

Hearing Date: April 17, 2008 at 2:00 p.m.

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)

*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

**NOTICE OF HEARING ON DEBTORS' MOTION
FOR ENTRY OF AN ORDER CONSISTENT WITH THE
CROSS-BORDER INSOLVENCY PROTOCOL CONFIRMING
AUTHORITY UNDER CANADIAN COURT ORDER OF QUEBECOR
WORLD, INC. TO MAKE PAYMENTS TO CERTAIN OF DEBTORS'
EMPLOYEES IN EXCHANGE FOR NON-COMPETE AGREEMENT**

PLEASE TAKE NOTICE THAT:

1. On April 11, 2008, the Debtors filed Debtors' Motion for Entry of an Order Consistent with the Cross-Border Insolvency Protocol Confirming Authority Under Canadian Court Order of Quebecor World, Inc. to Make Payments to Certain of Debtors' Employees in Exchange for Non-Compete Agreement. (the "**Non-Compete Motion**").

2. On April 11, 2008, the Court entered an Order to Show Cause Scheduling an Expedited Hearing on Debtors' Emergency Motion (the "**Order to Show Cause**").

3. Hearing: The Court has scheduled the hearing (the "**Hearing**") on the **Non-Compete Motion** for April 17, 2008 at 2:00 p.m. at the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408.

4. A copy of the **Order to Show Cause** is attached and also can be viewed on the Court's website, ecf.nysb.uscourts.gov, or on the website maintained by Donlin, Recano & Company, the Debtors' Claims and Noticing Agent, at www.donlinrecano.com. A copy of the **Non-Compete Motion** can be viewed on the Court's website ecf.nysb.uscourts.gov or at www.donlinrecano.com.

5. Objections: Objections, if any, to the **Non-Compete Motion ("Objections")**, must comply with the Federal Rules of Bankruptcy Procedure, and must set forth in writing a description of the basis therefor, must be filed in accordance with the Local Bankruptcy Rules for the Southern District of New York, must comply with the Case Management Order entered in these chapter 11 cases, and must be filed with the Court and served upon the following parties (the "**Notice Parties**"): (i) Arnold & Porter LLP, 399 Park Avenue, New York, New York, 10022 (Attn: Michael J. Canning, Esq.); (ii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York, 10004; (iii) Allen & Overy LLP, counsel to the Monitor, 1221 Avenue of the Americas, New York, New York 10020 (Attn: Ken Coleman, Esq.); and (iv) counsel to the Official Committee of Unsecured Creditors, Akin Gump Strauss Hauer & Feld LLP, 590 Madison Avenue, New York, New York 10022 (Attn: Ira S. Dizengoff).

6. Objection Deadline: Objections, if any, shall be considered at the hearing.

Dated: April 11, 2008
New York, New York

Respectfully submitted,

ARNOLD & PORTER LLP

By: /s/ Michael J. Canning
399 Park Avenue
New York, New York 10022-4690
Telephone: (212) 715-1000
Facsimile: (212) 715-1399
Michael J. Canning (MC 8060)

*Counsel for the Debtors
and Debtors-in-Possession¹*

¹ The Debtors are the following entities: Quebecor World (USA) Inc., Quebecor Printing Holding Company, Quebecor World Capital Corporation, Quebecor World Capital II GP, Quebecor World Capital
Footnote continued on next page

Footnote continued from previous page

II LLC, WCZ, LLC, Quebecor World Lease GP, Quebecor World Lease LLC, QW Memphis Corp., The Webb Company, Quebecor World Printing (USA) Corp., Quebecor World Loveland Inc., Quebecor World Systems Inc., Quebecor World San Jose Inc., Quebecor World Buffalo Inc., Quebecor World Johnson & Hardin Co., Quebecor World Northeast Graphics Inc., Quebecor World UP / Graphics Inc., Quebecor World Great Western Publishing Inc., Quebecor World DB Acquisition Corp., WCP-D, INC., Quebecor World Taconic Holdings Inc., Quebecor World Retail Printing Corporation, Quebecor World Arcata Corp., Quebecor World Nevada Inc., Quebecor World Atglen Inc., Quebecor World Krueger Acquisition Corp., Quebecor World Book Services LLC, Quebecor World Dubuque Inc., Quebecor World Pendell Inc., Quebecor World Fairfield Inc., QW New York Corp., Quebecor World Dallas II Inc., Quebecor World Nevada II LLC, Quebecor World Dallas, L.P., Quebecor World Mt. Morris II LLC, Quebecor World Petty Printing Inc., Quebecor World Hazleton Inc., Quebecor World Olive Branch Inc., Quebecor World Dittler Brothers Inc., Quebecor World Atlanta II LLC, Quebecor World RAI Inc., Quebecor World KRI Inc., Quebecor World Century Graphics Corporation, Quebecor World Waukee Inc., Quebecor World Logistics Inc., Quebecor World Mid-South Press Corporation, Quebecor World Printing Aviation Inc., Quebecor World Eusey Press Inc., Quebecor World Infiniti Graphics Inc., Quebecor World Magna Graphic Inc., Quebecor World Lincoln Inc, and Quebecor World Memphis LLC.

