

**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

**ORDER PURSUANT TO SECTIONS 105(a), 327, 328 AND 330 OF THE BANKRUPTCY  
CODE AND BANKRUPTCY RULE 2014(a) AUTHORIZING THE DEBTORS TO  
RETAIN, EMPLOY AND PAY CERTAIN PROFESSIONALS  
IN THE ORDINARY COURSE OF THEIR BUSINESSES**

This matter coming before the court on the motion (the “Motion”)<sup>1</sup> by the above-captioned Debtors seeking authorization pursuant to sections 105(a), 327, 328 and 330 of the Bankruptcy Code to retain, employ and pay certain professionals in the ordinary course of business; 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;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.

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

2. Pursuant to sections 105(a), 327, 328 and 330 of the Bankruptcy Code and Bankruptcy Rule 2014(a), to the extent deemed necessary or appropriate by the Debtors, the Debtors are authorized to retain and employ Ordinary Course Professionals in the ordinary course of the Debtors' business, effective as of the Petition Date, on the terms set forth in this Order.

3. The Debtors' proposed "OCP Fee Limit" of \$50,000.00 per month is reasonable under the circumstances, including the scope of the Debtors' operations. Furthermore, an OCP Fee Limit of \$500,000 until the earlier of dismissal, conversion of these cases or confirmation of a plan of reorganization of the Debtors is reasonable under the circumstances.

4. The Debtors are hereby authorized to pay each Ordinary Course Professional, including those identified on the OCP List in the amended Exhibit B to the Motion, without prior application to the Court, subject to the following OCP Payment Procedures:

- a. The Debtors may pay 100% of the fees and disbursements incurred by an Ordinary Course Professional upon the submission to, and approval by, the Debtors of a monthly invoice setting forth in reasonable detail the nature of the services rendered and disbursements actually incurred during the month; provided, however, that all payments to Ordinary Course Professionals shall be subject to the OCP Fee Limit.
- b. To the extent that fees payable to any Ordinary Course Professional (i) for a month exceed the OCP Fee Limit of \$50,000.00, or (ii) the aggregate exceed \$500,000 over the course of these Chapter 11 Cases, then on or before the final business day of the month following the month for which compensation is sought (the "Statement Deadline"), such Ordinary Course Professional shall submit a statement of the fees incurred during the applicable month (a "Compensation Statement") to the following parties (collectively, the "Notice Parties"): (i) the Debtors, 299 State Street, North Haven Connecticut 06473 (Attn. Laura Norden, Assistant General Counsel); (ii) counsel to the Debtors, Arnold & Porter LLP, at

399 Park Avenue, New York, New York 10022 (Attn: Michael Canning) and at 555 Twelfth Street, N.W., Washington, D.C. 20004 (Attn: Joel Gross); (iii) Shearman & Sterling LLP, counsel to the Administrative Agent, 599 Lexington Avenue, New York, New York 10022, Attn: Douglas P. Bartner, Esq.; (iv) counsel to the Official Committee of Unsecured Creditors, Akin Gump Strauss Hauer & Feld LLP, 590 Madison Avenue, New York, New York 10022 (Attn: Ira S. Dizengoff); and (v) the U.S. Trustee, 33 Whitehall St., Suite 2100, New York, New York 10044. Pending review of the Compensation Statement by the Notice Parties, the Debtors are authorized, but not required, to pay the Ordinary Course Professional's fees up to the OCP Fee Limit and reimburse any expenses of the Ordinary Course Professional.

- c. The Notice Parties will have 30 days from the Statement Deadline (the "Review Period") to review the Compensation Statement and object to the additional fees requested by such Ordinary Course Professional. If any of the Notice Parties objects to the payment of the additional fees sought in a Compensation Statement, it shall serve a written statement of its objection to the Ordinary Course Professional and the other Notice Parties so that it is received by such parties before the end of the Review Period. If the Debtors, the applicable Ordinary Course Professional and the objecting party or parties cannot resolve the objection(s) within 15 days following the end of the Review Period, then the Ordinary Course Professional will be required to submit a formal application to this Court for the additional compensation or waive its right to any monthly fees in excess of the OCP Fee Limit. If no Notice Party timely objects to the payment of fees sought in a Compensation Statement, then the Debtors shall be deemed authorized, but not required, to pay the additional compensation sought.

5. The Ordinary Course Professionals are hereby excused from filing an affidavit of disinterestedness pursuant to Bankruptcy Rule 2014, except that each Ordinary Course Professional that is an attorney located in the United States shall be required to file with this Court and serve upon the Notice Parties a Declaration of Disinterestedness (the "OCP Declaration"), substantially in the form of Exhibit C to the Motion, by the latest of (i) 60 days

after the entry of an order granting this Motion, (ii) 30 days after an Ordinary Course Professional is added to the OCP List and (iii) 30 days after that date that the Ordinary Course Professional first performs postpetition services for the Debtors.

6. The U.S. Trustee, any committee and the Debtors' postpetition lenders shall have 20 days after the receipt of each OCP Declaration (the "Declaration Objection Deadline") to object to the retention of such Ordinary Course Professional. An objecting party shall file its objection with the Court and serve the objection on the Notice Parties and the applicable Ordinary Course Professional so that it is received on or before the Declaration Objection Deadline. If any such objection cannot be resolved within 20 days after the Declaration Objection Deadline, the matter shall be scheduled for a hearing before the Court at the next omnibus hearing date or at such time as may be agreed upon by the Ordinary Course Professional, the Debtors and the objecting party. If no objection is filed and served prior to the Declaration Objection Deadline, the Debtors shall be authorized to retain such Ordinary Course Professional without further action by the Court.

7. Notwithstanding any other provision of this Order, the Debtors shall separately retain any Ordinary Course Professional that becomes materially involved in the administration of the Chapter 11 Cases pursuant to section 327 of the Bankruptcy Code.

8. To the extent that any affiliate of the Debtors subsequently commences a chapter 11 case 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.

9. Pursuant to Rule 9013-1(b) 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  
February 13, 2008

*s/ James M. Peck*  
UNITED STATES BANKRUPTCY JUDGE