as of September 24, 1999 (as amended) among certain Debtors, as sellers, and QWF, as purchaser, whereby the sellers sold, with limited recourse, all of their U.S. trade receivables on a revolving basis in an amount not to exceed \$408 million (\$459 million during peak season); and (iii) an amended and restated receivables sale agreement dated as of September 24, 1999, as amended and restated as of December 22, 1999 (as further amended the “RSA”) among, *inter alia*, QWF, as seller, the purchasers party thereto and ABN Amro Bank N.V., as agent (“ABN”). Pursuant to the RSA, ABN holds a first priority lien on all of the Debtors’ and QWI’s accounts receivable purchased by QWF under the respective Canadian and U.S. receivables purchase agreements. The Canadian receivables program was rolled into the U.S. receivable program on or

about October 24, 2007, and as of December 31, 2007 the aggregate amount was outstanding on account of the Debtors accounts receivables subject to the USA was approximately \$428 million.

#### **IV. Developments Necessitating Restructuring**

18. QWI's financial performance has suffered in the past few years, especially with respect to its European operations, as a result of a combination of factors, including declining prices and sales volume, and a temporary disturbance caused by a major retooling of its printing operations initiated in 2002. While it has substantially completed its retooling program in North America, and achieved, and even surpassed, its cost reduction objectives, QWI has not yet met its forecasted earnings projections. Rather, the combination of significant capital investments and continued operating losses, principally as a result of its European operations, together with the write down of its European assets, including goodwill, has resulted in increased financing needs. During this period, it was also necessary for QWI to repurchase certain private notes in order to avoid breaching certain debt to equity ratios, while also facing reduction in amounts available under the Bank Syndicate Agreement. These factors have had a significant impact on all of the members of QW World's corporate family, and, accordingly, have adversely impacted the Debtors' operations and financial position.

19. More recent events have further complicated the Debtors' efforts to improve their balance sheets and financial position. First, on November 13, 2007, QWI announced a refinancing plan consisting of a \$250 million equity offering and a \$500 million debt offering. On November 20, 2007, however, QWI announced the withdrawal of such refinancing plan due to adverse financial market conditions. Second, on December 13, 2007, QWI announced that it would not be able to consummate a previously announced transaction to sell its European operations, which would have resulted in proceeds to QWI of approximately \$341 million, to be paid in cash, shares and through the assumption of indebtedness.

20. In 2006, restructuring initiatives related to the closure or downsizing of various facilities were undertaken, mainly in connection with the North American and European operations, including the closure of printing and binding facilities in Illinois in the catalogue group, the closure of the Kingsport, Tennessee facility in the book group, and the closure of the Red Bank, Ohio, and the Brookfield, Wisconsin facilities in the magazine group, which further affected the Debtors' liquidity.

21. Although the Debtors have to date aggressively sought to raise additional funds, they have not been successful, and the lenders under the Bank Syndicate Agreement have recently indicated that they will not provide any further advances under the bank facility beyond those currently permitted. Facing year end covenant defaults under the Bank Syndicate Agreement, the Debtors and QWI obtained a waiver from the bank syndicate lenders and from the sponsors of its North American securitization program, subject to the satisfaction of certain conditions and refinancing milestones, including obtaining \$125 million in new financing by January 15, 2008. The Debtors and QWI were not successful in satisfying the conditions and refinancing milestones set by the bank syndicate lenders.

22. Moreover, the Debtors are currently facing a severe liquidity crisis. Even if operations were conducted in the normal course of business, the Debtors' cash flow projections indicate that they will require approximately \$225 million to satisfy their obligations through the end of January 2008, virtually no availability under the Bank Syndicate Agreement. In this regard, as of November 30, 2007, QWI had aggregate outstanding trade payables of approximately \$526.7 million, of which approximately \$120 million are attributable to the Debtors, \$135 million are attributable to QWI's other North American operations, \$211 million are attributable to the European operations and \$ 60.6 million are attributable to Latin American

operations. In addition to ordinary course payments, QWI was also contractually obligated to make debt payments of approximately \$19.5 million by January 15, 2008, which were not paid and to make payments related to pension obligations of approximately \$10 million, which were only partially made.

23. Quite simply, QWI and the Debtors do not have sufficient liquid resources to pay obligations that either are now due or are expected to become due in January, 2008. The lenders under the Bank Syndicate Agreement have indicated that they will not provide any advances under the bank facility beyond those currently permitted under the Bank Syndicate Agreement, suppliers are demanding cash terms and customers are threatening to cease doing business with QWI and the Debtors altogether unless letters of credit or similar accommodations are provided to such customers.

24. Although the Debtors represent a significant portion of the operations of QWI – a global leader in the printing field – and enjoy significant competitive advantages and a strong customer base, the fact remains that their current financial situation cannot continue. The Debtors’ overall businesses remain viable and stable, but restructuring changes must be made, including the discontinuance of business segments that cannot be made profitable and the streamlining of other business segments to increase profitability, in order to return the Debtors to financial health.

### **Relief Requested**

25. By this Motion, the Debtors seek an order establishing (a) omnibus hearing dates and (b) certain notice, case management, and administrative procedures. Specifically, the Debtors request entry of an order (a) directing that all matters be heard at regular monthly hearings to be scheduled in advance (the “Omnibus Hearing Dates”), (b) establishing procedures

for evidentiary hearings, (c) providing procedures for the timely filing of pleadings, and (d) establishing notice procedures.

### **Basis For Relief**

26. The Debtors estimate that they have thousands of creditors and other parties-in-interest. The Debtors anticipate that many of these parties will file motions and applications in these cases in pursuit of various forms of relief. To efficiently manage this process, the Debtors propose that every notice, motion, or application, and all briefs, memoranda, affidavits, declarations, or other documents filed in these cases (collectively, the “Filings”) be subject to the case management procedures described below (the “Case Management Procedures”).

27. The Debtors anticipate a large number of Filings will made in these cases and the Case Management Procedures are necessary to allow for efficiently scheduled hearings and procedures before the Court. Further, allowing effective service through electronic notice in lieu of paper mailings will save the estates a significant amount of time and expense relating to copying and mailing of paper documents.

