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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re	Chapter 11
Quebecor World (USA) Inc., <u>et al.</u> ,	Case No. 08-10152 (JMP)
Debtors.	Jointly Administered
	Honorable James M. Peck

**EMERGENCY APPLICATION OF THE DEBTORS FOR
ORDER AUTHORIZING THE FILING UNDER SEAL OF
THE DEBTORS' RESPONSE TO THE LIMITED OBJECTION
OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS TO
DEBTORS' MOTION FOR AUTHORITY TO ENTER INTO MEMORANDUM
OF AGREEMENT AMENDING A PRINTING AGREEMENT WITH PARADE
PUBLICATIONS AND TO ASSUME THE PRINTING AGREEMENT AS AMENDED**

The above-captioned Debtors and Debtors in Possession (the "Debtors"), move this Court (the "Sealing Application") for entry of an order, pursuant to 11 U.S.C. §§ 107(b) and (c) of the Federal Rule of Bankruptcy Procedure 9018, authorizing the Debtors to file under seal their Response to Limited Objection of the Official Committee of Unsecured Creditors to Debtors' Motion for Authority to Enter into Memorandum of Agreement Amending a Printing Agreement with Parade Publications and to Assume the Printing Agreement as Amended (the "Debtors'

Response”). In support of this Sealing Application, the Debtors respectfully represents as follows:

BACKGROUND

1. On August 4, 2008, the Debtors filed a Motion (the “Motion”) requesting authority to amend a Printing Agreement (the “Agreement”) with Parade Publications, a division of Advance Magazine Publishers Inc. (“Parade”), and to assume the agreement as amended. The amendments, which are set forth in a Memorandum of Agreement dated July 30, 2008 (the “MOA”)¹ would extend the term of the Debtors’ existing Agreement with Parade for several additional years, under which the Debtors would continue as the sole printer of PARADE Magazine.

2. On August 12, 2008, the Official Committee of Unsecured Creditors (the “Committee”) filed, under seal, a limited objection to the Motion.

3. The Debtors seek to respond, under seal, to the Committee’s limited objection and to provide the Court with a description of the MOA, its importance to the Debtors’ business, and the context in which the MOA was negotiated.

4. Many of the terms and conditions of the MOA constitute confidential commercial information of the Debtors and Parade, the disclosure of which may harm the Debtors and Parade by giving their competitors access to highly confidential and proprietary information.

JURISDICTION

5. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this

¹ A copy of the MOA has been provided to the Court for its *in camera* review.

Court pursuant to 28 U.S.C. §§ 1408 and 1409. The basis for the relief requested herein is section 107 of the Bankruptcy Code and Bankruptcy Rule 9018.

RELIEF REQUESTED

6. By this Sealing Application, the Debtors request entry of an order in substantially the same form of the proposed order attached hereto as Exhibit A authorizing the filing of the Debtors' Response under seal with copies to be submitted *in camera* to this Court, and served upon counsel to the Official Committee of Unsecured Creditors, counsel to the Ad Hoc Group of Noteholders, counsel to the Royal Bank of Canada as Administrative Agent for the Syndicate of Prepetition Lenders to the Debtors, and the United States Trustee.

BASIS FOR RELIEF

7. Bankruptcy Rule 9018 defines the procedures by which a party may move for relief under section 107(b) of the Bankruptcy Code, and provides that “[o]n motion, or on its own initiative, with or without notice, the court may make any order which justice requires (1) to protect the estate or any entity in respect of a trade secret or confidential research development, or commercial information ...” Fed. R. Bankr. P. 9018.

8. The Debtors submit that good cause exists for the Court to grant the relief requested herein. The MOA was submitted to the Court *in camera* due to the highly sensitive nature of the confidential commercial information therein. Similarly the Debtors' Response will contain highly sensitive information which the Debtors deem proprietary and confidential. Filing the Debtors' Response under seal and providing for limited service is necessary because disclosure would harm the Debtors and Parade by giving their competitors access to highly confidential and proprietary information.

9. In In re Orion Pictures Corp., 21 F.3d 24, 27 (2nd Cir. 1994), the Second Circuit held that sealing under § 107(b) is available if “the information sought to be sealed was confidential and commercial in nature.” The Second Circuit defined confidential commercial information as used in § 107(b) as “information which would cause ‘an unfair advantage to competitors by providing them information as to the commercial operations of the debtor.’” Quoting Ad Hoc Protective Comm. For 10-1/2% Debenture Holders v. Itel Corp. (In re Itel Corp.), 17 B.R. 942, 944 (B.A.P. 9th Cir. 1982).

NO PREVIOUS REQUEST

10. No previous application for the relief requested herein has been made by the Debtors to this Court or any other court.

WHEREFORE, the Debtors respectfully request that an Order be entered granting the relief requested herein, and providing the Debtors with such other and further relief as the Court may deem just and proper.

Dated: August 12, 2008
New York, New York

Respectfully submitted,

/s/ Michael J. Canning

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