

**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  
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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 FOR ORDER  
AUTHORIZING THE DEBTORS TO (I) CONTINUE TO USE  
EXISTING CASH MANAGEMENT SYSTEM AND BANK ACCOUNTS,  
(II) CONTINUE INTERCOMPANY TRANSACTIONS AND PROVIDE  
ADMINISTRATIVE PRIORITY STATUS TO POSTPETITION INTERCOMPANY  
CLAIMS, (III) CONTINUE TO USE EXISTING CHECKS AND BUSINESS FORMS  
AND (IV) CONTINUE TO USE EXISTING INVESTMENT PRACTICES**

**PLEASE TAKE NOTICE THAT:**

1. On January 22, 2008, the Debtors filed a Motion for Order Authorizing the Debtors to (I) Continue to Use Existing Cash Management System and Bank Accounts, (II) Continue Intercompany Transactions and Provide Administrative Priority Status to Postpetition Intercompany Claims, (III) Continue to Use Existing Checks and Business Forms and (IV) Continue to Use Existing Investment Practices (the "**Cash Management Motion**").

2. On January 23, 2008, the Court entered an Interim Order Authorizing the Debtors to (I) Continue to Use Existing Cash Management System and Bank Accounts, (II) Continue Intercompany Transactions and Provide Administrative Priority Status to Postpetition Intercompany Claims, (III) Continue to Use Existing Checks and Business Forms and (IV) Continue to Use Existing Investment Practices (the “**Interim Order**”).

3. Final Hearing: The Court has scheduled the final hearing (the “**Final Hearing**”) on the **Cash 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](http://ecf.nysb.uscourts.gov), or on the website maintained by Donlin, Recano & Company, the Debtors’ Claims and Noticing Agent, at [www.donlinrecano.com](http://www.donlinrecano.com). A copy of the **Cash Management Motion** can be viewed on the Court’s website [ecf.nysb.uscourts.gov](http://ecf.nysb.uscourts.gov) or at [www.donlinrecano.com](http://www.donlinrecano.com).

5. Objections: Objections, if any, to the **Cash 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) 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 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-Possession<sup>1</sup>*

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<sup>1</sup> 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.

**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 AUTHORIZING THE DEBTORS TO (I) CONTINUE TO USE  
EXISTING CASH MANAGEMENT SYSTEM AND BANK ACCOUNTS, (II)  
CONTINUE INTERCOMPANY TRANSACTIONS AND PROVIDE ADMINISTRATIVE  
PRIORITY STATUS TO POSTPETITION INTERCOMPANY CLAIMS, (III)  
CONTINUE TO USE EXISTING CHECKS AND BUSINESS FORMS AND (IV)  
CONTINUE TO USE EXISTING INVESTMENT PRACTICES**

This matter coming before the court on the motion (the "Motion") by the above-captioned Debtors seeking authorization to (I) continue to use their existing cash management system and bank accounts, (II) continue intercompany transactions and provide administrative priority status to postpetition intercompany claims, (III) continue to use existing checks and business forms and (IV) continue to use existing investment practices; 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, including under section 345(b) of the Bankruptcy Code for the Debtors' request for authority to continue to invest and deposit funds in accordance with the terms of this Order;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Debtors are authorized to continue to use the Cash Management System (as described in the Motion), including the continued use of existing bank accounts, including but not limited to the accounts as described in Schedule I hereto (the "Bank Accounts"), with the same names and account numbers as existed immediately prior to the Petition Date, except as may be otherwise required by any order authorizing postpetition financing.
3. The Debtors are authorized to deposit funds in and withdraw funds from the Bank Accounts by all usual means, including, but not limited to, checks, wire transfers, electronic funds transfers and other debits, and to otherwise treat the prepetition Bank Accounts (and any accounts opened postpetition) for all purposes as debtor-in-possession accounts.
4. Any requirement to establish separate accounts for cash collateral and/or tax payments is hereby waived.
5. All banks with which the Debtors maintain their Bank Accounts are hereby authorized to continue to maintain, service and administer such accounts in accordance with existing practices, except that such banks shall not be authorized to honor any check issued or dated prior to the Petition Date absent an order of this Court, provided, however, that, as requested in the *Motion of the Debtors for Entry of 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 "Wage and Benefit Motion"), all banks and financial institutions shall be authorized and directed, when requested by the Debtors in writing, in the Debtors' sole discretion, to receive, process, honor and pay any and all checks drawn on the Debtors' Bank Accounts related to wages, benefits and related deductions and withholdings, all as more fully set forth in the Wage and Benefit Motion. It shall be the Debtors' responsibility to instruct all banks in writing as to which checks, wires or other transfers should be honored as either pre or post petition payments. The banks shall use reasonable efforts to comply with all instructions from the Debtors in this regard.

