

ARNOLD & PORTER LLP
399 Park Avenue
New York, New York 10022-4690
Telephone: (212) 715-1000
Facsimile: (212) 715-1399
Michael J. Canning (MC 8060)
Joel M. Gross (JG 5229)

*Counsel for the Debtors
and Debtors-in-Possession*

**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 JEREMY ROBERTS IN SUPPORT OF MOTION OF THE
DEBTORS FOR AN ORDER PURSUANT TO 11 U.S.C. § 1121(d) EXTENDING
THE PERIOD DURING WHICH THE DEBTORS HAVE THE EXCLUSIVE
RIGHT TO FILE A PLAN OF REORGANIZATION AND SOLICIT
ACCEPTANCES THEREOF**

I, Jeremy Roberts, declare as follows in support of the Debtors' motion for an order (i) extending the period during which the Debtors have the exclusive right to file a plan or plans of reorganization (the "Exclusive Filing Period") by approximately four months, through and including September 30, 2008; and (ii) extending the period during which the Debtors have the exclusive right to solicit acceptances thereof (the "Exclusive Solicitation Period" and, together with the Exclusive Filing Period, the "Exclusive Periods") through

and including November 28, 2008, or approximately 60 days after the expiration of the Exclusive Filing Period, as extended:

1. I am Senior Vice President, Corporate Finance and Treasurer of Quebecor World (USA) Inc. (“QWUSA”), a corporation organized under the laws of the State of Delaware and one of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”). In this capacity, I am generally familiar with the Debtors’ day-to-day operations, business and financial affairs, books and records.

2. The Debtors are one of the two largest commercial printers in the United States and, taken together, constitute a complex and sophisticated operation. The Debtors consist of 53 different entities with operations in 29 states that encompass numerous forms of printing and binding, direct mail operations, and freight and transportation services. The Debtors employ approximately 19,500 employees, of which approximately 4,380 are represented by labor unions. In addition to the geographic reach of the Debtors’ operations and the variety of services that they provide to their customers, each of the Debtors’ printing and/or mailing facilities is itself a complicated business operation. Moreover, the Debtors’ operations are linked to their Canadian parent, Quebecor World Inc. (“QWI”), and to QWI’s international operations in Europe and Latin America.

3. The Debtors’ businesses and corporate structure support the requested extension of the Exclusive Periods. At this early stage of these Chapter 11 Cases, the Debtors believe that it is more important that they devote their resources to reducing and eliminating inefficiencies, stabilizing their postpetition business operations and solidifying

their relationships with customers, vendors, employees, lessors, service providers and other key constituencies.

4. As the Debtors continue to make progress with respect to the threshold issues associated with the commencement of a large chapter 11 case, the Debtors will be able to devote more of their time and resources to developing a comprehensive restructuring plan that will serve as the basis for a plan of reorganization. The Debtors have already devoted substantial resources to stabilizing their operations and anticipate that additional matters requiring their immediate attention will continue to arise during these Chapter 11 Cases. In light of the size of these cases and the likelihood of additional operational issues arising, the Debtors will need longer than the four month period initially provided by the Bankruptcy Code to formulate a plan of reorganization.

5. Moreover, the Debtors are currently working diligently to fulfill their obligations under the Bankruptcy Code, including the preparation of their Schedules of Assets and Liabilities and Statements of Financial Affairs (the "Schedules"). In this regard, the Debtors recently obtained an extension of the deadline to file the Schedules until June 4, 2008. Pending completion of the Schedules, the Debtors have not sought to establish a claims bar date, which will allow the Debtors to begin the process of evaluating the universe of claims against their estates and developing a plan that addresses these claims consistent with the requirements of the Bankruptcy Code.

