

**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 AUTHORIZING THE DEBTORS TO (I) CONTINUE TO USE
EXISTING CASH MANAGEMENT SYSTEM AND BANK ACCOUNTS, (II)
CONTINUE INTERCOMPANY TRANSACTIONS AND PROVIDE ADMINISTRATIVE
PRIORITY STATUS TO POSTPETITION INTERCOMPANY CLAIMS, (III)
CONTINUE TO USE EXISTING CHECKS AND BUSINESS FORMS AND (IV)
CONTINUE TO USE EXISTING INVESTMENT PRACTICES**

This matter coming before the Court on the motion (the “Motion”) by the above-captioned Debtors seeking authorization to (I) continue to use their existing cash management system and bank accounts, (II) continue intercompany transactions and provide administrative priority status to postpetition intercompany claims, (III) continue to use existing checks and business forms and (IV) continue to use existing investment practices; the Court having previously entered an interim order granting the Motion on January 23, 2008; 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,

including under section 345(b) of the Bankruptcy Code for the Debtors' request for authority to continue to invest and deposit funds in accordance with the terms of this Order;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Debtors are authorized to continue to use the Cash Management System (as described in the Motion), including the continued use of existing bank accounts, including but not limited to the accounts as described in Schedule I hereto (the "Bank Accounts"), in a manner that is acceptable to the Office of the United States Trustee, with the same names and account numbers as existed immediately prior to the Petition Date, except as may be otherwise required by any order authorizing postpetition financing.
3. The Debtors are authorized to deposit funds in and withdraw funds from the Bank Accounts by all usual means, including, but not limited to, checks, wire transfers, electronic funds transfers and other debits, and to otherwise treat the prepetition Bank Accounts (and any accounts opened postpetition) for all purposes as debtor-in-possession accounts.
4. Any requirement to establish separate accounts for cash collateral and/or tax payments is hereby waived.
5. All banks with which the Debtors maintain their Bank Accounts are hereby authorized to continue to maintain, service and administer such accounts in accordance with existing practices, except that such banks shall not be authorized to honor any check issued or dated prior to the Petition Date absent an order of this Court, provided, however, that, as requested in the *Motion of the Debtors for Entry of an Interim 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; and (E) Setting a Final Hearing (the “Wage and Benefit Motion”), all banks and financial institutions shall be authorized and directed, when requested by the Debtors in writing, in the Debtors’ sole discretion, to receive, process, honor and pay any and all checks drawn on the Debtors’ Bank Accounts related to wages, benefits and related deductions and withholdings, all as more fully set forth in the Wage and Benefit Motion. It shall be the Debtors’ responsibility to instruct all banks in writing as to which checks, wires or other transfers should be honored as either pre or post petition payments. The banks shall use reasonable efforts to comply with all instructions from the Debtors in this regard.

6. Nothing in this Order shall prevent the Debtors from opening new debtor-in-possession bank accounts or closing any existing Bank Account as they deem necessary and appropriate, in the ordinary course of business or pursuant to any order regarding postpetition financing or the use of cash collateral.

7. The Debtors are authorized to continue to engage in intercompany transactions in the ordinary course of business and/or pursuant to any applicable intercompany agreements, to the extent provided for in the Motion and/or as may be otherwise authorized or required by any order authorizing postpetition financing and/or the use of cash collateral.

8. The Debtors are authorized to continue to use their existing correspondence and business forms, which forms shall not be required to include the legend “Debtor-In-Possession” or other similar legend.

9. The Debtors are authorized to continue to use their existing check stock, provided, however, that as soon as practicable, the Debtors will manually imprint the legend “Debtor-In-Possession” on existing checks.

10. Upon the depletion of the Debtors’ check stock and/or correspondence or business forms stock, the Debtors are directed to obtain new check stock, correspondence and/or business forms stock reflecting their status as debtors-in-possession.

11. The Debtors are authorized to invest and deposit funds in accordance with their prepetition overnight investment practices without the need for any additional agreements not utilized prior to the Petition Date, notwithstanding that certain such practices may not comply in all respects with the investment guidelines set forth in section 345 of the Bankruptcy Code; provided that the Debtors shall come into compliance with the requirements of section 345 within 30 days hereof, or such additional time as the Debtors may request and the Court may order. Any bank or financial institution who receives written investment instruction from the Debtors is entitled to, only to the extent feasible within their existing business framework, comply with such instructions without liability to the Debtors or this Court.

12. All applicable banking institutions are authorized and directed to accept and hold or invest such funds in accordance with the Debtors’ prepetition overnight investment practices without the need for any additional agreements not otherwise utilized prior to the Petition Date.

13. Pursuant to sections 503(b)(1) and 364(b) of the Bankruptcy Code, all intercompany claims provided for in the Motion, to the extent that such claims are held by a Debtor or a non-debtor affiliate of the Debtors against a Debtor, are accorded administrative expense status, subject to the provisions of any order regarding postpetition financing or the use of cash collateral.

14. To the extent that any affiliate of the Debtors subsequently commences a chapter 11 case in this Court 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.

15. 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
April 1, 2008

s/ James M. Peck
HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE

Schedule I to Interim Order

Accounts at Bank of America, N.A.

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| 1. QW (USA) Inc. Concentration | Account No.: XXXXXX-XX363 |
| 2. QW Systems, Inc. | Account No.: XXXXXX-XX478 |
| 3. QW (USA) | Account No.: XXXXXX-XX582 |
| 4. QW (USA) | Account No.: XXXXXX-XX742 |
| 5. QW (USA) | Account No.: XXXXXX-XX807 |
| 6. QW (USA) | Account No.: XXXXXX-XX966 |
| 7. QW (USA) | Account No.: XXXXXX-XX776 |