

**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 AUTHORIZING THE DEBTORS TO EMPLOY WATSON WYATT  
& COMPANY *NUNC PRO TUNC* TO AUGUST 1, 2008 TO PROVIDE  
PENSION AND BENEFITS CONSULTING SERVICES TO THE DEBTORS  
PURSUANT TO SECTIONS 327(a) AND  
328(a) OF THE BANKRUPTCY CODE**

This matter is before the Court on the application (the “Application”)<sup>1</sup> of the above-captioned debtors and debtors in possession (the “Debtors”), for entry of an order authorizing and approving the employment of Watson Wyatt & Company (“Watson Wyatt”) to provide Pension and Benefits Consulting Services to the Debtors, with compensation and reimbursement of expenses to be paid as an administrative expense in such amounts as may be allowed by this Court pursuant to the Bankruptcy Code; and upon the supporting Declaration of David D. Burke, wherein it appears that, upon entry of this Order (a) Watson Wyatt will be deemed to have waived its right to collect from the Debtors any funds relating to prepetition services performed for the Debtors, whether arising under engagements where one or more of the Debtors was the sole engaging party, or under engagements where one or more of the Debtors signed jointly with certain non-debtor affiliates, including particularly with QWI and (b) Watson Wyatt will not hold or represent any interest materially adverse to the Debtors, any creditors of the Debtors, or any other party in interest with respect to the matters upon which Watson Wyatt is to be engaged; and this Court having determined that such retention is in the best interests of

the Debtors, the Debtors' estates, creditors and equity security holders; and notice of the Application and the hearing on the Application having been given to all parties entitled to receive notice; and it appearing that no other or further notice of the Application need be given; and after due deliberation and sufficient cause appearing therefore;

It is ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED as set forth herein.
2. Watson Wyatt is found to be a "disinterested person" as contemplated under sections 101(14), 327 and 1107 of the Bankruptcy Code
3. Pursuant to sections 327(a) and 328(a) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code") and Rule 2014(a) of the Federal Rules of Bankruptcy (the "Bankruptcy Rules") and Rule 2014-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), the Debtors are authorized to employ Watson Wyatt to provide Pension and Benefits Consulting Services for the Debtors pursuant to the Engagement Letter, and to perform the services for the Debtors described in the Application and set forth in the Engagement Letter, *nunc pro tunc* to August 1, 2008, to the extent applicable.
4. Watson Wyatt shall be compensated in accordance with the standards and procedures set forth in sections 328, 330 and 331 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Rules, guidelines established by the Office of the United States Trustee, and orders of this Court, including the Court's Interim Procedures Order establishing procedures for monthly compensation and reimbursement of expenses.

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

5. Notwithstanding anything to the contrary in the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and any orders of this Court or any guidelines regarding the submission and approval of fee applications, Watson Wyatt and its professionals shall only be required to maintain time records for services rendered post petition in half-hour (0.5) increments.

6. In no event shall Watson Wyatt be indemnified in these Chapter 11 Cases if the Debtors or a representative of the estate asserts a claim for, and a court determines by final order that such claim arose out of, Watson Wyatt's own bad-faith, self-dealing, breach of fiduciary duty (if any), gross negligence or willful misconduct.

7. The terms and conditions of the Engagement Letter as same relates to the Debtors are hereby approved, and the Debtors are authorized to perform all acts necessary to enter into the Engagement Letter to the extent applicable.

8. Nothing in this Order shall restrict or limit the right of the Debtors to apply to the Court to alter or expand the scope of services to be provided by Watson Wyatt.

9. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

10. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York  
August 14, 2008

s/ James M. Peck  
UNITED STATES BANKRUPTCY JUDGE