

**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

Honorable James M. Peck

**ORDER UNDER 11 U.S.C. §§ 105(A), 363, 1107 AND 1108 AUTHORIZING PAYMENT
OF CERTAIN ESSENTIAL PREPETITION
SHIPPING AND WAREHOUSING CHARGES INCLUDING FOR GOODS IN TRANSIT**

This matter coming before the Court on the motion (the “Motion”) by the above-captioned Debtors seeking authorization pursuant to sections 105(a), 363, 1107 and 1108 of the Bankruptcy Code granting the Debtors authorization to pay certain prepetition shipping and delivery charges including for goods in transit; the Court having reviewed the Motion and having heard the statements of counsel in support thereof at a hearing (the “Hearing”) before the Court; the Court finding that (i) it has jurisdiction over this Motion under 28 U.S.C. §§ 157 and 1334, (ii) this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), (iii) venue of this proceeding and this Motion is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409, (iv) notice of the Motion and the Hearing was sufficient under the circumstances, and (v) good cause exists for the relief requested in the Motion;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. Pursuant to sections 105(a), 363, 1107 and 1108 of the Bankruptcy Code, to the extent deemed necessary and appropriate by the Debtors, the Debtors are authorized on the terms

set forth in this Order to pay (a) certain prepetition shipping and delivery charges to Shippers and Warehousemen (as defined in the Motion) for goods in transit that the Debtors determine, in the exercise of their business judgment, to be necessary and appropriate in order to obtain the release of raw materials, inventory, finished goods, tooling, machinery and equipment (collectively, the “Goods”) held by such Shippers and Warehousemen and (b) such other prepetition expenses that the Debtors determine, in the exercise of their business judgment, to be necessary and appropriate (i) to obtain Goods in transit and satisfy the liens, if any, in respect thereof, (ii) to satisfy valid liens on Goods which were shipped or stored by Shippers and Warehousemen, or (iii) to prevent Shippers and Warehousemen from pursuing collection against the Debtors’ customers.

3. With respect to any payments that are made on account of prepetition obligations, in return for payment of the Shipping and Warehousing Charges (as defined in the Motion) in the ordinary course of business, unless otherwise waived by the Debtors in their sole discretion, the Shippers and Warehousemen shall (i) continue to provide services to the Debtors during the pendency of the Chapter 11 Cases on the most favorable terms that existed prior to the Petition Date and (ii) agree that they shall not be able to cancel on less than 90 days notice any contract or agreement pursuant to which they provide services to the Debtors.

4. If any Shipper or Warehouseman accepts payment on account of a prepetition obligation of the Debtors and thereafter does not continue to provide services to the Debtors on the most favorable prepetition terms, any payments made to such Shipper or Warehouseman shall be deemed an avoidable postpetition transfer under section 549 of the Bankruptcy Code and, therefore, shall be recoverable by the Debtors in cash upon written request. Upon recovery by the Debtors, such claim shall be reinstated as a prepetition claim in the amount so recovered.

5. The Debtors are authorized, but not directed, to obtain written verification, before issuing payment to a Shipper or Warehouseman, that such Shipper and Warehouseman will (a) continue to provide services to the Debtors during the pendency of these Chapter 11 Cases on the most favorable terms that existed prior to the Petition Date and (b) agree that they will not be permitted to cancel on less than 90 days notice any contract or agreement pursuant to which they provide services to the Debtors; provided, however, that the absence of such written verification shall not limit the Debtors' rights under this Order.

6. Nothing in this Order shall preclude a Shipper or Warehouseman from contesting such treatment by making a written request to the Debtors to schedule a hearing before this Court, which hearing the Debtors shall set at the next regularly scheduled omnibus hearing date occurring more than ten days after receipt of such Shipper's or Warehouseman's request.

7. This Order shall be effective and enforceable upon entry.

8. To the extent that any affiliate of the Debtors subsequently commences a chapter 11 case that is jointly administered with these Chapter 11 Cases, the relief granted pursuant to this Order shall apply to such debtor and its bankruptcy estate.

9. Pursuant to Rule 9013-1 of the Local Bankruptcy Rules, because there are no novel issues of law presented, the requirement that the Debtors file a separate memorandum of law is waived.

Dated: New York, New York
January 23, 2008

s/ James M. Peck
UNITED STATES BANKRUPTCY JUDGE