

**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

Honorable James M. Peck

**ORDER AUTHORIZING THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS OF QUEBECOR WORLD (USA) INC.,
ET AL., TO RETAIN AND EMPLOY LOWENSTEIN SANDLER PC AS
CONFLICTS COUNSEL, NUNC PRO TUNC TO JUNE 30, 2008**

Upon the application (the "Application") of the Official Committee of Unsecured Creditors (the "Committee") appointed in the chapter 11 cases filed by the above captioned debtors and debtors-in-possession¹ (each a "Debtor," collectively the "Debtors") pursuant to Federal Rule of Bankruptcy Procedure 2014 and Local Bankruptcy Rule 2014-1 of the Local Rules of the United States Bankruptcy Court for the Southern District of New York for an order under 11 U.S.C. §§ 328 and 1103 authorizing

¹ On January 23, 2008, the Court granted joint administration of Cases Nos. 08-10152 through 08-10204. The Debtors are the following entities: Quebecor World (USA) Inc., Quebecor Printing Holding Company, Quebecor World Capital Corporation, Quebecor World Capital II GP, Quebecor World Capital II LLC, WCZ, LLC, Quebecor World Lease GP, Quebecor World Lease LLC, QW Memphis Corp., The Webb Company, Quebecor World Printing (USA) Corp., Quebecor World Loveland Inc., Quebecor World Systems Inc., Quebecor World San Jose Inc., Quebecor World Buffalo Inc., Quebecor World Johnson & Hardin Co., Quebecor World Northeast Graphics Inc., Quebecor World UP / Graphics Inc., Quebecor World Great Western Publishing Inc., Quebecor World DB Acquisition Corp., WCP-D, INC., Quebecor World Taconic Holdings Inc., Quebecor World Retail Printing Corporation, Quebecor World Arcata Corp., Quebecor World Nevada Inc., Quebecor World Atglen Inc., Quebecor World Krueger Acquisition Corp., Quebecor World Book Services LLC, Quebecor World Dubuque Inc., Quebecor World Pendell Inc., Quebecor World Fairfield Inc., QW New York Corp., Quebecor World Dallas II Inc., Quebecor World Nevada II LLC, Quebecor World Dallas, L.P., Quebecor World Mt. Morris II LLC, Quebecor World Petty Printing Inc., Quebecor World Hazleton Inc., Quebecor World Olive Branch Inc., Quebecor World Dittler Brothers Inc., Quebecor World Atlanta 11 LLC, Quebecor World RAllnc., Quebecor World KRllnc., Quebecor World Century Graphics Corporation, Quebecor World Waukee Inc., Quebecor World Logistics Inc., Quebecor World Mid-South Press Corporation, Quebecor Printing Aviation Inc., Quebecor World Eusey Press Inc., Quebecor World Infiniti Graphics Inc., Quebecor World Magna Graphic Inc., Quebecor World Lincoln Inc, and Quebecor World Memphis LLC.

and approving the Committee's retention of Lowenstein Sandler PC ("Lowenstein Sandler") as conflicts counsel to the Committee effective as of June 30, 2008, and upon the certification of Kenneth A. Rosen, Esq., a member of Lowenstein Sandler, submitted in support of the Application (the "Rosen Certification"); and the Court finding, based on the representations made in the Application and the Rosen Certification, that Lowenstein Sandler does not represent any interest adverse to the Committee and/or the Debtors' estates with respect to the matters upon which it is to be engaged, that it is a "disinterested person," as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, that its employment is necessary and, in the best interests of the Committee and the Debtors' estates; and it appearing that notice of the Application has been given to the parties specified in the Application, and that no other or further notice need be given; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing:

IT IS HEREBY ORDERED THAT:

1. The Application is granted in its entirety.
2. Pursuant to 11 U.S.C. § 1103(a) and Federal Rule of Bankruptcy Procedure 2014(a), the Committee is authorized to employ and retain Lowenstein Sandler as its conflicts counsel, effective as of June 30, 2008.
3. Lowenstein Sandler shall be compensated at its customary hourly rates and reimbursed for its expenses in accordance with the procedures set forth in 11 U.S.C. §§ 330 and 331, the applicable Federal Rules of Bankruptcy Procedure, Local Bankruptcy Rule 2014-1 of the Local Rules of the United States Bankruptcy Court for the Southern District of New York, and this Court's Order Pursuant to Sections 105 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016(a) and Local Bankruptcy Rule 2016-1 Establishing Procedures Governing Interim and Monthly Compensation of Professionals, dated February 13, 2008.

4. The Court shall retain jurisdiction over any and all issues arising from or related to the implementation or interpretation of this Order.

Dated: New York, New York
August ____, 2008

HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE