

**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 AUTHORIZING RETENTION AND EMPLOYMENT OF DONLIN,  
RECANO & COMPANY, INC, AS CLAIMS, NOTICE, AND BALLOTING AGENT**

Upon the application (the “Application”) of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) for an order authorizing the retention and employment of Donlin, Recano & Company, Inc. (“Donlin, Recano”), as agent for the clerk of the United States Bankruptcy Court for the Southern District of New York (the “Clerk”), under 28 U.S.C. § 156(c) and Rule 5075-1 of the Local Bankruptcy Rules, pursuant to the terms of the Standard Claims Administration and Noticing Agreement (the “Agreement”) attached to the Application as Exhibit B to, among other things, (i) distribute required notices to parties-in-interest, (ii) receive, maintain, docket, and otherwise administer the proofs of claim filed in the Debtors' Chapter 11 cases, (iii) assist in the solicitation process, and (iv) provide such other administrative services that the Debtors may require; and upon the Affidavit of Louis A. Recano submitted in support of and attached as Exhibit A to the Application; and the Debtors having estimated that there are thousands of creditors and other potential parties-in-interest in these

Chapter 11 cases, many of which are expected to file proofs of claim; and it appearing that the receiving, docketing, and maintaining of proofs of claim would be unduly time consuming and burdensome for the Clerk; and the Court being authorized under 28 U.S.C. §156(c) and Rule 5075-1 of the Local Bankruptcy Rules, to utilize, at the Debtors' expense, outside agents and facilities to provide notices to parties in bankruptcy cases and to receive, docket, maintain, photocopy, and transmit proofs of claim; and the Court being satisfied that Donlin, Recano has the capability and experience to provide such services and that Donlin, Recano does not hold an interest adverse to the Debtors or their estates; and good and sufficient notice of the Application having been given; and no other or further notice being required; and it appearing that the employment of Donlin, Recano is in the best interests of the Debtors, their estates, creditors, and other parties-in-interest; and sufficient cause appearing therefore; it is hereby

ORDERED that the Application is approved as set forth herein; and it is further

ORDERED that the Debtors are authorized to retain Donlin, Recano nunc pro tunc to the date of the filing of these cases to provide the noticing and other services set forth in the Agreement and to receive, maintain, record, and otherwise administer the proofs of claim filed in these Chapter 11 cases; and it is further

ORDERED that Donlin, Recano is appointed as agent for the Clerk and custodian of court records and, as such, is designated as the authorized repository for all proofs of claim filed in these Chapter 11 cases and is authorized and directed to maintain official claims registers for each of the Debtors and to provide the Clerk with a certified duplicate thereof on a monthly basis unless otherwise directed by the Clerk; and it is further

ORDERED that Donlin, Recano is authorized and directed to perform all related tasks to process the proofs of claim and maintain a claims register including, without limitation:

- (a) notify all potential creditors of the filing of the Debtors' bankruptcy petitions and of the setting of the first meeting of creditors, pursuant to Bankruptcy Code § 341, under the proper provisions of the Bankruptcy Code and the Bankruptcy Rules;
- (b) maintain an official copy of the Debtors' schedules of assets and liabilities and statement of financial affairs (collectively, the "Schedules") listing the Debtors' known creditors and the amounts owed thereto;
- (c) notify all potential creditors of the existence and amount of their respective claims, as evidenced by the Debtors' books and records and as set forth in their Schedules;
- (d) furnish a notice of the last day for the filing of proofs of claim and a form for the filing of a proof of claim, after such notice and form are approved by this Court;
- (e) file with the Clerk an affidavit or certificate of service which includes a copy of the notice, a list of persons to whom it was mailed (in alphabetical order), and the date the notice was mailed, within 10 days of service;
- (f) docket all claims received, maintain the official claims registers (the "Claims Registers") for each of the Debtors on behalf of the Clerk, and provide the Clerk with certified duplicate unofficial Claims Registers on a monthly basis, unless otherwise directed;
- (g) specify, in the applicable Claims Register, the following information for each claim docketed: (i) the claim number assigned, (ii) the date received, (iii) the name and address of the claimant and agent, if applicable, who filed the claim, (iv) the filed amount of the claim, if liquidated, and (v) the classification(s) of the claim (e.g. secured, unsecured, priority, etc.) according to the proof of claim;
- (h) relocate, by messenger, all of the actual proofs of claim filed to Donlin, Recano, not less than weekly;
- (i) record all transfers of claims and provide any notices of such transfers required by Bankruptcy Rule 3001;
- (j) make changes in the Claims Register pursuant to Court Order;
- (k) upon completion of the docketing process for all claims received to date by the Clerk's office, turn over to the Clerk copies of the Claims Registers for the Clerk's review;
- (l) maintain the Claims Register for public examination without charge during regular business hours;

