

**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. § 363 AUTHORIZING QUEBECOR
WORLD (USA) INC. TO ENTER INTO AND PERFORM OBLIGATIONS
UNDER A CUSTOMER CONTRACT WITH SIMON & SCHUSTER, INC**

Upon the motion (the “Motion”)* of the above-captioned debtors (collectively, the “Debtors”) for entry of an Order authorizing Quebecor World (USA) Inc, to enter into and perform obligations under a Manufacturing Agreement (the “Agreement”); 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 and (e) entry into the Agreement is in the best interests of the Debtors and their bankruptcy estates and represent a sound exercise of the Debtors’ business judgment; 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. Quebecor World (USA) Inc. is authorized, pursuant to section 363 of the Bankruptcy Code, to enter into the Agreement with Simon & Schuster, Inc. and to perform all of its obligations thereunder.

3. This order shall be effective immediately upon entry.

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. Nothing herein shall be deemed to require the Debtors to seek authority of this Court to enter into contracts or agreements in the ordinary course of business.

7. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York
May 22, 2008

s/ James M. Peck
HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE

* Capitalized terms not defined in this Order shall have the meaning ascribed to them in the Motion.