

**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 PURSUANT TO 11 U.S.C. § 365 AUTHORIZING THE DEBTORS
TO ASSUME AN UNEXPIRED MASTER RENTAL AGREEMENT AND
ASSOCIATED RENTAL SCHEDULES WITH YALE MATERIALS
HANDLING CORPORATION**

Upon the motion (the “Motion”) of the above-captioned debtors (collectively, the “Debtors”) for entry of an Order authorizing the assumption of an unexpired Master Rental Agreement, including the associated rental schedules (the “Rental Agreement”) with Yale Materials Handling Corporation (“YMHC”); the Court having reviewed the Motion and the Declaration of Joseph F. Friddle in support of the Motion; and having considered the statements of counsel at a hearing before the Court (the “Hearing”); and the Court having found that (a) it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), (c) venue of this proceeding and the Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409, (d) notice of the Motion was appropriate under the circumstances, (e) the conditions for assumption of the Rental Agreement (as defined in the Motion) under section 365 of the Bankruptcy Code, including the cure of any existing defaults thereunder, have been or will promptly be satisfied by the Debtors and (f) the Debtors have provided YMHC with adequate assurance of their future performance under the Rental Agreement; and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish grounds for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Debtors are authorized pursuant to 11 U.S.C. § 365 to assume the Rental Agreement pursuant to section 365(a) of the Bankruptcy Code and Bankruptcy Rule 6006. The Rental Agreement shall be deemed assumed and effective as of the date of the entry of this Order.
3. Upon the entry of this Order, the Debtors are authorized to cure existing defaults under the Rental Agreement, including making the payment of past due installments under the Rental Agreement.
4. In the event that, following the Debtors' assumption of the Rental Agreement, the Rental Agreement is subsequently rejected by the Debtors (or any trustee or examiner appointed in these chapter 11 cases) pursuant to section 365 of the Bankruptcy Code or otherwise, any claim arising from such rejection will constitute a general unsecured claim as to any Leased Equipment that was subject to the Rental Agreement as of the Petition Date (the "Prepetition Leased Equipment"), and YMHC will waive its right to assert an administrative priority claim on account of rejection damages relating to such Prepetition Leased Equipment; provided, however, that such waiver will not apply to any rent claims on account of equipment that becomes subject to the Rental Agreement following the Petition Date.
5. 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 Motion or otherwise waived.