(m) maintain the official mailing list for each Debtor of all entities that have filed a proof of claim, which list shall be available upon request by a party-in-interest or the Clerk;

(n) assist with, among other things, solicitation, calculation, and tabulation of votes and distribution, as required in furtherance of confirmation of the Plan;

(o) provide and maintain a website where parties can view claims filed, status of claims, and pleadings or other documents filed with the Court by the Debtors;

(p) 30 days prior to the close of these cases, an order dismissing Donlin, Recano shall be submitted terminating its services upon completion of its duties and responsibilities and upon the closing of these cases; and

(q) at the close of the case, box and transport all original documents in proper format, as provided by the Clerk's office, to the Federal Records Center;

and it is further

ORDERED that the Debtors may utilize other services offered by Donlin, Recano such as other disbursing and other related administrative services that may be requested by the Debtors, including but not limited to assisting the Debtors with the preparation of master creditor lists and any amendments thereto, and to the extent necessary, gathering data in conjunction with the preparation of the Debtors' Schedules; and it is further

ORDERED that the Debtors are authorized and directed to obtain a special post office box for the receipt of proofs of claim; and it is further

ORDERED that the Debtors are authorized to execute such documents, take such action, and do such things as may be necessary to implement and effectuate the terms of this Order; and it is further

ORDERED that Donlin, Recano is authorized to take such further and other action to comply with all duties set forth in the Application; and it is further

ORDERED that the Debtors are authorized to compensate Donlin, Recano on a monthly basis, in accordance with the Agreement, upon the receipt of reasonably detailed invoices setting forth the services provided by Donlin, Recano in the prior month and the rates charged for each, and to reimburse Donlin, Recano for all reasonable and necessary expenses it may incur, upon the presentation of appropriate documentation, without the need for Donlin, Recano to file any fee applications or otherwise seek Court approval for the compensation of its services and reimbursement of its expenses, and such fees and expenses of Donlin, Recano shall be treated as administrative expenses of the Debtors' Chapter 11 estates; and it is further

ORDERED that Donlin, Recano shall maintain records of all services provided, showing dates, categories of services, fees charged, and expenses incurred; and it is further

ORDERED that Donlin, Recano shall serve monthly invoices on the Debtors, Counsel for the Debtors, the Office of the United States Trustee and any other official committees that may be appointed in these cases; and it is further

ORDERED that if these cases convert to cases under Chapter 7 of the Bankruptcy Code, Donlin, Recano will continue to be paid for its services until the claims filed in these Chapter 11 cases have been completely processed, and that if claims agent representation is necessary in the converted Chapter 7 cases, Donlin, Recano will continue to be paid in accordance with 28 U.S.C. § 156(c) on the terms set forth in this Order; and it is further

ORDERED that, in the event Donlin, Recano is unable to provide the services set out in this Order, Donlin, Recano will immediately notify the Clerk and the Debtors and their counsel and cause to have all original proofs of claim and computer information turned over to another claims, notice, and balloting agent with the advice and consent of the Clerk and the Debtors and their counsel; and it is further

ORDERED that, pursuant to Rule 9013-1(b) of the Local Rules for the United States Bankruptcy Court for the Southern District of New York, the requirement that the Debtors file a memorandum of law in support of the Application is waived; and it is further

ORDERED that this Court shall retain jurisdiction over all matters arising from or related to the interpretation and implementation of this Order.

Dated: New York, New York  
January 23, 2008

*s/ James M. Peck*  
UNITED STATES BANKRUPTCY JUDGE