

**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 OFFICIAL COMMITTEE
OF UNSECURED CREDITORS OF QUEBECOR WORLD (USA) INC., ET AL.,
TO RETAIN AND EMPLOY BENNETT JONES LLP AS
CANADIAN COUNSEL, NUNC PRO TUNC TO MARCH 4, 2008**

Upon the application dated March 27, 2008 (the "Application") of the Official Committee of Unsecured Creditors (the "Committee") of Quebecor World (USA) Inc., et al. (collectively the "Debtors") for an order, pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code (the "Bankruptcy Code") and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), authorizing the Committee to retain and employ the Canadian law firm of Bennett Jones LLP ("Bennett Jones"), nunc pro tunc to March 4, 2008 as Canadian counsel, and upon the Declaration of S. Richard Orzy, a member of the firm of Bennett Jones, dated March 27, 2008 (the "Orzy Declaration"); and it appearing that the partners and associates of Bennett Jones who will perform services on behalf of the Committee in these chapter 11 cases are duly qualified to practice in the Canadian courts; and the Court finding, based on the representations made in the Application and the Orzy Declaration, that Bennett Jones does not represent any interest adverse to the Committee and/or the Debtors' estates with respect to the matters upon which it is to be engaged, that it is a "disinterested person," as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, that its

employment is necessary and, in the best interests of the Committee and the Debtors' estates; and finding that adequate notice of the Application having been given; and it appearing that no other notice need be given; and after due deliberation and sufficient cause appearing therefore, it is

ORDERED, that the Application is approved in its entirety; and it is further

ORDERED, that in accordance with section 1103(a) and, with respect to Bennett Jones' hourly rates and reimbursement policies, section 328(a) of the Bankruptcy Code and Bankruptcy Rule 2014(a), the Committee is hereby authorized and empowered to employ and retain the firm of Bennett Jones as its Canadian counsel, nunc pro tunc to March 4, 2008, to represent it in these cases and such retention is hereby approved; and it is further

ORDERED, that Bennett Jones shall be compensated as described in the Application and in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, such Bankruptcy Rules and Local Bankruptcy Rules as may then be applicable from time to time, and such procedures as set forth in this Court's Order Establishing Procedures Governing Interim and Monthly Compensation of Professionals.

Dated: New York, New York
April 17, 2008

s/ James M. Peck
Honorable James M. Peck
United States Bankruptcy Judge