

CANADA

PROVINCE OF QUEBEC
DISTRICT OF MONTRÉAL

File: No: 500-11-032338-085

SUPERIOR COURT
Commercial Division

Montréal, February 19, 2008

Present: The Honourable Robert Mongeon, j.s.c.

**IN THE MATTER OF THE COMPANIES'
CREDITORS ARRANGEMENT ACT, R.S.C.
1985, c. C-36, AS AMENDED:**

QUEBECOR WORLD INC. and the other
Petitioners listed on Schedule "A" to the Initial
Order and to this Order

Petitioners

and

ERNST & YOUNG INC.

Monitor

ORDER

(First Extension Order and Other Relief)

SEEING the Petitioners' Motion for an Order Extending the Stay Period and Other Requested Relief pursuant to Sections 9 and 11 of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, C-36, as amended (the "CCAA") and Section 133(3) of the *Canada Business Corporations Act*, R.S.C. 1985, c. C-44 (the "CBCA"), the exhibit and the affidavit of Mr. Mario Saucier in support thereof (the "**Motion**"), and the submissions of counsels for the Petitioners and the Monitor, and other interested parties, and their consent to this Order;

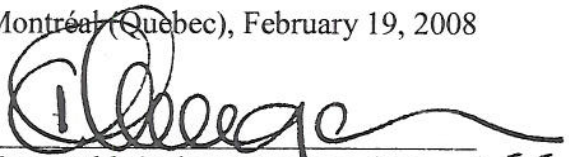
GIVEN the provisions of the CCAA and the CBCA;

WHEREFORE, THE COURT:

1. **GRANT** the Motion;
2. **EXTEND** the Stay Period and Stay Termination Date (both as defined in the Initial Order granted by this Court in this matter on January 21, 2008, as amended, the “**Initial Order**”) up to and including May 12, 2008, the whole subject to all the other terms of the Initial Order;
3. **CONFIRM** that Schedule “A” attached to the Initial Order is corrected and substituted by Schedule “A” attached to the Motion and this Order;
4. **CONFIRM** that the words “and to this Order as Schedule “B”” are deleted from paragraph 21 (13th line) of the Initial Order and the following words are added to paragraph 24 (2nd line) of the Initial Order, immediately after the word “Motion”: “and attached to this Order as Schedule “B””;
5. **CONFIRM** that the definition of DIP Lenders in paragraph 21 (11th line) of the Initial Order is amended by deleting “and”, and by adding after “a syndicate of financial institutions”, the following: “and any financial institution which is a party to a Hedging Arrangement as that term is defined in the DIP Term Sheet defined hereinafter”;
6. **ORDER** that QWI be and is hereby relieved of any obligation to call and hold an annual meeting of shareholders on or before June 30, 2008, and that QWI be directed to hold such a meeting within three (3) months following the Stay Termination Date (as defined in the Initial Order), as extended from time to time by orders of the Court;
7. **ORDER** that the Monitor prepare the Monitor’s Inter-Co Report (as defined in the Motion) and file same with the Court as soon as practical to do so;
8. **DECLARE** that the notices given of the presentation of the Motion are proper and sufficient;
9. **ORDER** the provisional execution of this Order notwithstanding any appeal and without the necessity of furnishing any security;

THE WHOLE, without costs.

Montréal (Quebec), February 19, 2008


Honourable Robert Mongeon, j.c.s. C.S.S.

COPIE CONFORME


Greffier adjoint

Schedule "A"

to the Initial Order from the Honourable Robert Mongeon, j.s.c., dated January 21, 2008

Quebecor World (USA) Inc.	Delaware
Quebecor Printing Holding Company	Delaware
Quebecor World Capital Corporation	Delaware
Quebecor World Capital II GP	Delaware
Quebecor World Capital II LLC	Delaware

QW Memphis Corp.	Delaware
The Webb Company	Delaware
Quebecor World Printing (USA) Corp.	Delaware
Quebecor World Loveland Inc.	Delaware
Quebecor World Systems Inc.	Delaware
Quebecor World San Jose Inc.	California
Quebecor World Buffalo Inc.	New York
Quebecor World Johnson & Hardin Co.	Ohio
Quebecor World Northeast Graphics Inc.	Delaware
Quebecor World Up / Graphics Inc.	Delaware
Quebecor World Great Western Publishing Inc.	Arizona
Quebecor World DB Acquisition Corp.	Georgia
WCP-D, Inc.	Delaware
Quebecor World Taconic Holdings Inc.	Virginia
Quebecor World Retail Printing Corporation	Massachusetts

Quebecor World Arcata Corp.	Delaware
Quebecor World Nevada Inc.	Nevada
Quebecor World Atglen Inc.	Delaware
Quebecor World Krueger Acquisition Corp.	Delaware
Quebecor World Book Services LLC	Delaware
Quebecor World Dubuque Inc.	Delaware
Quebecor World Pendell Inc.	Michigan
Quebecor World Fairfield Inc.	Delaware
QW New York Corp.	Delaware
Quebecor World Dallas II Inc.	Delaware
Quebecor World Nevada II LLC	Delaware
Quebecor World Dallas, L.P.	Delaware
Quebecor World Mt. Morris II LLC	Delaware
Quebecor World Petty Printing Inc.	Illinois
Quebecor World Hazleton Inc.	Pennsylvania
Quebecor World Olive Branch Inc.	Delaware
Quebecor World Dittler Brothers Inc.	Georgia
Quebecor World Atlanta II LLC	Georgia
Quebecor World Rai Inc.	Wisconsin
Quebecor World KRI Inc.	Delaware
Quebecor World Century Graphics Corporation	Louisiana
Quebecor World Waukee Inc.	Iowa
Quebecor World Logistics Inc.	Delaware
Quebecor World Mid-South Press Corporation	Tennessee

Quebecor World Lease GP	Delaware
Quebecor Printing Aviation Inc.	Delaware
WCZ, LLC	Delaware
Quebecor World Eusey Press Inc.	Massachusetts
Quebecor World Infiniti Graphics Inc.	Connecticut
Quebecor World Lincoln Inc.	Delaware
Quebecor World Magna Graphic Inc.	Kentucky
Quebecor World Memphis LLC	Delaware
Quebecor World Lease LLC	Delaware