28. Debtors further request that, for judicial economy and administrative convenience, the relief requested herein continue to apply to any of the Debtors’ affiliates and their respective estates that subsequently commence chapter 11 cases in this Court without the need for any further requests or motions.

### **Omnibus Hearing Dates**

29. In light of the number of interested parties and the size and complexity of these cases, the Debtors request entry of an order scheduling regular Omnibus Hearing Dates at which all matters will be heard, unless for good cause shown this Court orders otherwise. Specifically,

the Debtors request that this Court schedule the dates and times for the first six Omnibus Hearing Dates.

30. By scheduling Omnibus Hearing Dates, this Court will facilitate the Debtors' reorganization efforts by enabling both the Debtors and other parties-in-interest to prepare and present motions or applications on an orderly and timely basis, and will foster coordination of the administration of these cases with the Canadian Proceedings. If Omnibus Hearing Dates are known in advance, parties, including the Monitor in the Canadian Proceeding, will be better able to plan for hearings, thus reducing the need for emergency hearings and/or expedited relief and fostering the consensual resolution of important matters. Accordingly, such relief will likely minimize the costs and expenses associated with the otherwise numerous, and potentially irregularly scheduled, hearing dates.

31. The Omnibus Hearing Dates, combined with the parties' right to obtain emergency hearings in appropriate circumstances, will ensure the just, speedy, and inexpensive determination of every proceeding in these cases.

### **Scheduling Of Evidentiary Hearings**

32. Bankruptcy Rule 9014(e) requires that "[t]he court shall provide procedures that enable parties to ascertain at a reasonable time before any scheduled hearing whether the hearing will be an evidentiary hearing at which witnesses may testify." Local Rule 9014-2(f) provides that "[t]he first scheduled hearing in a contested matter will not be an evidentiary hearing at which witnesses may testify, unless the Court, by general order, has directed that the first scheduled hearing with respect to the type of relief requested in the motion shall be an evidentiary hearing at which witnesses may testify."

33. Given the size, complexity and speed of these cases, the Debtors request that if an objection or other responsive pleading is filed in response to a Filing, then the hearing on such matter be deemed an evidentiary hearing at which witnesses may testify.

34. The Debtors further request that if the objecting party intends to introduce evidence or witnesses, it must identify with reasonable particularity its proposed evidence and witnesses in its objection or other responsive pleading. The Debtors also request that the party making the Filing be required to identify its proposed evidence and witnesses within two business days of a written request therefor made by the objecting party, or within such later time as agreed to in writing by the parties.

35. Further, upon reasonable request, the parties shall provide copies of all proposed evidentiary exhibits and make all witnesses available for deposition at the expense of the requesting party and within a time period to reasonably facilitate conducting the evidentiary hearing as scheduled.

36. Any party who fails to identify its evidentiary exhibits or witnesses as provided herein may be precluded, at the Court's discretion, from presenting such evidentiary exhibits or witnesses at the hearing on the matter.

37. Nothing contained herein shall preclude any party from presenting proffers in connection with uncontested matters or agreeing with an opposing party to present proffers in any contested matter or otherwise stipulating certain facts or documents into evidence.

#### **Electronic Filing**

38. As noted above, this case is large, complex and involves numerous creditors and parties in interest. The Debtors expect numerous parties to file notices of appearance and requests for service of the various filings in these cases. The costs and burdens associated with

copying and mailing, over-nighting or otherwise serving paper copies of all filings will impose expensive, economic and administrative burdens on the Debtors' estates, the Court, and all other parties-in-interest.

39. Indeed, mass mailings will be extraordinarily costly to the Debtors' estates and will require the Debtors to divert limited resources. Additionally, the continual drafting and filing of one-off motions to limit notice increases the economic burden on the Debtors' estates. Therefore, the Debtors submit that electronic notice, whenever possible, should be permitted to alleviate this burden.

40. Electronic Filing. The Debtors propose that under this Court's General Order #M-242 (Revised Electronic Filing Electronic Procedures), dated January 19, 2001 ("General Order #M-242"), and Section II (A) of the Revised Administrative Electronic Procedures for Electronically Filed Cases (the "Electronic Procedures"), every Filing and adversary pleading ("Adversary Proceeding") shall be electronically filed on this Court's Electronic Filing System, except for documents which may be filed under seal pursuant to an order of this Court.

41. Consent To Electronic Notice. The Debtors request that, under General Order #M-242 and the Electronic Procedures, each party who files a notice of appearance and a request for service of papers (a "Notice Request") be deemed to have consented to electronic service (in lieu of any other type of notice) of Filings and Adversary Pleadings, in accordance with Section II (B) of the Electronic Procedures. Further, any party, even if they do not file a notice of appearance, who undertakes a Filing through electronic means, shall be deemed to have consented to electronic notice ("Electronic Notice"), except: (a) any department or agency of the United States of America, including the Offices of the United States Attorney (b) the United

States Trustee, and (c) any party who, in its Notice Request, expressly asks to be exempt from electronic service and provides an explanation in writing as to the basis for the request.

42. Pursuant to Bankruptcy Rule 2002, all “parties in interest” must receive, with certain exceptions, notice of (a) the meeting of creditors; (b) proposed uses, sales, or leases of property of the estate; (c) hearings on approval of compromises or settlements; (d) the hearing on dismissal or conversion of a case to another chapter; (e) the time fixed to accept or reject a proposed modification of a plan; (f) hearings on all applications for compensation or reimbursement of expenses; (g) the time fixed for filing proofs of claim; (h) the time fixed for filing objections and the hearing to consider approval of a disclosure statement; and (i) the time fixed for filing objections and the hearing to consider confirmation of a plan (collectively, the “Rule 2002 Matters”).

43. As discussed above, it is estimated that the parties in interest in the Debtors’ Chapter 11 cases are significant. Given the large number of parties in interest and the number of Rule 2002 Matters that will be required in these complex cases, the Debtors would be required to expend substantial sums in copying costs, postage charges, and other handling expenses associated with large mailing for each Rule 2002 Matter. The Debtors, therefore, seek to establish minimum noticing requirements that will limit the administrative costs of these Chapter 11 cases, while still providing effective notice to parties in interest who want to follow the cases on a detailed and active basis.

