

Hearing Date: February 21, 2008 at 10:00 a.m.
Objection Deadline: February 14, 2008 at 4:00 p.m.

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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 FINAL HEARING ON MOTION OF THE DEBTORS
FOR AN INTERIM ORDER (A) AUTHORIZING THE DEBTORS
TO CONTINUE TO PAY AND HONOR CERTAIN PREPETITION CLAIMS FOR
(I) WAGES, SALARIES, EMPLOYEE BENEFITS AND OTHER COMPENSATION, (II)
WITHHOLDINGS AND DEDUCTIONS AND (III) REIMBURSABLE EXPENSES; (B)
AUTHORIZING THE DEBTORS TO CONTINUE TO PROVIDE EMPLOYEE
BENEFITS IN THE ORDINARY COURSE OF BUSINESS; (C) AUTHORIZING THE
DEBTORS TO PAY ALL RELATED COSTS AND EXPENSES; (D) DIRECTING
BANKS TO RECEIVE, PROCESS, HONOR AND PAY ALL CHECKS PRESENTED
FOR PAYMENT AND ELECTRONIC PAYMENT REQUESTS RELATING TO THE
FOREGOING; AND (E) SETTING A FINAL HEARING**

PLEASE TAKE NOTICE THAT:

1. On January 22, 2008, the Debtors filed a Motion of the Debtors for and Interim Order (A) Authorizing the Debtors to Continue to Pay and Honor Certain Prepetition Claims for (I) Wages, Salaries, Employee Benefits and Other Compensation, (II) Withholdings and Deductions and (III) Reimbursable Expenses; (B) Authorizing the Debtors to Continue to Provide Employee Benefits in the Ordinary Course Of Business; (C) Authorizing the Debtors to Pay All

Related Costs And Expenses; (D) Directing Banks To Receive, Process, Honor And Pay All Checks Presented for Payment and Electronic Payment Requests Relating to the Foregoing; and (E) Setting a Final Hearing (the “**Wages and Benefits Motion**”).

2. On January 23, 2008, the Court entered an Interim Order (A) Authorizing the Debtors to Continue to Pay and Honor Certain Prepetition Claims for (I) Wages, Salaries, Employee Benefits and Other Compensation, (II) Withholdings and Deductions and (III) Reimbursable Expenses; (B) Authorizing the Debtors to Continue to Provide Employee Benefits in the Ordinary Course Of Business; (C) Authorizing the Debtors to Pay All Related Costs And Expenses; (D) Directing Banks To Receive, Process, Honor And Pay All Checks Presented for Payment and Electronic Payment Requests Relating to the Foregoing; and (E) Setting a Final Hearing (the “**Interim Order**”).

3. Final Hearing: The Court has scheduled the final hearing (the “**Final Hearing**”) on the **Wages and Benefits Motion** for February 21, 2008 at 10:00 a.m. in Courtroom 601 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 **Wages and Benefits 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 **Wages and Benefits Motion** (“**Objections**”), must comply with the Federal Rules of Bankruptcy Procedure and the **Interim Order**, must comply with the Federal Rules of Bankruptcy Procedure, 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 this case, and must be served on the following parties (the “**Notice Parties**”): (i) Arnold & Porter LLP, 399 Park Avenue, New York, New York, 10022 (Attn: Michael J. Canning, Esq.); (ii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York, 10004; and (iii) 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 14, 2008**.

Dated: February 1, 2008
New York, New York

Respectfully submitted,

ARNOLD & PORTER LLP

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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 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.

