

**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

DECLARATION OF ORDINARY COURSE PROFESSIONAL

The undersigned hereby declares, under penalty of perjury, as follows:

1. I am a member, partner or similar representative of the following firm (the “Firm”), which maintains offices at the address and phone number listed below:

Reed Smith LLP
10 S. Wacker Drive
40th Floor
Chicago, IL 60606-7507
(312) 207-1000

2. This Declaration is submitted in connection with an order of the United States Bankruptcy Court for the Southern District of New York authorizing the debtors and debtors-in-possession in the above-captioned chapter 11 case (the “Debtors”) to retain, employ and pay certain professionals in the ordinary course of business during the pendency of the Debtors’ chapter 11 cases (the “OCP Order”).

3. Since the date that the Debtors’ Chapter 11 cases were commenced (the “Petition Date”), the Debtors have requested that the Firm provide services (or continue to provide services) to the Debtors, and the Firm has agreed to provide such services. Accordingly, the Firm is filing this Declaration pursuant to the OCP Order.

4. The Firm, through me, and other members, partners, associates or employees of the Firm, has provided, or plans to provide, the following services to the Debtors from and after the Petition Date: litigation in a variety of areas as may be necessary and other transactional and counseling legal services relating to the Debtor's business.

5. To the best of my knowledge, information and belief, formed after due inquiry:

(a) the Firm does not currently provide services to any party in any matter related to the Debtors, except for services on behalf of Debtors and for the following: Reed Smith represents W.P. Carey and its affiliates. A W.P. Carey affiliate had a long time lease with Quebecor World Atlanta, Inc., a Delaware corporation, f/k/a Quebecor Printing Atlanta Inc. Reed Smith is counseling W.P. Carey and its affiliate in the negotiation of an amendment to the lease. One of the Debtors previously gave a guarantee with respect to the obligations of its subsidiary under this lease. On behalf of W.P. Carey, Reed Smith is in the process of engaging Canadian counsel to assist in confirming that this lease guarantee (or a replacement lease guarantee from the purchaser, if any, of the assets of the debtor) will be in effect post-bankruptcy; and

(b) the Firm does not represent or hold an interest adverse to the Debtors, except as noted above.

6. The Firm may provide services to certain creditors of the Debtors or other parties in matters unrelated to the Debtors, but the Firm's work for these clients will not include the provision of services on any matters relating to the Debtors' Chapter 11 cases.

7. The Firm is owed approximately \$101,981.20 on account of services rendered and expenses incurred prior to the Petition Date in connection with the Firm's employment by the Debtors.

8. The Firm further states that it has not shared, has not agreed to share, nor will it agree to share any compensation received in connection with these Chapter 11 cases with any party or person, although such compensation may be shared with any member or partner of, or any person employed by, the Firm.

9. If at any time during its employment by the Debtors the Firm discovers any facts bearing on the matters described herein, the Firm will supplement the information set forth in this Declaration.

I declare under penalty of perjury that the foregoing is true and correct. Executed on
3/12/08.


