

**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
NORTH PLAINS SYSTEMS CORP.**

Upon the motion (the “Motion”¹) of the above-captioned debtors (collectively, the “Debtors”) for entry of an Order authorizing the Debtors to assume an executory contract with North Plains Systems Corp.. for the purchase of certain software licenses; 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 (as defined in the Motion) under section 365 of the Bankruptcy Code, including the cure of any existing defaults thereunder, have been or will promptly be satisfied by the Debtors; 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 and the ten day stay set forth in Bankruptcy Rule 6004(h) is hereby abrogated.

3. Upon the entry of this Order, the Debtors are authorized to cure existing defaults under the Agreement, including making past due payments 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
July 17, 2008

s/ James M. Peck
United States Bankruptcy Judge

¹ Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.