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INTERIM ORDER (A) AUTHORIZING THE DEBTORS TO CONTINUE TO PAY AND HONOR CERTAIN PREPETITION CLAIMS FOR (I) WAGES, SALARIES, EMPLOYEE BENEFITS AND OTHER COMPENSATION, (II) WITHHOLDINGS AND DEDUCTIONS AND (III) REIMBURSABLE EXPENSES; (B) AUTHORIZING THE DEBTORS TO CONTINUE TO PROVIDE EMPLOYEE BENEFITS IN THE ORDINARY COURSE OF BUSINESS; (C) AUTHORIZING THE DEBTORS TO PAY ALL RELATED COSTS AND EXPENSES; (D) DIRECTING BANKS TO RECEIVE, PROCESS, HONOR AND PAY ALL CHECKS PRESENTED FOR PAYMENT AND ELECTRONIC PAYMENT REQUESTS RELATING TO THE FOREGOING; AND (E) SETTING A FINAL HEARING

Upon the motion (the "Motion")¹ of the above-captioned debtors (collectively, the "Debtors") for entry of an Interim Order (a) authorizing the Debtors to continue to pay and honor certain prepetition claims for, among other things (i) wages, salaries and other compensation, (ii) withholdings and deductions and (iii) reimbursable employee expenses; (b) authorizing the Debtors to continue to provide all employee health benefits and all other employee benefits in the ordinary course of business; (c) authorizing the Debtors to pay all related costs and expenses; (d) directing banks to receive, honor and pay all checks and electronic payment requests related

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

to the foregoing; and (e) setting a final hearing; 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; and it appearing that the Debtors will suffer immediate and irreparable harm within the context of Bankruptcy Rule 6003 should this Interim Order not be 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 therefor, it is hereby ORDERED:

1. The Motion is GRANTED as set forth herein.
2. The Debtors are authorized to pay the accrued prepetition Wages and Benefits to the Employees.
3. The Debtors are authorized to pay each Employee his or her portion of the Profit Sharing Plans which accrued prepetition or are related to the prepetition period, so long as the total compensation to the Employee is less than \$10,950.
4. The Debtors are authorized to (a) forward the prepetition Deductions to the applicable third party recipients on a postpetition basis, in the ordinary course of business, as routinely done prior to the Petition Date and (b) honor and process the prepetition obligations with respect to the Payroll Taxes on a postpetition basis, in the ordinary course of business.
5. The Debtors are authorized to (a) continue reimbursing the Reimbursable Expenses, in accordance with prepetition practices, (b) modify their prepetition policies relating

thereto as they deem appropriate and (c) pay all Reimbursable Expenses that relate to the prepetition period.

6. The Debtors are authorized to continue to honor the Employee Benefits described in the Motion on a postpetition basis, and to pay any obligations owing with respect thereto, including any obligations incurred prior to the Petition Date.

7. The Debtors are authorized to (a) allow their Employees to take Vacation Time in the ordinary course of business on a going forward basis including Vacation Time accrued for work prior to the Petition Date and (b) pay Unpaid Vacation upon termination or retirement in accordance with prior practice.

8. All applicable banks and other financial institutions are authorized and directed, when requested by the Debtors, in the Debtors' sole discretion, to receive, process, honor and pay any and all checks drawn on the Debtors' accounts in respect of Employee Wages and Benefits, Commissioned Employees, related Deductions and Withholdings, Reimbursable Expenses, Prepetition Processing Costs, Employee Obligations to the Employees on account of any uncashed checks issued in connection with the payroll issued immediately prior to the Petition Date, and such other payments as authorized by this Order, whether such checks were presented prior to or after the Petition Date; provided that sufficient funds are available in the Debtors' bank accounts or under postpetition financing facility to cover such payments; and provided further, that all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Order.

9. The Debtors are authorized to issue new checks or electronic transfers on a postpetition basis on account of the obligations set forth above in the event that their banks or financial institutions fail to honor the payment of such prepetition obligations.

10. The Debtors retain the right to modify, change and discontinue any of the Employee Obligations and Benefits, and the policy related to the Reimbursable Expenses and to implement new Employee Obligations and Benefits in the ordinary course of business during the Chapter 11 Cases in their sole discretion without the need for further Court approval. The forgoing is not intended to modify the Debtors' obligations under any applicable collective bargaining agreement.

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

12. A Final Hearing is set for February 21, 2008, at 10:00 a.m., on this Motion, as well as any subsequent motion filed by the Debtors with respect to employee compensation as long as such motion is filed by February 1, 2008.

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

14. 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.

15. 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 23, 2008

s/ James M. Peck
United States Bankruptcy Judge