44. Notice List. In order to reduce administrative costs, the Debtors respectfully request authorization to establish a list of entities to receive notice of all matters (the “Notice List”). The Notice List will include: (a) the Debtor and its counsel of record; (b) the Office of the United States Trustee; (c) counsel to any official committees appointed by the Office of the

United States Trustee (or the 60 largest creditors for the Debtor until an official creditors committee is established); (d) the parties in interest who formally request notice by filing a written request for notice with the Debtor or the Clerk of the Court; and (e) government agencies required to receive notice of proceedings under the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and the Local Bankruptcy Rules.

45. Notice would be limited to the Notice List for all Rule 2002 Matters, with the following key exceptions: (i) notice of commencement of this case under chapter 11 of the Bankruptcy Code; (ii) the meeting of creditors required pursuant to section 341 of the Bankruptcy Code; (iii) the time fixed for filing proofs of claim pursuant to Bankruptcy Rule 3003(c); (iv) the time fixed for filing objections to and for the hearing to consider approval of a disclosure statement; (v) the time fixed for filing objections to and for the hearing to consider confirmation of a plan of reorganization; (vi) the hearing on dismissal of the case or its conversion to another chapter; and (vii) the time fixed for accepting or rejecting a proposed modification to a plan of reorganization. For each of these matters, all parties in interest will receive notice. In the case of other proceedings, notice would be given to the parties on the Notice List and to any other persons whose specific rights or interests are directly affected by such proceeding. The Notice List also would be used for pleadings, papers and proceedings, in addition to Rule 2002 Matters, that may be required by the Local Rules to be served upon parties in interest.

46. Service List. Further, the Debtors propose that an email service list (the “Service List”) be created wherein, and unless otherwise provided by the order granting the relief requested in this Motion or another order of this Court, every motion, application, complaint, objection, notice, brief, memorandum, affidavit, declaration or other writing filed in these cases

(but not including proofs of claims or proofs of interests) shall be served by email in electronic, “pdf” format (“Electronic Service”) to the parties on the “Notice List,” except: (a) the United States Trustee, (b) government agencies required to receive notice of proceedings under the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and the Local Bankruptcy Rules and (c) any party who, in its Notice Request, expressly asks to be exempt from Electronic Service and provides an explanation as to the basis for the request.

47. The initial Service List will consist of (i) The Debtors; Attn: Michele Bolduc, at Michele.Bolduc@Quebecorworldinc.com, (ii) proposed counsel for the Debtors, Arnold & Porter LLP; Attn: Michael J. Canning, Esq. and Joel M. Gross, Esq. at quebecorservice@aporter.com, and (iii) proposed conflicts counsel for the Debtors, Richards, Kibbe & Orbe LLP; Attn: Michael Friedman, Esq., at mfriedman@rkollp.com.

48. Contemporaneously herewith, the Debtors filed an application to employ Donlin, Recano, as their claims and noticing agent (the “Claims Agent). The Claims Agent will help the Debtors administer the Service List. Further, the Claims Agent maintains a website at [www.donlinrecano.com](http://www.donlinrecano.com), where electronic copies of all pleadings and other documents will be posted within three days of a Filing and may be viewed free of charge.

49. The Debtors propose that any creditor or party in interest who wishes to receive notice in these cases and be on the Notice List, shall file a notice of appearance with the Court and request to be included on the Service List as part of their Notice Request.

50. The Debtors propose that to be included on the Service List, the party in interest must include in their Notice Request: (a) the name, organization (if any), full street address,

phone number, fax number and current email address of the party requesting service<sup>5</sup>; and (b) if the requesting party is an attorney, the name of the person or entity that attorney represents. Any party who wishes to be exempt from providing an email address for the Service List must make a written request for such an exception to counsel for the Debtors. The Debtors will agree to allow an exemption only for good cause shown. If the Debtors do not agree to a requested exemption, such party may seek an exemption upon filing the appropriate motion with the Court after notice and a hearing.

51. The Debtors request that Electronic Service on the Notice List by serving the Service List through email, be presumed to satisfy all noticing obligations on the Notice List, unless the party is exempt from Electronic Service pursuant to paragraph 45.

52. Maintenance of Service Lists. The Debtors propose that on or about the first business day of each calendar month, counsel to the Debtors will file with the Court an updated copy of the Service List (“Monthly Service List”). The Monthly Service List shall indicate the month for which such list is being published. Donlin, Recano shall provide a copy of the most up-to-date version of the Monthly Service List to any party in interest requesting a copy of the same, and shall maintain copies of such lists on its website for these cases at [www.donlinrecano.com](http://www.donlinrecano.com). A Filing shall be deemed served on the Service List if it is served upon the most recent Monthly Service List that has been filed with the Court as of the day prior to the date of service.

---

<sup>5</sup> Parties who include more than one email address in their Notice Request must designate only one email address as the official email address for effectuating service. The additional email addresses will be added to the Service List for informational purposes only.

53. Service by Electronic Mail. The Debtors propose that the parties on the Service List shall be deemed to have consented to service by email in these cases. Service by email shall be subject to the following rules:

- (a) Email Subject Line. With respect to the service of any Filing, the subject line of the email shall include the following: (i) the Debtors' case name, In re Quebecor World (USA) Inc., *et. al.*; (ii) the name of the party serving such a Filing; and (iii) the title of the Filing being served. If the title of the Filing is too long to fit within the subject line of the email, the subject line shall contain a shortened version of such title, and the text of the email shall contain the full name of such Filing.
- (b) Email Attachments. All Filings served by email shall include access to a computer file containing the entire document, including the proposed form of order and any exhibits, attachments or other materials in "pdf" format, readable by Adobe Acrobat or other equivalent document reader programs commonly available without cost. The relevant Filing shall either be attached to the email in the format specified above or the email shall contain a link to such Filing in such format.
- (c) Alternative Service. Notwithstanding the foregoing, if a party on the Service List is unable to serve a Filing by email due to technological difficulties (*e.g.*, the electronic file is too large to send by email or the party's email system is not functioning at the time of service), service by such a party on the Service List shall be adequate by hand or overnight delivery.

