

**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 AUTHORIZING QUEBECOR WORLD RAI
INC. TO ENTER INTO AND PERFORM OBLIGATIONS UNDER A NEW LEASE OF
REAL PROPERTY LOCATED AT 4929 KRUEGER DRIVE**

Upon the motion (the “Motion”)* of the above-captioned debtors (collectively, the “Debtors”) for entry of an Order authorizing Debtor Quebecor World RAI Inc. (“QW RAI”) to enter into a new lease for real property located at 4929 Krueger Drive, Jonesboro, Arkansas, and to perform its obligations thereunder; the Court having reviewed the Motion and considered the statements of counsel at a hearing before the Court (the “Hearing”); and 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) entry into the Lease and performance by QW RAI of its obligations thereunder are in the best interests of the Debtors and their bankruptcy estates and represent a sound exercise of the Debtors’ business judgment; 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. QW RAI is authorized, pursuant to section 363 of the Bankruptcy Code, to take all steps necessary to execute and deliver the Lease and to perform all of the agreements, covenants and obligations of QW RAI set forth in the Lease, and to take such additional actions as may be necessary in connection with entry into the Lease.

3. The ten day stay set forth in Bankruptcy Rule 6004(h) is hereby abrogated and this Order shall be effective immediately upon entry.

4. The Debtors are authorized to take all such actions as are necessary or appropriate to implement the terms of this Order.

5. 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 23, 2008

s/ James M. Peck
United States Bankruptcy Judge

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