

**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

**ORDER AUTHORIZING THE DEBTORS TO RETAIN AND EMPLOY
(A) PRIME LOCATIONS, LLC, (B) GEORGE COMFORT & SONS, INC.
AND (C) THE CORE NETWORK TO PROVIDE REAL ESTATE
CONSULTING SERVICES TO THE DEBTORS PURSUANT TO
SECTIONS 327(a) AND 328(a) OF THE BANKRUPTCY CODE *NUNC
PRO TUNC TO MARCH 1, 2008***

This matter is before the Court on the application (the “Application”)¹ of the above-captioned debtors and debtors in possession (the “Debtors”), for entry of an order authorizing and approving the retention and employment of Prime Locations, LLC (“Prime”), George Comfort & Sons, Inc. (“Comfort”) and The CORE Network (“CORE,” together with Prime and Comfort, the “RE Consultants”) as real estate consultants to the Debtors, with compensation and reimbursement of expenses to be paid as an administrative expense in such amounts as may be allowed by this Court pursuant to the United States Code (“Bankruptcy Code”); and upon the Declaration of James B. Matthews, President of Prime and Director of Corporate Restructurings of CORE, wherein it appears that neither Prime nor CORE holds or represents any interest materially adverse to the Debtors, any creditors of the Debtors, or any other party in interest with respect to the matters upon which Prime or CORE is to be engaged and that Prime and CORE are “disinterested persons” as contemplated under section 327 of the Bankruptcy Code; and upon

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

that Declaration of Dana Pike, Senior Vice President of Comfort, wherein it appears that Comfort does not hold or represent any interest materially adverse to the Debtors, any creditors of the Debtors, or any other party in interest with respect to the matters upon which Comfort is to be engaged and that Comfort is a “disinterested person” as contemplated under section 327 of the Bankruptcy Code; and this Court having determined that such retention is in the best interests of the Debtors, the Debtors’ estates, creditors and equity security holders; and notice of the Application and the hearing on the Applications having been given to all parties entitled to receive notice; and it appearing that no other or further notice of the Application need be given; and after due deliberation and sufficient cause appearing therefore;

It is ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED as set forth herein.
2. Pursuant to sections 327(a) and 328 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the “Bankruptcy Code”) and Rule 2014(a) of the Federal Rules of Bankruptcy (the “Bankruptcy Rules”), the Debtors are authorized to enter into the Retention Agreement and to employ Prime, Comfort and CORE as real estate consultants pursuant to the Retention Agreement, to perform the services set forth in the Application and the Retention Agreement. The retention of the RE Consultants shall be effective *nunc pro tunc* to March 1, 2008.
3. The RE Consultants shall be compensated in accordance with the standards and procedures set forth in sections 327 and 328 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), guidelines established by the Office of the United States Trustee, the Court’s February 13, 2008 Order Establishing Procedures Governing

Interim Monthly Compensation of Professionals (Docket No. 201) and further orders of this Court.

4. The Debtors are authorized to perform all acts necessary to enter into the Retention Agreement.

5. Nothing in this Order shall restrict or limit the right of the Debtors to apply to the Court to alter or expand the scope of services to be provided by the RE Consultants.

6. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

7. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York
April 1, 2008

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