54. Certificates of Service and Notice. The Debtors propose that with respect to all Filings, an appropriate certificate of service indicating the party serving the Filing, the parties on which the Filing was served and the date and manner of service shall be filed with the Court within five business days of such service. Parties may certify in a certificate of service that they have served the Filing on the Service List, as appropriate, by referencing such list and the date thereof in a certificate of service. Such reference shall obviate the need to attach such Monthly Service List or names and addresses included therein to the certificate of service. All other parties not on such lists who have been served shall be identified by name and service address.

**Filing Deadlines: Motions, Applications, Objections, And Responses**

55. Filing Deadline. Except as otherwise provided by the Bankruptcy Code or the Bankruptcy Rules, the Debtors propose that for a Filing (other than a motion for relief from the automatic stay pursuant to 11 U.S.C. § 362(d)) to be heard at the next-scheduled Omnibus Hearing Date, a movant or applicant must file with this Court and serve through Electronic Service (or hand delivery, or facsimile, if Electronic Service is not available) such Filing at least ten days prior to the next-scheduled Omnibus Hearing Date (the “Filing Deadline”). If such Filing is served by other means, then the movant or applicant must file with this Court and serve such Filing at least thirteen days prior to the next-scheduled Omnibus Hearing Date. Except as otherwise ordered by the Court, if such Filing is filed and served (by Electronic Service, hand delivery, or facsimile) fewer than ten days prior to the next-scheduled Omnibus Hearing Date, the Debtors request that the hearing with respect to such Filing take place on the next Omnibus Hearing Date thereafter. Additionally, if such Filing is filed and served by mail fewer than thirteen days prior to the next-scheduled Omnibus Hearing Date, the Debtors request that the hearing with respect to such Filing shall take place on the next Omnibus Hearing Date thereafter.

56. In the event that a party cannot comply with the Filing Deadline, the Debtors propose that such party be permitted to shorten the Filing Deadline and have the Filing heard on the next Omnibus Hearing Date, if and only if, for cause shown, this Court shortens such deadline.

57. Scheduling Of Automatic Stay Motions. The Debtors propose that, unless this Court orders otherwise, for good cause shown, when the Filing is a motion for relief from the automatic stay pursuant to 11 U.S.C. § 362(d) and when such motion is filed with the Court and served so as to actually be received more than 14 days before the upcoming Omnibus Hearing Date, then the preliminary hearing date for such matter shall be set on such upcoming Omnibus

Hearing Date. Where the Filing is filed and served fewer than 14 days before the upcoming Omnibus Hearing Date, then the preliminary hearing for such matter shall be set at the Omnibus Hearing Date following the upcoming Omnibus Hearing Date. Except as specifically set forth herein, all other procedures for such motions shall otherwise conform to the Local Rules and the Bankruptcy Rules.

58. Objection Deadline. In the event that a Filing is a motion or application for relief, the Debtors request any objection be filed with the Court and served so as to be actually received by the moving party: (a) on the seventh calendar date before the applicable Omnibus Hearing Date (or such other date upon which the Court will consider the Filing) if the Filing is filed and served so as to be received at least 20 days prior to the applicable Omnibus Hearing Date; (b) on the third calendar date or the second business date, whichever date occurs first, before the applicable Omnibus Hearing Date (or such other date upon which the Court will consider the Filing) if the Filing is filed and served so as to be received fewer than 20, but at least 10 days prior to, the applicable Omnibus Hearing Date; or (c) as otherwise ordered by this Court.

59. In accordance with Local Rule 9074-1(c)(3), the Debtors propose that the relief requested in a Filing be granted without a hearing if no objection is timely filed. The Debtors further request that, should a timely objection to a Filing be submitted, the movant be allowed, but not required, to file a reply to such objection or other responsive pleading at any time prior to 10:00 am (New York City time) on the business day prior to the applicable Omnibus Hearing Date.

60. Requests for Shortened Notice. The Debtors propose that, upon a showing of good cause, a party in interest may move the Court for: (a) emergency consideration of a Motion at a hearing before the next Omnibus Hearing and upon shortened notice (an “Emergency

Hearing); (b) consideration of a Motion at the next Omnibus Hearing upon shortened time; or (c) some other reduction of a time period under Bankruptcy Rules 9006(b) or 9006(c) or the Case Management Order. Any party in interest seeking an Emergency Hearing shall contact the Court in advance to schedule a telephone conference to consider the request. Any such telephone conferences shall include the party requesting an expedited hearing, counsel to the Debtors, counsel to the Debtors' post-petition lenders, and the United States Trustee, unless the Court, in its discretion, determines otherwise or such parties decline the opportunity, or fail, to participate.

61. Violation of Procedures. The Debtors propose that, if any party violates the procedures detailed in the Case Management Order -- for example, by setting a matter for the next regularly scheduled Omnibus Hearing without adequate notice or by setting a matter for a date other than a Omnibus Hearing date without prior approval from the Court -- the Debtors shall forward a copy of the Case Management Order to such party within five business days after such defective filing. Once the notice is corrected and served, the matter shall be scheduled in accordance with the Filing Deadlines set forth herein.

#### **Additional Procedures**

62. Bridge Orders Not Required in Certain Circumstances. The Debtors propose that if a Motion to extend the time to take any action is filed before the expiration of the period prescribed by the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules or the provisions of any order entered by this Court, the time shall automatically be extended until the Court acts on the Motion, without the necessity for the entry of a bridge order.

63. Preliminary Hearing Agenda. The Debtors propose that by 4:00 p.m. (New York City time) on the third business day prior to any Omnibus Hearing, counsel to the Debtors shall file with the Court a preliminary agenda for the hearing (the "Preliminary Agenda") and shall

serve such agenda in accordance with the Case Management Order. Each Preliminary Agenda shall set forth (a) the docket number and title of each matter scheduled for the Omnibus Hearing; (b) all related pleadings, including any Objections filed to date and any Certificates of No Objection, and, as a result, whether each matter is contested or uncontested; (c) whether any matters have settled or at such time are proposed to be adjourned at a subsequent hearing date; and (d) other comments that will assist the Court in preparing the Omnibus Hearing. To the extent possible, contested matters for which an evidentiary hearing is scheduled to be conducted shall be placed at the end of the proposed Preliminary Agenda. The Preliminary Agenda is a proposal for the convenience of the Court and counsel, and it is not intended to be determinative of the matters ultimately to be heard at the Omnibus Hearing.

