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Attorneys for:  
Buena Vista Magazines, Inc., ESPN Magazine, LLC, Disney Book Group, LLC,  
Hyperion, an imprint of Buena Vista Books, Inc., Buena Vista Books, Inc., Bass, LLC,  
FamilyFun Magazine, and Wondertime Magazine

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re: Chapter 11  
:  
QUEBECOR WORLD (USA) INC., *et al.*, Case Nos. 08-10152 (JMP)  
:  
Debtors. : (Jointly Administered)  
----- X

**VERIFIED STATEMENT OF ROPES & GRAY LLP  
PURSUANT TO RULE 2019 OF THE  
FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Ropes & Gray LLP (“Ropes”), as counsel to the parties designated herein in these jointly administered chapter 11 cases, submits this verified statement pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure and states as follows:

1. Names and Addresses of the Creditors Represented by Ropes

(a) Ropes has been employed to represent the following creditors in these cases: (i) Buena Vista Magazines, Inc.; (ii) ESPN Magazine, LLC; (iii) Disney Book Group, LLC; (iv) Hyperion, an imprint of Buena Vista Books, Inc.; (v) Buena Vista Books, Inc.; (vi) Bass, LLC ; (vii) FamilyFun Magazine; and (viii) Wondertime Magazine.

(b) Each creditor has the following address for notice purposes: 77 West 66th Street, 15th Floor, New York, NY 10023, c/o Alec M. Lipkind, Esq., Vice President, Counsel, The Walt Disney Company.

2. Nature and Amount of the Claims and Time of Acquisition Thereof

Each creditor has various agreements with Quebecor World (USA) Inc., and/or its co-debtor affiliates (collectively, the "Debtors"). The amount of these claims is not known as this time.

3. Pertinent Facts and Circumstances in Connection with the Employment of Ropes

Ropes has fully advised its clients, who are affiliates of one another, with respect to this concurrent representation. Each of the clients has agreed to such representation and has requested that Ropes represent them in these cases.

4. Amount of Claims Owned by Ropes

Ropes does not hold any claims against or hold any interest in the Debtors.

I, Marc Hirschfield, declare under penalty of perjury that I have read the foregoing and that it is true and correct to the best of my knowledge, information, and belief.

Dated: New York, New York  
February 7, 2008

ROPES & GRAY LLP

By: /s/  
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ATTORNEYS FOR BUENA VISTA MAGAZINES,  
INC., ESPN MAGAZINE, LLC, DISNEY BOOK  
GROUP, LLC, HYPERION, AN IMPRINT OF BUENA  
VISTA BOOKS, INC., BUENA VISTA BOOKS, INC.,  
BASS, LLC, FAMILYFUN MAGAZINE, AND  
WONDERTIME MAGAZINE