

**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  
AND BANKRUPTCY RULE 6006 AUTHORIZING THE DEBTORS TO  
ASSUME CERTAIN UNEXPIRED NONRESIDENTIAL REAL  
PROPERTY LEASES, AS AMENDED**

Upon the motion (the “Motion”)<sup>1</sup> of the above-captioned debtors (collectively, the “Debtors”) for entry of an Order authorizing the Debtors to assume certain unexpired nonresidential real property leases, as amended, which are described in Schedule I attached to this Order (the “Assumed 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) assumption of the Assumed Leases set forth on Schedule I 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. The Motion is GRANTED as set forth herein.

2. The Debtors are authorized to assume the Assumed Leases set forth on Schedule I hereto pursuant to section 365(a) of the Bankruptcy Code and Bankruptcy Rule 6006. Each Assumed Lease shall be deemed assumed upon the date of entry of this Order.

3. The Debtors maintain the right to later reject any such Assumed Lease, and if the Debtors subsequently reject any leases previously assumed hereunder, the resulting damages that may be asserted by the lessors thereof will be limited by sections 503(b)(7) and 502(b)(6) of the Bankruptcy Code and any other applicable law.

4. The Debtors' right to assign any of the Assumed Leases, pursuant to section 365(f) of the Bankruptcy Code, is expressly reserved.

5. The Debtors maintain the right to later terminate any such Assumed Lease in accordance with the terms and conditions of such Assumed Lease.

6. Subject to paragraph 7 below, the cure amount to be paid to cure all prepetition defaults under each Assumed Lease, pursuant to section pursuant to section 365(b) of the Bankruptcy Code, shall be the applicable Cure Payments set forth on the attached Schedule I.

7. To the extent any lessor under an Assumed Lease timely filed a Cure Objection that was not resolved prior to the Hearing, the Cure Objection shall be heard at the next regularly scheduled omnibus hearing to be held in these Cases or on such other omnibus hearing date as is mutually agreed upon by the parties.

8. Pursuant to section 365(b)(1)(C) of the Bankruptcy Code, the Debtors have satisfied their obligation to provide parties to each Assumed Lease with adequate assurance of future performance.

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*Footnote continued from previous page*

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

9. The Debtors shall not be deemed to have waived any right, argument or legal position, with respect to the Assumed Leases by not having raised or addressed any issue or potential issue with regard to the Assumed Leases in the Motion. The Debtors are authorized to take all such actions as are necessary or appropriate to implement the terms of this Order.

10. 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*  
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United States Bankruptcy Judge

**Schedule I: Assumed Leases**

<b>Landlord / Management Co and Address(es)</b>	<b>Amended Post-Petition</b>	<b>Name of Debtor Party to Lease/Sublease</b>	<b>Description and Location of Premises</b>	<b>Cure Payment</b>
<p>CF Capital, LLC c/o Catellus Operating LP P.O. Box 60000 San Francisco, CA 94161</p> <p>Palmtree Acquisition Corporation 4545 Airport Way Denver, CO 80239</p>	Amended, on or about September 3, 2008	Quebecor World Logistics Inc.	<p>1290 Remington Blvd Bolingbrook, IL</p> <p>313,179 Approx Sq Ft</p>	\$96,657.61
<p>One Directory Place LLC c/o DPC Development Company 7000 E. Belleview Avenue, Suite 290 Greenwood Village, CO 80111</p>	Amended, on or about September 12, 2008	Quebecor World Loveland Inc.	<p>380 West 37th Street Loveland, CO</p> <p>149,950 Approx Sq Ft</p>	\$0.00