64. Final Hearing Agenda. The Debtors propose that by 4:00 p.m. (New York City Time) on the business day prior to any Omnibus Hearing, counsel to the Debtors shall file with the Court a final agenda (the “Final Agenda”) and serve such agenda in accordance with the Case Management Order. The Final Agenda shall contain the same information as the Preliminary Agenda, but shall update such information with any new pleadings filed for the Omnibus Hearing since the preparation of the Preliminary Agenda (the “New Filings”) and any change in status for any agenda items.

65. Telephone Appearance at Hearings. The Debtors propose that to the extent any party requests permission from the Court to appear telephonically at a hearing due to the special circumstances, such party is required to notify counsel for the Debtors in writing regarding such request at least three business days prior to the applicable hearing date. Information regarding any such telephonic participation shall be noted in the Preliminary Agenda and the Final Agenda.

### **Applicable Authority**

66. Bankruptcy Code section 105(a) grants bankruptcy courts broad authority and discretion to enforce the provisions of the Bankruptcy Code either under specific statutory fiat or under equitable common law principles. Specifically, section 105(a) of the Bankruptcy Code provides: The court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title. No provision of this title providing for the raising of an issue by a party-in-interest shall be construed to preclude the court from, sua sponte, taking any action or making any determination necessary or appropriate to enforce or implement court orders or rules, or to prevent the abuse of process. 11 U.S.C. § 105(a).

67. The Debtors believe that adopting the Omnibus Hearing Date process will substantially reduce administrative burdens and result in substantial cost savings to the Debtors' estates because of the reduction of time and money the Debtors will have to expend on the numerous hearings that would be held before this Court. The Debtors further believe that adopting the Omnibus Hearing Date process will significantly reduce the administrative and economic burden placed on creditors and parties-in-interest when filing and serving the documents in these cases and appearing at hearings.

68. The establishment of Omnibus Hearing Dates in particular will promote the efficient and orderly administration of these cases. Further, early notice to all parties-in-interest of regular hearings will enable everyone to plan efficiently for the use of hearing time, will avoid much of the need for emergency hearings, and will lessen the burden on the Court and on the Debtors' estates and is in the best interests of the Debtors' estates.

69. Bankruptcy Rule 2002(a) provides that, unless otherwise ordered by the court, notice of certain matters must be given to, among others, all of the Debtors' creditors, equity security holders, and other parties-in-interest. The Bankruptcy Rules, further provide, however,

that “[t]he Court may from time to time enter orders designating the matters in respect to which, the entity to whom, and the form and manner in which notices shall be sent except as otherwise provided by these rules.” Fed. R. Bankr. P. 2002(m); Fed. R. Bankr. P. 9007 (“[W]hen notice is to be given under these rules, the Court shall designate, if not otherwise specified herein. . . . the form and manner in which the notice shall be given.”).

70. Bankruptcy Code section 102(1) provides that when the statute permits an action to occur “after notice and a hearing,” such action may occur “after such notice as is appropriate in the particular circumstances, and such opportunity for a hearing as is appropriate in the particular circumstances. . . .” 11 U.S.C. § 102(1)(A).

71. As explained above, these are large and complex cases, are expected to be fast-moving, and involve many creditors and parties-in-interest. Many of these parties may have various issues of concern that may be brought to this Court for redress. The costs and burdens associated with the possibility of numerous, fragmented hearings, plus the costs associated with copying and mailing or otherwise serving all Filings to parties without the provisions proposed herein, will impose an administrative and economic burden on the Debtors’ estates, this Court, and the parties-in-interest.

72. Pursuant to the terms of the Omnibus Hearing Date process, all parties-in-interest who may be directly affected by the relief sought by a particular Filing, objection, or Adversary Pleading will receive notice of such Filing, objection, or Adversary Pleading directly from the party submitting such documents to the Court well in advance of the applicable Hearing Date. Under these proposed procedures, all parties will be assured of receiving appropriate notice of matters affecting their interests and an ample opportunity to prepare and respond. Thus, no party will be adversely affected by such procedures.

73. Notice procedures such as those proposed here are routinely granted by bankruptcy courts in large chapter 11 cases in this jurisdiction and others so as to reduce the expense of the administration of the estate. See, e.g., Bally Total Fitness of Greater New York, Case No. 07-12395 (BRL) (Bankr. S.D.N.Y. Aug. 1, 2007) (see Docket No. 88); In re Dana Corp., Case No. 06-10354 (BRL) (Bankr. S.D.N.Y. Mar. 3, 2006) (see Docket No. 574); In re Calpine, Case No. 05-60200 (BRL) (Bankr. S.D.N.Y. Dec. 21, 2005) (see Docket No. 488); In re Delphi, Case No. 05-44481 (RDD) (Bankr. S.D.N.Y. Oct. 8, 2005 (see Docket No. 245).

### **Memorandum Of Law**

74. This Motion includes citations to the applicable authorities and a discussion of their application to this Motion. Accordingly, the Debtors respectfully submit that such citations and discussion satisfy the requirement that the Debtors submit a separate memorandum of law in support of this Motion pursuant to Rule 9013-1(b) of the Local Bankruptcy Rules for the Southern District of New York.

### **Notice**

75. No trustee, examiner or creditors' committee has been appointed in these chapter 11 cases. Notice of this Motion has been provided to (a) the 60 largest unsecured creditors of the Debtors, (b) the Royal Bank of Canada as administrative agent under the Bank Syndicate Agreement, (c) Société Générale (Canada), (d) Wilmington Trust Company, as trustee for the 4.875% senior notes due in 2008 and 6.125% senior notes due in 2013, (e) Wilmington Trust Company, as trustee for the 9.75% senior notes due in 2015, (f) Wilmington Trust Company, as trustee for the 8.75% senior notes due in 2016, (g) the Chase Manhattan Bank, as trustee for the 6.50% senior notes due in 2027, (h) Debtors' proposed post-petition lender, (i) the United States Trustee for the Southern District of New York, (j) the Securities and Exchange Commission, (k)

the Internal Revenue Service, (l) the United States Department of Justice, and (m) Ken Coleman, Esq., Allen & Overy, as counsel for the Monitor. The Debtors submit that no other or further notice of this Motion is required. A copy of the Motion is also freely available on the website of the Debtors' proposed claim and noticing agent, Donlin, Recano at [www.donlinrecano.com](http://www.donlinrecano.com).

