

**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 SECTION 365 OF THE BANKRUPTCY CODE
EXTENDING THE TIME WITHIN WHICH THE DEBTORS MAY
ASSUME OR REJECT CERTAIN UNEXPIRED LEASES OF
NONRESIDENTIAL REAL PROPERTY**

Upon the motion (the “Motion”)¹ of the above-captioned debtors (collectively, the “Debtors”) for entry of an Order authorizing the Debtors to extend the time to assume or reject nonresidential real property leases which are described in Schedule I attached to this Order (the “Unexpired Leases”); the Court having reviewed the Motion and considered the statements of counsel at a hearing before the Court (the “Hearing”); 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 and (e) extending the deadline to assume or reject the leases pursuant to section 365 of the Bankruptcy Code is in the best interests of the Debtors’ 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:

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

1. The Motion is GRANTED as set forth herein.
2. Pursuant to section 365(d)(4) of the Bankruptcy Code, the time period within which the Debtors must assume or reject each of the Extended Deadline Leases is extended until the applicable Lease Extension Deadline, all as set forth on Schedule I attached hereto, without prejudice to the Debtors' rights to seek further extension upon consent of the applicable lessor(s).
3. The terms and conditions of this order shall be immediately effective and enforceable upon its 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
August 14, 2008

s/ James M. Peck
United States Bankruptcy Judge

Schedule I: Extended Deadline Leases¹

Lessor Name and Address(es)	Name of Debtor Party to Lease/Sublease	Description and Location of Premises	Lease Extension Deadline
BLC Development Co 5555 Murray Road Cincinnati, OH 45227 Attn: Jeffrey W. Coffaro	Quebecor World Johnson & Hardin Co	4333 Bethany Road Mason, OH 76,800 Approx Sq Ft	Through and including October 17, 2008
CF Capital, LLC c/o Catellus Operating LP P.O. Box 60000 San Francisco, CA 94161 Palmtree Acquisition Corporation 4545 Airport Way Denver, CO 80239	Quebecor World Logistics Inc.	1290 Remington Blvd Bolingbrook, IL 313,179 Approx Sq Ft	Through and including October 17, 2008
Clarksville-Montgomery County Industrial Development Board c/o Richard Batson, Esq. Batson, Nolan, Pearson, Miller & Joiner 121 S 3rd Street Clarksville, TN 37040	QW Memphis Corp.	451 International Blvd, Clarksville, TN 37040	Through and including September 19, 2008

¹ Included in the list of Extended Deadline Leases are certain Leases entered into in connection with IDB Financings for certain premises. The inclusion of such Leases on the list of Extended Deadline Leases is out of an abundance of caution and without prejudice to Debtors' right to assert any rights in connection with such Leases, including, without limitation, as to the nature or character of the agreements and the rights and remedies of the Debtors with respect therewith.

Lessor Name and Address(es)	Name of Debtor Party to Lease/Sublease	Description and Location of Premises	Lease Extension Deadline
<p>Industrial Development Board of Dyer County</p> <p>c/o John M. Lannom, Esq. 422 McGaughey Street, P.O. Box 1799 Dyersburg, TN 38024</p> <p>Hal Boyd, esq. c/o 422 McGaughey Street, P.O. Box 1729, Dyersburg, Tennessee 38024</p>	QW Memphis Corp.	2030 Sylvan Road Dyersburg, TN	Through and including October 17, 2008
<p>One Directory Place LLC c/o DPC Development Company 7000 E. Belleview Avenue, Suite 290 Greenwood Village, CO 80111</p>	Quebecor World Loveland Inc.	380 West 37th Street Loveland, CO 149,950 Approx Sq Ft	Through and including October 17, 2008
<p>Pfizer Inc. 235 E 42nd Street New York, NY 10017</p> <p>Pfizer Inc. c/o Nancy Ann Connery Schoeman, Updike & Kaufman, LLP 60 East 42nd Street New York, NY 10165</p>	Quebecor World (USA) Inc.	150 East 42nd Street 11th Fl. New York, NY 32,000 Approx Sq Ft	Through and including October 17, 2008
<p>Quebecor Printing RE, Inc. 340 Pemberwick Road Greenwich, CT 06831</p>	RAI, Inc.	12821 West Bluemound Road Brookfield, WI	Through and including October 17, 2008