6. Nothing in this Order shall prevent the Debtors from opening new debtor-in-possession bank accounts or closing any existing Bank Account as they deem necessary and appropriate, in the ordinary course of business or pursuant to any order regarding postpetition financing or the use of cash collateral.

7. The Debtors are authorized to continue to engage in intercompany transactions in the ordinary course of business and/or pursuant to any applicable intercompany agreements, to the extent provided for in the Motion, except as may be otherwise required by any order authorizing postpetition financing and/or the use of cash collateral.

8. The Debtors are authorized to continue to use their existing correspondence and business forms, which forms shall not be required to include the legend "Debtor-In-Possession" or other similar legend.

9. The Debtors are authorized to continue to use their existing check stock, provided, however, that as soon as practicable, the Debtors will manually imprint the legend "Debtor-In-Possession" on existing checks.

10. Upon the depletion of the Debtors' check stock and/or correspondence or business forms stock, the Debtors are directed to obtain new check stock, correspondence and/or business forms stock reflecting their status as debtors-in-possession.

11. The Debtors are authorized, on an interim basis pending final hearing, to invest and deposit funds in accordance with their prepetition overnight investment practices without the need for any additional agreements not utilized prior to the Petition Date, notwithstanding that certain such practices may not comply in all respects with the investment guidelines set forth in section 345 of the Bankruptcy Code; provided that the Debtors shall come into compliance with the requirements of Section 345 within 30 days hereof, or such additional time as the Debtors may request and the Court may order. Any bank or financial institution who receives written investment instruction from the Debtors is entitled to, only to the extent feasible within their existing business framework, comply with such instructions without liability to the Debtors or this Court.

12. All applicable banking institutions are authorized and directed to accept and hold or invest such funds in accordance with the Debtors' prepetition overnight investment practices without the need for any additional agreements not otherwise utilized prior to the Petition Date.

13. Pursuant to sections 503(b)(1) and 364(b) of the Bankruptcy Code, all intercompany claims provided for in the Motion, to the extent that such claims are held by a Debtor or a non-debtor affiliate of the Debtors against a Debtor, are accorded administrative expense status, subject to the provisions of any order regarding postpetition financing or the use of cash collateral.

14. A final hearing on this Motion is scheduled for February 21, 2008 at 10:00 am.

15. To the extent that any affiliate of the Debtors subsequently commences a chapter 11 case in this Court 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.

16. 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



**Schedule I to Interim Order**

Accounts at Bank of America, N.A.

- |                                |                           |
|--------------------------------|---------------------------|
| 1. QW (USA) Inc. Concentration | Account No.: XXXXXX-XX36  |
| 2. QW Systems, Inc.            | Account No.: XXXXXX-XX478 |
| 3. QW (USA)                    | Account No.: XXXXXX-XX582 |
| 4. QW (USA)                    | Account No.: XXXXXX-XX742 |
| 5. QW (USA)                    | Account No.: XXXXXX-XX807 |
| 6. QW (USA)                    | Account No.: XXXXXX-XX966 |
| 7. QW (USA)                    | Account No.: XXXXXX-XX776 |