

Hearing Date: February 13, 2008 at 5:00 a.m.
Objection Deadline: February 11, 2008 at 4:00 p.m.

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*Proposed Counsel for the Debtors
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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

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

Debtors.

Chapter 11

Case No. 08-10152(JMP)
Jointly Administered

Honorable James M. Peck

**NOTICE OF HEARING ON MOTION OF THE
DEBTORS FOR ENTRY OF AN ORDER AUTHORIZING
THE ASSUMPTION OF EXECUTORY CONTRACTS WITH
CERTAIN FREIGHT SHIPMENT STATIONS AND FOR AN
INTERIM EMERGENCY ORDER AUTHORIZING THE PAYMENT
OF CERTAIN PREPETITION AMOUNTS DUE TO THE FREIGHT STATIONS**

PLEASE TAKE NOTICE THAT:

1. On January 29, 2008, the Debtors filed a Motion of the Debtors for Entry of an Order Authorizing the Assumption of Executory Contracts With Certain Freight Shipment Stations and for an Interim Emergency Order Authorizing the Payment of Certain Prepetition Amounts Due to the Freight Stations (the "**Stations Motion**").

2. On January 30, 2008, the Court entered an Interim Emergency Order Authorizing The Payment Of Prepetition Obligations To Certain Freight Forwarding Stations And Scheduling A Final Hearing (the “**Interim Order**”).

3. Final Hearing: The Court has scheduled the final hearing (the “**Final Hearing**”) on the **Stations Motion** for February 13, 2008 at 10:00 a.m. at the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408.

4. A copy of the **Interim Order** is attached and also can be viewed on the Court’s website, ecf.nysb.uscourts.gov, or on the website maintained by Donlin, Recano & Company, the Debtors’ Claims and Noticing Agent, at www.donlinrecano.com. A copy of the **Stations Motion** can be viewed on the Court’s website ecf.nysb.uscourts.gov or at www.donlinrecano.com.

5. Objections: Objections, if any, to the **Stations Motion (“Objections”)**, must comply with the Federal Rules of Bankruptcy Procedure and the **Interim Order**, and must set forth in writing a description of the basis therefor, must be filed in accordance with the Local Bankruptcy Rules for the Southern District of New York, must comply with the Case Management Order entered in these chapter 11 cases, and must be filed with the Court and served upon the following parties (the “**Notice Parties**”): (i) the Debtors, Quebecor World (USA) Inc., *et al.*, 299 State Street, North Haven, Connecticut 06473 (Attn: Laura Norden, Esq.); (ii) Arnold & Porter LLP, 399 Park Avenue, New York, New York, 10022 (Attn: Michael J. Canning, Esq.); (iii) Shearman & Sterling LLP, counsel to the Administrative Agent for the postpetition lenders, 599 Lexington Avenue, New York, New York 10022 (Attn: Douglas P. Bartner, Esq.); (iv) Latham & Watkins, LLP, counsel to the agent for the prepetition lenders, Sears Tower, Suite 5800, 233 South Wacker Drive, Chicago, Illinois 60606 (Attn: Richard A. Levy, Esq.); (v) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York, 10004; (vi) Mayer Brown, counsel to the agent under the existing receivables facility, 1675 Broadway, New York, New York 10019-5820 (Attn: Andrew R. Taggart, Esq.); (vii) Luskin, Stern & Eisler LLP, counsel to Societe Generale, 330 Madison Avenue, Suite 3400, New York, New York 10017 (Attn: Michael Luskin, Esq.); (viii) Ogilvy Renault LLP, counsel to Quebecor World, Inc., Suite 3800, Royal Bank Plaza, South Tower, 200 Bay Street, Toronto, Ontario, M5J 2Z4 (Attn: Derrick C. Tay); and (ix) Allen & Overy LLP, counsel to the Monitor, 1221 Avenue of the Americas, New York, New York 10020 (Attn: Ken Coleman, Esq.).

6. Objection Deadline: Any **Objections** must be filed with the Court and served on the parties listed above so that such **Objections** are *actually received* by the **Notice Parties** by **4:00 p.m. Eastern Time on February 11, 2008**.

Dated: January 30, 2008
New York, New York

Respectfully submitted,

ARNOLD & PORTER LLP

By: /s/ Michael J. Canning
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*Proposed Counsel for the Debtors
and Debtors-in-Possession¹*

¹ 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 Hazletton 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.

**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

**INTERIM EMERGENCY ORDER AUTHORIZING THE PAYMENT OF
PREPETITION OBLIGATIONS TO CERTAIN FREIGHT
FORWARDING STATIONS AND SCHEDULING A FINAL HEARING**

Upon the motion (the “Motion”)¹ of the above-captioned debtors (collectively, the “Debtors”) for entry of an Order authorizing the Debtors to assume certain executory contracts with certain freight forwarding contractors (the “Stations”) and for entry of an Interim Emergency Order authorizing the payment of certain prepetition obligations to the Stations; 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 immediate and irreparable harm will occur if this Interim Emergency Order is not entered: 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 therefore and there being no objection to the relief requested in the Motion, it is hereby ORDERED:

1. The Motion is GRANTED as set forth herein.

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

2. The Debtors are authorized to make payments to the Stations for the weeks of January 21, 2008, January 28, 2008, and February 4, 2008, in such amounts as would have been paid but for the filing of these Cases, and without regard as to whether the service being compensated took place prepetition or post-petition.

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

4. A final hearing on this Motion shall take place on February 13, 2008 at 10:00 am.

5. 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 Application or otherwise waived.

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

Dated: New York, New York
January 30, 2008

s/ James M. Peck
United States Bankruptcy Judge