**No Prior Request**

76. No prior motion for the relief requested herein has been made to this or any other court.

WHEREFORE, the Debtors respectfully request an entry of an order, substantially in the form attached hereto as Exhibit A, (a) establishing omnibus hearing dates (b) establishing certain notice, case management, and administrative procedures, (c) setting the Motion for a final hearing, and (d) granting such other further relief as is just and proper.

Dated: January 22, 2008

New York, New York

Respectfully submitted,

/s/ Michael J. Canning  
Michael J. Canning (MC 8060)  
ARNOLD & PORTER LLP  
399 Park Avenue  
New York, New York 10022-4690  
Telephone: (212) 715-1000  
Facsimile: (212) 715-1399

Proposed Counsel for the Debtors  
and Debtors In Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re

Quebecor World (USA) Inc., et al.,

Debtors.

Chapter 11

Case No. 08-10152 (\_\_\_)

Jointly Administered

Honorable \_\_\_\_\_

**INTERIM ORDER (I) ESTABLISHING CASE MANAGEMENT PROCEDURES  
FOR: (A) OMNIBUS HEARING DATES AND (B) CERTAIN NOTICE, CASE  
MANAGEMENT, AND ADMINISTRATIVE PROCEDURES  
AND (II) SCHEDULING A FINAL HEARING**

Upon the motion (the “Motion”)<sup>1</sup> of the above-captioned debtors (collectively, the “Debtors”) for an Interim Order establishing (a) omnibus hearing dates and (b) certain notice, case management, and administrative procedures in the Debtors’ chapter 11 cases; it appearing that the relief requested is in the best interest of the Debtors’ estates, their creditors and other parties in interest; it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); it appearing that venue of this proceeding and this Motion in this District is proper pursuant to 28 U.S.C. § § 1408 and 1409; it appearing that notice of this Motion and the opportunity for a hearing on this Motion was appropriate under the particular circumstances and that no other or further notice need be given; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED:

---

<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

1. The Motion is granted as set forth herein.

2. All motions, applications, briefs, memoranda, affidavits, declarations, or other documents filed in these cases (collectively, the “Filings”) shall be subject to the case management procedures (the “Case Management Order”) described below.

**Omnibus Hearing Dates**

3. This Court shall conduct the following Omnibus Hearings in the United States Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004:

February \_\_\_\_, 2008 at \_\_\_\_

March \_\_\_\_, 2008 at \_\_\_\_

April \_\_\_\_, 2008 at \_\_\_\_

May \_\_\_\_, 2008 at \_\_\_\_

June \_\_\_\_, 2008 at \_\_\_\_

April \_\_\_\_, 2008 at \_\_\_\_

4. Omnibus Hearing Dates will occur thereafter as may be scheduled by this Court. All matters requiring a hearing in these cases shall be set for and be heard on Omnibus Hearing Dates unless alternative hearing dates are approved by the Court for good cause shown.

**Scheduling Of Evidentiary Hearings**

5. If an objection or other responsive pleading is filed in response to a Filing, then the hearing on such matter may be an evidentiary hearing at which witnesses may testify, if the Court specifically orders on a case by case basis.

6. Motions, applications and requests for relief based on factual assertions shall be accompanied by duly-attested affidavits or declarations. If the objecting party intends to introduce evidence or witnesses, it must identify with reasonable particularity its proposed evidence and witnesses in its objection or other responsive pleading. The party making the Filing is required to identify its proposed evidence and witnesses within two business days of a written request therefor made by the objecting party, or within such later time as agreed to in writing by the parties.

7. Upon reasonable request, the parties shall provide copies of all proposed evidentiary exhibits and make all witnesses available for deposition at the expense of the requesting party and within a time period to reasonably facilitate conducting the evidentiary hearing as scheduled.

8. Any party who fails to identify its evidentiary exhibits or witnesses as provided herein may be precluded, at the Court's discretion, from presenting such evidentiary exhibits or witnesses at the hearing on the matter.

9. Nothing contained herein precludes any party from presenting proffers in connection with uncontested matters or agreeing with an opposing party to present proffers in any contested matter or otherwise stipulating certain facts or documents into evidence.

### **Electronic Filing**

10. Electronic Filing. Every Filing and Adversary Pleading shall be electronically filed on this Court's Electronic Filing System, except documents which may be filed under seal pursuant to Court order.

11. Consent To Electronic Filing. Each party that files a notice of appearance and a request for service of papers (a “Notice Request”), or a party who undertakes a Filing through the Court’s Electronic Filing System, shall be deemed to have consented to electronic notice (“Electronic Notice”), except: (a) any department or agency of the United States of America, (b) the Offices of the United States Attorney and United States Trustee, and (c) any party who, in its Notice Request, expressly asks to be exempt from electronic service and provides an explanation in writing as to the basis for the request. No party may send notice to, or communicate with, the Office of the United States Attorney by electronic means.

12. Notice List. The Debtors are authorized to establish a list of entities to receive notice of all matters (the “Notice List”). The Notice List will include: (a) the Debtor and its counsel of record; (b) the Office of the United States Trustee; (c) counsel to any official committees appointed by the Office of the United States Trustee (or the 60 largest creditors for the Debtor until an official creditors committee is established); (d) the parties in interest who formally request notice by filing a written request for notice with the Debtor or the Clerk of the Court; and (e) government agencies required to receive notice of proceedings under the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and the Local Bankruptcy Rules.

13. Notice for Rule 2004 Matters, except for key exceptions, as set forth in the Motion, in paragraph 44, need only be provided to the Notice List. The exceptions are: (i) notice of commencement of this case under chapter 11 of the Bankruptcy Code; (ii) the meeting of creditors required pursuant to section 341 of the Bankruptcy Code; (iii) the time fixed for filing proofs of claim pursuant to Bankruptcy Rule 3003(c); (iv) the time fixed for filing objections to and for the hearing to consider approval of a disclosure statement; (v) the time fixed for filing objections to and for the hearing to consider confirmation of a plan of reorganization; (vi) the

hearing on dismissal of the case, or its conversion to another chapter or the appointment of a Chapter 11 trustee; and (vii) the time fixed for accepting or rejecting a proposed modification to a plan of reorganization. For each of these matters, all parties in interest will receive notice. In the case of other proceedings, notice need only be given to the parties on the Notice List and to any other persons whose specific rights or interests are directly affected by such proceeding. The Notice List may also be used for pleadings, papers and proceedings, in addition to Rule 2002 Matters, that may be required by the Local Rules to be served upon parties in interest.

