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**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

Honorable James M. Peck

**DECLARATION OF JOSEPH PANNUNZIO IN SUPPORT OF THE DEBTORS'
MOTION PURSUANT TO SECTION 365 OF THE BANKRUPTCY CODE AND
BANKRUPTCY RULE 6006 FOR AN ORDER AUTHORIZING THE REJECTION OF
A CERTAIN UNEXPIRED REAL PROPERTY LEASE**

I, Joseph Pannunzio, declare under penalty of perjury, in support of the Debtors' Motion Pursuant to Section 365 of the Bankruptcy Code and Bankruptcy Rule 6006 for an Order Authorizing the Rejection of a Certain Unexpired Real Property Lease, as follows:

1. I am Vice President, Information Technology of Quebecor World (USA) Inc., a corporation organized under the laws of the State of Delaware and one of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors"). In this capacity, I am generally familiar with the Debtors' day-to-day operations, business and financial affairs, books and records, and the Lease, as defined below.

2. Since the Petition Date, the Debtors have initiated a review of their unexpired nonresidential real property leases to identify those leases that, in the Debtors' business judgment, are not necessary to their ongoing business operations or restructuring efforts.

3. The Debtors have continued to review their unexpired nonresidential leases and determined that the certain nonresidential real property lease, dated December 6, 2002, by and between Agatha D. Cha, as the lessor, and Andrew Cha International, Inc., as the lessee, for the property at 1100 Corporate Center Drive, Monterey Park, California (the "Lease"), identified on Exhibit B attached to the Motion, which the Debtors acquired as part of Debtor Quebecor World (USA) Inc.'s ("QWUSA") 2007 purchase of certain assets of Andrew Cha International, Inc., d/b/a Colorscope and Korolary Networks, Inc., is not necessary to their ongoing business operations or restructuring efforts.

4. Specifically the Debtors will vacate the premises that are the subject of the Lease on or before July 31, 2008, the date through which the Debtors have paid rent due under the Lease. Accordingly, the Lease should be rejected in order to prevent the Debtors from incurring any additional postpetition obligations thereunder, as the payment of monthly base rent in the approximate amount of \$19,747.20 is economically burdensome and would constitute an unnecessary drain on the assets of the Debtors' estates.

5. Based on a review of their leases, the Debtors have determined that the Lease is not necessary to their continued business operations and that continuing to incur obligations under the Lease would provide no corresponding benefit to the Debtors' bankruptcy estates.

6. The Debtors believe that rejection of the Lease is a sound business decision.

