

**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

**FINAL ORDER (A) AUTHORIZING THE DEBTORS TO CONTINUE TO
PAY AND HONOR CERTAIN PREPETITION CLAIMS FOR (I) WAGES,
SALARIES, EMPLOYEE BENEFITS AND OTHER COMPENSATION,
(II) WITHHOLDINGS AND DEDUCTIONS AND (III) REIMBURSABLE
EXPENSES; (B) AUTHORIZING THE DEBTORS TO CONTINUE TO
PROVIDE EMPLOYEE BENEFITS IN THE ORDINARY COURSE OF
BUSINESS; (C) AUTHORIZING THE DEBTORS TO PAY ALL
RELATED COSTS AND EXPENSES; (D) DIRECTING BANKS TO
RECEIVE, PROCESS, HONOR AND PAY ALL CHECKS PRESENTED
FOR PAYMENT AND ELECTRONIC PAYMENT REQUESTS
RELATING TO THE FOREGOING**

Upon the motion (the “Motion”)¹ of the above-captioned debtors (collectively, the “Debtors”) for entry of an Interim Order (a) authorizing the Debtors to continue to pay and honor certain prepetition claims for, among other things (i) wages, salaries and other compensation, (ii) withholdings and deductions and (iii) reimbursable employee expenses; (b) authorizing the Debtors to continue to provide all employee health benefits and all other employee benefits in the ordinary course of business; (c) authorizing the Debtors to pay all related costs and expenses; and (d) directing banks to receive, honor and pay all checks and electronic payment requests related to the foregoing; it appearing that the relief requested is in the best interest of the Debtors’ estates, their creditors and other parties in interest; it appearing that the Court has

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

jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); it appearing that venue of this proceeding and this Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; notice of this Motion and the opportunity for a hearing on this Motion was appropriate under the particular circumstances and that no other or further notice need be given; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED:

1. The Motion is GRANTED as set forth herein.
2. The Debtors are authorized to pay the accrued prepetition Wages and Benefits to the Employees.
3. The Debtors are authorized to pay each Employee his or her portion of the Profit Sharing Plans which accrued prepetition or are related to the prepetition period, so long as the total compensation to the Employee is less than \$10,950.
4. The Debtors are authorized to (a) forward the prepetition Deductions to the applicable third party recipients on a postpetition basis, in the ordinary course of business, as routinely done prior to the Petition Date and (b) honor and process the prepetition obligations with respect to the Payroll Taxes on a postpetition basis, in the ordinary course of business.
5. The Debtors are authorized to (a) continue reimbursing the Reimbursable Expenses, in accordance with prepetition practices, (b) modify their prepetition policies relating thereto as they deem appropriate and (c) pay all Reimbursable Expenses that relate to the prepetition period.
6. The Debtors are authorized to continue to honor the Employee Benefits described in the Motion on a postpetition basis, and to pay any obligations owing with respect thereto, including any obligations incurred prior to the Petition Date.

7. The Debtors are authorized to continue to make any payments with respect to the Workers' Compensation Insurance that relate to the prepetition periods and to otherwise maintain their Workers' Compensation Insurance in the ordinary course of business.

8. The Debtors are authorized to (a) allow their Employees to take Vacation Time in the ordinary course of business on a going forward basis including Vacation Time accrued for work prior to the Petition Date and (b) pay Unpaid Vacation upon termination or retirement in accordance with prior practice.

9. The Debtors are authorized to continue the severance programs, including without limitation the Supplemental Unemployment Benefits program, in the ordinary course of business, and to pay any amounts that accrued thereunder pre-petition.

10. All applicable banks and other financial institutions are authorized and directed, when requested by the Debtors, in the Debtors' sole discretion, to receive, process, honor and pay any and all checks drawn on the Debtors' accounts in respect of Employee Wages and Benefits, Commissioned Employees, related Deductions and Withholdings, Reimbursable Expenses, Prepetition Processing Costs, Employee Obligations to the Employees on account of any uncashed checks issued in connection with the payroll issued immediately prior to the Petition Date, and such other payments as authorized by this Order, whether such checks were presented prior to or after the Petition Date; provided that sufficient funds are available in the Debtors' bank accounts or under postpetition financing facility to cover such payments; and provided further, that all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Order.

11. The Debtors are authorized to issue new checks or electronic transfers on a postpetition basis on account of the obligations set forth above in the event that their banks or financial institutions fail to honor the payment of such prepetition obligations.

12. The Debtors retain the right to modify, change and discontinue any of the Employee Obligations and Employee Benefits, and the policy related to the Reimbursable Expenses and to implement new Employee Obligations and Employee Benefits in the ordinary course of business during the Chapter 11 Cases in their sole discretion without the need for further Court approval. The forgoing is not intended to modify the Debtors' obligations under any applicable collective bargaining agreement.

13. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

14. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

15. 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 Application or otherwise waived.

16. 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