

**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 11 U.S.C. §§ 363 AND 365 AUTHORIZING THE DEBTORS
TO ENTER INTO MEMORANDUM OF AGREEMENT AMENDING A PRINTING
AGREEMENT WITH BED BATH & BEYOND , INC. AND TO ASSUME THE
PRINTING AGREEMENT AS AMENDED**

Upon the motion (the “Motion”)* of the above-captioned debtors (collectively, the “Debtors”) for entry of an Order authorizing them to enter into an agreement (the “Amendment”) amending a printing agreement between Debtor Quebecor World Printing (USA) Corp. (“QW Printing”) and Bed Bath & Beyond, Inc. (“Bed Bath & Beyond”) (the “Printing Agreement”), and to assume the Printing Agreement, as amended; 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, and (d) notice of the Motion was appropriate under the circumstances; and the Court having reviewed the Declaration of Jeremy Roberts and having determined that the legal and factual bases set forth in the Motion and at the Hearing establish grounds for the relief granted herein;

* Capitalized terms not defined in this Order shall have the meaning ascribed to them in the Motion.

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Debtors are authorized pursuant to 11 U.S.C. § 363 to take all steps and perform all acts necessary to enter into the Amendment with Bed Bath & Beyond and to perform all of their obligations thereunder.
3. The Debtors are authorized pursuant to 11 U.S.C. § 365 to assume the Printing Agreement, as amended by the Amendment. The Printing Agreement, as amended, shall be deemed assumed and effective as of the date of the entry of this Order.
4. QW Printing shall not assign the Printing Agreement without either (i) the consent of each of the Official Committee of Unsecured Creditors, the Administrative Agent for the Debtors' Prepetition Lenders and the Ad-Hoc Group of Noteholders, or (ii) further order of the Court.
5. The ten day stay set forth in Bankruptcy Rule 6004(h) is hereby abrogated and this order shall be effective immediately upon entry.
6. The Debtors are authorized to take all such actions as are necessary or appropriate to implement the terms of this Order.
7. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York
September 19, 2008

s/ James M. Peck
United States Bankruptcy Judge