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Joon P. Hong (JH 3418)

Proposed Conflicts 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

**FIRST SUPPLEMENTAL AFFIDAVIT OF JOON P. HONG IN SUPPORT OF
DEBTORS' APPLICATION FOR AN ORDER PURSUANT TO SECTIONS 327(a) AND
328(a) OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 2014(a)
AUTHORIZING THE EMPLOYMENT AND RETENTION OF
RICHARDS KIBBE & ORBE LLP AS CONFLICTS COUNSEL TO THE DEBTORS**

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

JOON P. HONG, being duly sworn, deposes and says as follows:

1. I am an attorney duly admitted to practice before this Court and a member in good standing of the Bar of the State of New York and the United States District Court for the Southern District of New York. I am a member of the firm of Richards Kibbe & Orbe LLP

("RK&O"). RK&O's principal office is at One World Financial Center, New York, New York, 10281. RK&O maintains regional offices in Washington, D.C. and London, England.

2. I submit this supplemental affidavit (the "Supplemental Affidavit") at the written request of the U.S. Trustee, dated February 7, 2008, and to supplement my affidavit (the "Affidavit") filed with this Court on January 22, 2008 in support of the application (the "Application") of the above-referenced debtors as debtors and debtors-in-possession (the "Debtors") for an order approving the employment and retention of RK&O as conflicts counsel to the Debtors in the above-captioned chapter 11 cases pursuant to sections 327(a) and 328(a) of chapter 11 of title 11 of the United States Bankruptcy Code and to provide the disclosure required under Rule 2014(a) of the Federal Rules of Bankruptcy Procedure.

3. As stated in my prior Affidavit, RK&O received \$50,000.00 from the Debtors as a retainer. This amount was received by RK&O on January 18, 2008.

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I certify that the foregoing statements are true and correct to the best of my knowledge,
information and belief.

Dated: New York, New York
February 8, 2008

/s/ Joon P. Hong

JOON P. HONG
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New York, New York 10281
Telephone: (212) 530-1917
Facsimile: (917) 344-8917

Sworn to before me this
8th day of February 2008

/s/ Lana Milojevic

Notary Public

Lana Milojevic
Notary Public, State of New York
No. 01MI6159690
Qualified in New York County
Commission Expires January 22, 2011