6. During the first three months of these Chapter 11 cases, the Debtors have made substantial progress in addressing a number of the major issues facing their estates as of

the Petition Date. The Debtors' achievements in resolving key restructuring issues to date include:

- Conducting ongoing negotiations with the Debtors' prepetition and postpetition lenders, the Official Committee of Unsecured Creditors (the "Creditors' Committee"), other creditor constituencies and parties in interest regarding the terms and conditions of the requisite loan documentation and final order authorizing the Debtors to obtain \$1 billion in postpetition financing;
- Addressing pressing issues related to preserving the Debtors' rights under certain prepetition leases and executory contracts that are essential to the Debtors' business operations;
- Conducting meetings with and providing information to key creditor constituencies, including the Creditors' Committee, an ad hoc committee of bondholders and the Debtors' prepetition lenders;
- Negotiating with the Debtors' insurers regarding the continuation of the Debtors' workers' compensation program;
- Negotiating with utility providers in order to ensure uninterrupted utility service to the Debtors;
- Addressing daily operational issues including inquiries from, and negotiations with, customers, vendors, shipping companies and warehouses;
- Enforcing the Debtors' rights under the automatic stay;

- Seeking relief authorizing the Debtors to pay and honor certain prepetition obligations to employees, including plant managers and salespeople;
- Coordinating with the Debtors' Canadian affiliates, Canadian professionals and the Canadian Court regarding the Canadian Proceeding and the implementation of a cross-border insolvency protocol;
- Reviewing numerous reclamation claims that have been filed since the Petition Date;
- Initiating a broad review of the Debtors' obligations under executory contracts and unexpired leases of real and personal property;
- Obtaining emergency relief in the form of authorization to assume certain executory contracts with the Debtors' freight forwarding stations and pay certain prepetition claims in connection therewith; and
- Working to resolve the numerous day-to-day operational issues that arise in connection with the commencement of chapter 11 cases by a multi-billion dollar business.

7. The Debtors have been successful in stabilizing numerous aspects of their business operations by anticipating and addressing concerns from customers, employees, vendors and others. Moreover, the Debtors have cooperated with all of the key stakeholders in these Chapter 11 Cases, including the Creditors' Committee, the ad hoc committee of bondholders, prepetition lenders and trade vendors. The Debtors have no interest in creating any undue delay with respect to these Chapter 11 Cases. Indeed, the Debtors' goal is to minimize the time that they spend in chapter 11, move forward

expeditiously with formulating a plan of reorganization and, ultimately, successfully emerge from chapter 11.

8. The \$1 billion secured debtor in possession financing facility recently approved by the Court provides the Debtors with sufficient liquidity to pay their postpetition bills in the ordinary course of business. Moreover, the Debtors are continuing to seek to lower costs by disposing of under-performing assets and reducing overhead. As a result, the Debtors are satisfying their postpetition obligations and have the ability to continue to do so.

9. I believe that reasonably strong prospects exist for the Debtors to file a viable plan of reorganization. The Debtors have successfully attended to pressing issues that arose within the first several weeks of these Chapter 11 Cases and have stabilized their business operations. Customers continue to place new orders and enter into new contracts with the Debtors, and vendors and creditors are continuing to do business with the Debtors. Moreover, the Debtors obtained final approval of a \$1 billion secured debtor in possession financing facility on April 1, 2008.

10. The Debtors have, to date, made substantial progress in their negotiations with creditors and have successfully worked with creditor groups in a number of areas, including matters related to the Debtors' postpetition financing facility; employee benefits and compensation; treatment of certain trade creditors, vendors, utility providers and lessors; asset dispositions and retention of professionals. A suitable extension of the Exclusive Periods will give the Debtors the flexibility and time necessary to permit the Debtors to continue to make progress in such creditor negotiations.

11. The Debtors are not seeking an extension of the Exclusive Periods to pressure creditors into accepting the Debtors' reorganization demands. To the contrary, the purpose of the Debtors' present request for an extension of the Exclusive Periods is, among other things, to ensure that the Debtors have an opportunity to respond to and address the concerns of all creditor groups in formulating restructuring proposals and, ultimately, a plan of reorganization.

12. In addition, several contingencies exist in these Chapter 11 Cases, including (a) preparation and filing of the Schedules; (b) establishment of a claims bar date; (c) a complete review of the Debtors' unexpired leases and executory contracts; (d) consideration of potential dispositions of certain of the Debtors' assets; and (e) development and implementation of restructuring initiatives across the Debtors' lines of business. Only after the Debtors address these and other issues may the Debtors be in a position to formulate a viable plan for the Debtors' emergence from chapter 11.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on April 7, 2008.

/s/ Jeremy Roberts

Jeremy Roberts