14. Service List. A email service list (the “Service List”) may be created wherein, and unless otherwise provided this Court, every motion, application, complaint, objection, notice, brief, memorandum, affidavit, declaration or other writing filed in these cases (but not including proofs of claims or proofs of interests) shall be served by email in electronic, “pdf” format (“Electronic Service”) to the parties on the Notice List, except: (a) any department or agency of the United States of America, including the Offices of the United States Attorney and United States Trustee, and (b) any party who, in its Notice Request, expressly asks to be exempt from Electronic Service and provides an explanation as to the basis for the request.

15. The initial Service List will consist of (i) The Debtors; Attn: Michele Bolduc, at Michele.Bolduc@Quebecorworldinc.com, (ii) proposed counsel for the Debtors: Michael J. Canning, Esq. and Joel M. Gross, Esq., at quebecorservice@aporter.com, and (iii) proposed conflicts counsel for the Debtors, Richards, Kibbe & Orbe LLP; Attn: Michael Friedman, Esq., at mfriedman@rkollp.com.

16. Any creditor or party in interest who wishes to receive notice in these cases and be on the Notice List, shall file a notice of appearance with the Court and request to be included on the Service List as part of their Notice Request.

17. To be included on the Service List, the party in interest must include in their Notice Request: (a) the name, organization (if any), full street address, phone number, fax number and current email address of the party requesting service<sup>2</sup>; (and b) if the requesting party is an attorney, the name of the person or entity that attorney represents. Any party who wishes to be exempt from providing an email address for the Service List must make a written request for such an exemption to counsel for the Debtors. The Debtors only need allow an exemption for good cause shown. If the Debtors do not agree to a requested exemption, such party may seek an exemption upon filing the appropriate motion with the Court after notice and a hearing.

18. Electronic Service on the Notice List shall satisfy all noticing obligations with regard to the Notice List, unless the party is exempt from Electronic Service pursuant to paragraph 13.

19. Contemporaneously herewith, the Debtors filed an application to employ Donlin, Recano & Company, Inc. (“Donlin, Recano”) as their claims and noticing agent (the “Claims Agent”). The Claims Agent maintains a website at [www.donlinrecano.com](http://www.donlinrecano.com), where electronic copies of all pleadings and other documents will be posted within three days of the Filing and may be viewed free of charge.

---

<sup>2</sup> Parties who include more than one email address in their Notice Request must designate only one email address as the official email address for effectuating service. The additional email addresses will be added to the Service List for informational purposes only.

20. Maintenance of Service Lists. On or about the first business day of each calendar month, counsel for the Debtors will file with the Court an updated copy of the Service List (“Monthly Service List”). The Monthly Service List shall indicate the month for which such list is being published. Donlin, Recano shall provide a copy of the most up-to-date version of the Monthly Service List to an party in interest requesting a copy of the same, and shall maintain copies of such lists on its website for these cases at [www.donlinrecano.com](http://www.donlinrecano.com). A Filing shall be deemed served on the Service List if it is served upon the most recent Monthly Service List that has been filed with the Court as if the day prior to the date of service.

21. Service by Electronic Mail The parties on the Service List shall be deemed to have consented to service by email in these cases. Service by email shall be subject to the following rules:

- (a) Email Subject Line. With respect to the service of any Filing, the subject line of the email shall include the following: (i) the Debtors’ case name, In re Quebecor World (USA) Inc., *et. al.*, (ii) the name of the party serving such a Filing and (iii) the title of the Filing being served. If the title of the Filing is too long to fit within the subject line of the email, the subject line shall contain a shortened version of such title, and the text of the email shall contain the full name of such Filing.
- (b) Email Attachments. All Filings served by email shall include access to a computer file containing the entire document, including the proposed form of order and any exhibits, attachments or other materials in “pdf” format, readable by Adobe Acrobat or other equivalent document reader programs commonly available without cost. The relevant Filing shall either be attached to the email in the format specified above or the email shall contain a link to such Filing in such format.
- (c) Alternative Service. Notwithstanding the foregoing, if a party on the Service List is unable to serve a Filing by email due to technological difficulties (*e.g.*, the electronic file is too large to send by email or the party’s email system is not functioning at the time of service), service by such a party on the Service List shall be adequate by hand or overnight delivery.

22. Certificates of Service and Notice. With respect to all Filings, an appropriate certificate of service indicating the party serving the Filing, the parties on which the Filing was served and the date and manner of service shall be filed with the Court within five business days of such service. Parties may certify in a certificate of service that they have served the Filing on the Service List, as appropriate, by referencing such list and the date thereof in a certificate of service. Such reference shall obviate the need to attach such Monthly Service List or names and addresses included therein to the certificate of service. All other parties not on such lists who have been served shall be identified by name and service address.

**Filing Deadlines: Motions, Applications, Objections, And Responses**

23. Filing Deadline. Except as otherwise provided by the Bankruptcy Code or the Bankruptcy Rules, the Debtors propose that for a Filing (other than a motion for relief from the automatic stay pursuant to 11 U.S.C. § 362(d)) to be heard at the next-scheduled Omnibus Hearing Date, a movant or applicant must file with this Court and serve through Electronic Service (or hand delivery, or facsimile, if Electronic Service is not available) such Filing at least ten days prior to the next-scheduled Omnibus Hearing Date (the “Filing Deadline”). If such Filing is served by other means, then the movant or applicant must file with this Court and serve such Filing at least thirteen days prior to the next-scheduled Omnibus Hearing Date. Except as otherwise ordered by the Court, if such Filing is filed and served (by Electronic Service, hand delivery, or facsimile) fewer than ten days prior to the next-scheduled Omnibus Hearing Date, the Debtors request that the hearing with respect to such Filing take place on the next Omnibus Hearing Date thereafter. Additionally, if such Filing is filed and served by mail fewer than thirteen days prior to the next-scheduled Omnibus Hearing Date, the hearing with respect to such Filing shall take place on the next Omnibus Hearing Date thereafter.

