

**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 THE DEBTORS
TO ENTER INTO AND PERFORM OBLIGATIONS UNDER A NEW
LEASE FOR CERTAIN REAL PROPERTY LOCATED AT 4237
CONCORDE ROAD, MEMPHIS, TENNESSEE**

Upon the motion (the “Motion”)* of the above-captioned debtors (collectively, the “Debtors”) for entry of an Order authorizing the Debtors to enter into and perform obligations under a new lease for certain real property located at 4237 Concorde Road, Memphis, Tennessee; 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 terms of the Lease are fair and reasonable and (f) entry into and performance of obligations under the Lease is an exercise of the Debtors’ sound business judgment and is in the best interests of the Debtors and their bankruptcy estates; 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:

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

1. The Motion is GRANTED as set forth herein.
2. Pursuant to section 363 of the Bankruptcy Code, QW Olive Branch is authorized to execute and enter into the Lease and to perform all of the agreements, covenants and obligations of QW Olive Branch set forth in the Lease and take such additional actions as may be necessary in connection with entry into the Lease.
3. The ten day stay set forth in Bankruptcy Rule 6004(h) is hereby abrogated and 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. 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