

**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

**OMNIBUS ORDER GRANTING FIRST INTERIM APPLICATIONS OF
CERTAIN PROFESSIONALS FOR ALLOWANCE OF COMPENSATION
AND REIMBURSEMENT OF EXPENSES**

Upon consideration of the first interim applications of certain professionals listed on Exhibit A (collectively, the “Professionals” or “Applicants”) for allowance of compensation and reimbursement of expenses for professional services rendered and expenses incurred by the Professionals (collectively, the “Applications”); and a hearing having been held on July 17, 2008 before this Court to consider the Applications; it appearing that the relief requested is in the best interest of the Debtors’ estates, their creditors and other parties in interest; it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); it appearing that venue of this proceeding and these Applications in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; notice of these Applications and the opportunity for a hearing on these Applications was appropriate under the particular circumstances and that no other or further notice need be given; the requested compensation for those services detailed in the Applications are reasonable and necessary services rendered by the Professionals; the reimbursements for expenses detailed in the Applications represent reimbursements for actual and necessary expenses incurred by the Professionals in connection with these cases; the legal and factual bases set forth in the

Applications and at the hearing establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Applications set forth on Exhibit A annexed hereto are hereby approved.
2. Compensation to the Professionals for professional services rendered during the time periods set forth in the Applications is hereby allowed in the amounts set forth on Exhibit A in the column entitled "Total Compensation Approved for the First Interim Period"; provided however, the Debtors are only hereby directed and authorized to immediately pay each Applicant the fees and expenses set forth on Exhibit A in the column "Total Compensation Currently Payable by the Debtors," to the extent that the Debtors have not already done so in connection with the payments made pursuant to this Court's Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures Governing Interim Monthly Compensation of Professionals, all without prejudice to the right of each Professional to seek payment of the Fees Held Back by the Debtors, as set forth on Exhibit A, at a later time.
3. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with these Applications.
4. The ten day stay set forth in Bankruptcy Rule 6004(h) is hereby abrogated and this order shall be effective immediately upon entry.
5. 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 Applications or otherwise waived.

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 24, 2008

s/ James M. Peck
United States Bankruptcy Judge

Exhibit A

Applicant	Total Fees Requested for the First Interim Fee Period	Total Expenses Requested for the First Interim Fee Period	Total Fees Approved for the First Interim Fee Period	Total Expenses Approved for the First Interim Fee Period	Total Compensation Approved for the First Interim Fee Period	Fees Held Back (10%)	Total Compensation Currently Payable by the Debtors
Arnold & Porter LLP (01/21/2008 - 04/30/2008)	\$3,792,168.00	\$199,583.40	\$3,792,168.00	\$199,583.40	\$3,991,751.40	\$379,216.80	\$3,612,534.60
Richards Kibbe & Orbe LLP (01/21/2008 - 04/30/2008)	\$521,201.50	\$1,516.07	\$521,201.50	\$1,516.07	\$522,717.57	\$52,120.15	\$470,597.42
KPMG LLP (U.S.) (04/07/2008 - 04/30/2008)	\$16,335.80	\$0.00	\$16,335.80	\$0.00	\$16,335.80	\$1,633.58	\$14,702.22
Ernst & Young LLP (04/07/2008 - 04/30/2008)	\$436,513.00	\$3,218.00	\$436,513.00	\$3,218.00	\$439,731.00	\$43,651.30	\$396,079.70
George Comfort & Sons, Inc. (03/01/2008 - 04/30/2008)	\$9,500.00	\$0.00	\$9,500.00	\$0.00	\$9,500.00	\$950.00	\$8,550.00
Akin Gump Strauss Hauer & Feld LLP (01/31/2008 - 04/30/2008)	\$2,649,598.00	\$60,477.37	\$2,649,598.00	\$60,477.37	\$2,710,075.37	\$264,959.80	\$2,445,115.57
Mesirow Financial Consulting, LLC (02/01/2008 - 04/30/2008)	\$777,893.00	\$1,464.00	\$777,893.00	\$1,464.00	\$779,357.00	\$77,789.30	\$701,567.70
Jefferies & Company, Inc. (02/05/2008 - 04/30/2008)	\$429,310.25	\$7,895.89	\$429,310.25	\$7,895.89	\$437,206.14	\$42,931.03	\$394,275.12
Bennett Jones LLP (03/04/2008 - 04/30/2008)	\$284,982.00 (CDN)	\$13,644.43 (CDN)	\$284,982.00 (CDN)	\$13,644.43 (CDN)	\$298,626.43 (CDN)	\$28,498.20 (CDN)	\$270,128.23 (CDN)

Dated: 7/24/2008

Initials: JMP, USBJ