24. In the event a party cannot comply with the Filing Deadline, such party may shorten the Filing Deadline and have the Filing heard on the next Omnibus Hearing Date, if, and only if, for cause shown, this Court shortens such deadline.

25. Scheduling Of Automatic Stay Motions. Unless this Court orders otherwise, for good cause shown, where the Filing is a motion for relief from the automatic stay pursuant to 11 U.S.C. § 362(d) and where such motion is filed with the Court and served so as actually to be received more than 14 days before the upcoming Omnibus Hearing Date, then the preliminary hearing date for such matter shall be set on such upcoming Omnibus Hearing Date. Where the Filing in such matter is filed with the Court and served fewer than 14 days before the upcoming Omnibus Hearing Date, then the preliminary hearing for such matter shall be set at the Omnibus Hearing Date following the upcoming Omnibus Hearing Date. Except as specifically set forth herein, all other procedures for such motions shall otherwise conform to the Local Rules and the Bankruptcy Rules.

26. Objection Deadline. In the event that a Filing is a motion or application for relief, any objection shall be filed with the Court and served so as to be actually received by the moving party: (a) on the seventh calendar date before the applicable Omnibus Hearing Date (or such other date upon which the Court will consider the Filing) if the Filing is filed and served so as to be received at least 20 days prior to the applicable Omnibus Hearing Date; (b) on the third calendar date or the second business date, whichever date occurs first, before the applicable Omnibus Hearing Date (or such other date upon which the Court will consider the Filing) if the Filing is filed and served so as to be received fewer than 20, but at least 10 days prior to, the applicable Omnibus Hearing Date; or (c) as otherwise ordered by this Court.

27. The relief requested in any Filing may be granted without a hearing if no objection is timely filed. Should a timely objection be submitted, the party filing the initial motion shall be allowed, but not required, to file a reply to such objection or other responsive pleading at any time prior to 10:00 am (New York City time) on the business day prior to the applicable Omnibus Hearing Date.

28. Requests for Shortened Notice. Upon a showing of good cause, a party in interest may move the Court for: (a) emergency consideration of a Motion at a hearing before the next Omnibus Hearing and upon shortened notice (an “Emergency Hearing”); (b) consideration of a Motion at the next Omnibus Hearing upon shortened time; or (c) some other reduction of a time period under Bankruptcy Rules 9006(b) or 9006(c) or the Case Management Order. Any party in interest seeking an Emergency Hearing shall contact the Court in advance to schedule a telephone conference to consider the request. Any such telephone conferences shall include the party requesting an expedited hearing, counsel to the Debtors, counsel to the Debtors’ post-petition lenders, and the United States Trustee, unless the Court, in its discretion, determines otherwise or such parties decline the opportunity, or fail, to participate.

29. Violation of Procedures. If any party violates the procedures detailed in the Case Management Order -- for example, by setting a matter for the next regularly scheduled Omnibus Hearing without adequate notice or by setting a matter for a date other than a Omnibus Hearing date without prior approval from the Court -- the Debtors shall forward a copy of the Case Management Order to such party within five business days after such defective filing. Once the notice is corrected and served, the matter shall be scheduled in accordance with the Filing Deadlines set forth herein.

### **Additional Procedures**

30. Bridge Orders Not Required in Certain Circumstances. If a Motion to extend the time to take any action is filed before the expiration of the period prescribed by the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules or the provisions of any order entered by this Court, the time shall automatically be extended until the Court acts on the Motion, without the necessity for the entry of a bridge order.

31. Preliminary Hearing Agenda. By 4:00 p.m. (New York City time) on the third business day prior to any Omnibus Hearing, counsel to the Debtors shall file with the Court a preliminary agenda for the hearing (the “Preliminary Agenda”) and shall serve such agenda in accordance with the Case Management Order. Each Preliminary Agenda shall set forth (a) the docket number and title of each matter scheduled for the Omnibus Hearing; (b) all related pleadings, including any Objections filed to date and any Certificates of No Objection, and, as a result, whether each matter is contested or uncontested; (c) whether any matters have settled or at such time are proposed to be adjourned at a subsequent hearing date; and (d) other comments that will assist the Court in preparing the Omnibus Hearing. To the extent possible, contested matters for which an evidentiary hearing is scheduled to be conducted shall be placed at the end of the proposed Preliminary Agenda. The Preliminary Agenda is a proposal for the convenience of the Court and counsel, and it is not intended to be determinative of the matters ultimately to be heard at the Omnibus Hearing or the order at which such matters are to be heard.

32. Final Hearing Agenda. By 4:00 p.m. (New York City Time) on the business day prior to any Omnibus Hearing, counsel to the Debtors shall file with the Court a final agenda (the “Final Agenda”) and serve such agenda in accordance with the Case Management Order. The Final Agenda shall contain the same information as the Preliminary Agenda, but shall update

such information with any new pleadings filed for the Omnibus Hearing since the preparation of the Preliminary Agenda (the “New Filings”) and any change in status for any agenda items. The Final Agenda is not intended to be determinative of the order in which the matters set forth therein are to be heard.

33. Telephone Appearance at Hearings. To the extent any party requests permission from the Court to appear telephonically at a hearing due to the special circumstances, such party is required to notify counsel for the Debtors in writing regarding such request at least three business days prior to the applicable hearing date. Information regarding any such telephonic participation shall be noted in the Preliminary Agenda and the Final Agenda.

34. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

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

36. The entry of this Order is without prejudice to the Debtors’ right or the right of any other party-in-interest, to request further relief and administration procedures as necessary with regard to omnibus hearings, notice and case management procedures.

37. A final hearing on this motion is scheduled for February \_\_\_\_, 2008 at \_\_\_\_\_.

38. The requirement set forth in Rule 9013-1(b) of the Local Bankruptcy Rules for the Southern District of New York that any motion or other request for relief be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Motion or otherwise waived.

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

Dated: January \_\_, 2008

---

United States Bankruptcy Judge