

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

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*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(JMP)
Jointly Administered

Honorable James M. Peck

**NOTICE OF FINAL HEARING ON 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**

PLEASE TAKE NOTICE THAT:

1. On January 22, 2008, the Debtors filed a 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 “**Case Management Motion**”).

2. On January 23, 2008, the Court entered an 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 (the “**Interim Order**”).

3. Final Hearing: The Court has scheduled the final hearing (the “**Final Hearing**”) on the **Case Management 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 **Case Management 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 **Case Management 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) 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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Michael J. Canning (MC 8060)

*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 Waukeec 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

Honorable James M. Peck

**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")¹ 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:

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. 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 21, 2008 at 10:00 am

March 20, 2008 at 10:00 am

April 17, 2008 at 10:00 am

May 22, 2008 at 10:00 am

June 19, 2008 at 10:00 am

July 17, 2008 at 10:00 am

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 service²; (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 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, 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.

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

² 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.

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. 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 21, 2008 at 10:00 am.

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: New York, New York
January 23, 2008

s/ James M. Peck
United States Bankruptcy Judge