**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 TO SHOW CAUSE SCHEDULING AN
EXPEDITED HEARING ON DEBTORS' EMERGENCY MOTION**

Upon the above-captioned debtors and debtors-in-possession application for an Order to Show Cause, the attached Declaration of Michael J. Canning dated April 11, 2008 (the "Canning Declaration") attesting to the necessity for relief by Order to Show Cause pursuant to Local Rule 9077-1 and for filing under seal pursuant to 11 U.S.C. 107(b) and 107(c), there appearing to be good and sufficient cause to this Court to schedule an immediate hearing on the requested relief, it is hereby

ORDERED, that on April 17, 2008, at 2:00 p.m. (Prevailing Eastern Time) in Courtroom 623, at the United States Bankruptcy Court for the Southern District of New York, this Court shall hold an expedited hearing on the following emergency motion:

Debtors' Motion for Entry of an Order Consistent with the Cross-Border Insolvency Protocol Confirming Authority Under Canadian Court Order of Quebecor World, Inc. to Make Payments to Certain of Debtors' Employees in Exchange for Non-Compete Agreement. (Docket # 539);

and it is further

ORDERED that the notice requirements of Local Rule 9013-1 are hereby waived for this emergency motion. Service of a copy of this Order to Show Cause along with the Declaration

and a Notice of Hearing is adequate and appropriate notice under the circumstances of the Debtors' Chapter 11 cases, and it is further

ORDERED that the Monitor's Confidential Report, submitted *in camera* to the Superior Court, Commercial Division, for the Judicial District of Montreal and the Declaration of Jacques Mallette in Support of Debtors' Motion for Entry of an Order Consistent with the Cross-Border Insolvency Protocol Confirming Authority under Canadian Court Order of Quebecor World Inc. to Make Payments to Certain Employees in Exchange for Non-Compete Agreement (the "Mallette Declaration") shall be served only upon counsel to the Official Committee of Unsecured Creditors, counsel to the Royal Bank of Canada as Administrative Agent for the syndicate of pre-petition lenders to the Debtors, counsel to the Ad Hoc Group of Noteholders and the United States Trustee (the "Notice Parties") and not the Service List, and it is further

ORDERED that pending hearing and determination of the Emergency Motion the Notice Parties shall maintain the confidentiality of the Monitor's Confidential Report and the Mallette Declaration, and that the Monitor's Confidential Report and the Mallette Declaration be made available only to (i) counsel to the Official Committee of Unsecured Creditors and its financial advisors; (ii) counsel to the Ad Hoc Group of Noteholders, and its financial advisors; (iii) counsel to Royal Bank of Canada as Administrative Agent for the syndicate of pre-petition lenders to the Debtors and its financial advisors, and (iv) the Office of the United States Trustee, and it is further

ORDERED that pursuant to Bankruptcy Code §§ 107(b) and 107(c), the Monitor's Confidential Report and the Mallette Declaration not be filed in the public record pending hearing and determination of the Emergency Motion, and it is further

ORDERED that any objections to the relief requested by this motion shall be considered at the hearing.

Dated: New York, New York
April 11, 2008

s/ James M. Peck
HONORABLE JAMES M. PECK
United States Bankruptcy Judge

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)

*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 MICHAEL J. CANNING
IN SUPPORT OF ORDER TO SHOW CAUSE SCHEDULING
EXPEDITED HEARING ON DEBTORS' EMERGENCY MOTION**

Michael J. Canning declares as follows:

1. I am a member of the bar of this Court and a member of the firm of Arnold & Porter LLP, counsel for the Debtors in the above-captioned case. I submit this declaration in support of the Debtors' application for an Order to Show Cause scheduling an expedited hearing on Debtors' emergency motion.

