

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re

Quebecor World (USA) Inc., et al.,

Debtors.

Chapter 11

Case No. 08-10152 (JMP)

Jointly Administered  
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**ORDER PURSUANT TO 11 U.S.C. §§ 105, 363 AND 364(a) GRANTING  
DEBTORS' MOTION TO RE-ESTABLISH AGREEMENT WITH BANK OF  
AMERICA TO PROVIDE EMPLOYEE PURCHASING CARDS**

Upon the motion (the "Motion") of the above-captioned debtors (collectively, the "Debtors") for entry of an Order authorizing the Debtors to assume an agreement with Bank of America pursuant to which Bank of America provides the Debtors with employee purchasing cards, or, in the alternative, to enter into a new agreement with Bank of America to provide the Debtors with employee purchasing cards (as defined in the Motion, the "Purchasing Card Agreement"); the Court having reviewed the Motion and considered the statements of counsel at a hearing before the Court (the "Hearing"); and the Court having found that (a) it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), (c) venue of this proceeding and the Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409, (d) notice of the Motion was appropriate under the circumstances and (e) entry into an agreement with Bank of America to provide purchasing cards pursuant to Sections 363 and 364(a) of the Bankruptcy Code is in the best interests of the Debtors' bankruptcy estates; and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish grounds for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. Pursuant to Section 363 of the Bankruptcy Code, the Debtors are authorized to use property of their bankruptcy estates to pay Bank of America on account of prepetition amounts due and owing under the existing Purchasing Card Agreement.
3. Pursuant to Section 364(a) of the Bankruptcy Code, the Debtors are authorized to obtain unsecured postpetition financing from Bank of America under an employee purchasing card program.
4. The requirement set forth in Rule 9013-1(b) of the Local Bankruptcy Rules for the Southern District of New York that any motion or other request for relief be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Motion or otherwise waived.
5. The Debtors are authorized to take all such actions as are necessary or appropriate to implement the terms of this Order.
6. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York  
March 20, 2008

*s/ James M. Peck*  
Honorable James M. Peck  
United States Bankruptcy Judge