

**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  
ASSUMPTION OF AN EXECUTORY CONTRACT WITH IO  
INTEGRATION, INC. FOR XINET SOFTWARE LICENSES**

Upon the motion (the “Motion”)<sup>1</sup> of the above-captioned debtors (collectively, the “Debtors”) for entry of an Order authorizing the Debtors to assume an executory contract with IO Integration, Inc. (“IO Integration”) for the purchase of certain Xinet FullPress and Xinet WebNative software licenses, along with FlashNet supplemental modules; the Court having reviewed the Motion and 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 Agreement (which, for the avoidance of doubt, includes (i) a Purchase Order from the Debtors to IO Integration for the Licenses, dated November 27, 2007; (ii) a Sales Order from IO Integration to the Debtors for the Licenses, dated November 28, 2007; (iii) the Additional Invoice from IO Integration to the Debtors for the Modules, dated December 14, 2007; and (iv) the Xinet End User Software License Agreement) under section 365 of the Bankruptcy Code, including the cure of any existing defaults thereunder, have been or will

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<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion, as

promptly be satisfied by the Debtors and (f) the Debtors have provided IO Integration with adequate assurance of their future performance under the 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 Agreement pursuant to section 365(a) of the Bankruptcy Code and Bankruptcy Rule 6006. The 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 Agreement, including making the payment of past due installments under the Agreement.
4. 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.
5. The Debtors are authorized to take all such actions as are necessary or appropriate to implement the terms of this Order.
6. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York  
April 17, 2008

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