2. The Debtors are proceeding by Order to Show Cause because of the emergency nature of the relief sought from this Court in connection with the emergency motion.

3. The Debtors seek an expedited hearing on the Debtors' Motion for Entry of an Order consistent with the Cross-Border Insolvency Protocol Confirming Authority Under Canadian Court Order of Quebecor World, Inc. to Make Payments to Certain Employees in Exchange for Non-Compete Agreement (the "Emergency Motion").

4. As detailed more fully in the Emergency Motion, the relief sought therein is crucial to the Debtors' business operations and it is imperative that the Debtors be afforded the opportunity to present the Emergency Motion for the Court's consideration at the earliest possible time as the issues raised by the Emergency Motion cannot be resolved without a hearing. Therefore, the Debtors seek this relief by way of order to show cause rather than by notice of motion.

5. In addition, the Debtors seek authority, pursuant to 11 U.S.C. §§ 107(b) and (c), to serve only upon counsel to the Official Committee of Unsecured Creditors, counsel to Royal Bank of Canada as Administrative Agent for the syndicate of pre-petition lenders to the Debtors, counsel to the Ad Hoc Group of Noteholders and the United States Trustee (the "Notice Parties") and file under seal the Monitor's Confidential Report filed in connection with a motion made before the Superior Court, Commercial Division, for the Judicial District of Montreal (the "Canadian Court") and the Declaration of Jacques Mallette in Support of Debtors' Motion for Entry of an Order Consistent with the Cross-Border Insolvency Protocol Confirming Authority under Canadian Court Order of Quebecor World Inc. to Make Payments to Certain Employees in Exchange for Non-Compete Agreement (the "Mallette Declaration").

6. Section 107(b) of the Bankruptcy Code provides bankruptcy courts with the power to issue orders that will protect entities from potential harm that may result from the disclosure of certain confidential information. This section, provides, in relevant part:

On request of a party in interest, the bankruptcy court shall, and on the bankruptcy court's own motion, the bankruptcy court may-

(1) protect any entity with respect to a trade secret or confidential research, development, or commercial information;

11 U.S.C. § 107(b).

7. Bankruptcy Rule 9018 defines the procedures by which a party may move for relief under section 107(b) of the Bankruptcy Code, and provides that “[o]n motion, or on its own initiative, with or without notice, the court may make any order which justice requires (1) to protect the estate or any entity in respect of a trade secret or confidential research development, or commercial information . . .” Fed. R. Bankr. P. 9018.

8. As detailed more fully in the Emergency Motion, the Debtors submit that good cause exists for the Court to grant the relief requested herein. The Monitor’s Confidential Report was submitted *in camera* pursuant an Order of the Canadian Court due to the highly sensitive nature of the confidential commercial information therein. Similarly the Mallette Declaration contains highly sensitive information which the Debtors deem proprietary and confidential. In addition, the Monitor’s Confidential Report contains information that seems to invoke the protections afforded by § 107(c) of the identity information of individuals. Filing these documents under seal and providing for limited service of these documents is necessary because disclosure would harm the Debtors by giving their competitors access to highly confidential and proprietary information.

9. In In re Orion Pictures Corp., 21 F.3d 24, 27 (2nd Cir. 1994), the Second Circuit held that sealing under § 107(b) is available if “the information sought to be sealed was confidential and commercial in nature.” The Second Circuit defined confidential commercial information as used in § 107(b) as “information which would cause ‘an unfair advantage to competitors by providing them information as to the commercial operations of the debtor.’” Quoting Ad Hoc Protective Comm. For 10-1/2% Debenture Holders v. Itel Corp. (In re Itel Corp.), 17 B.R. 942, 944 (B.A.P. 9th Cir. 1982).

10. No prior application for the relief sought in the Emergency Motion has been made to this or any other Court other than the Motion made to the Canadian Court as detailed more fully in the Emergency Motion.

11. The Debtors respectfully request that the Court waive the requirement of Local Bankruptcy Rule 9013-1(b) for a separate memorandum of law in support of this application for an Order to Show Cause.

I declare that the foregoing is true and correct.

Executed on April 11, 2008
New York, New York

/s/ Michael J. Canning
Michael J. Canning