

**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 QUEBECOR WORLD ATLANTA II LLC ENTER INTO THE
ASSIGNMENT AND ASSUMPTION AGREEMENT AND SECOND AMENDMENT TO
LEASE AGREEMENT AND PERFORM OBLIGATIONS UNDER A LEASE OF REAL
PROPERTY LOCATED IN DEKALB COUNTY, GEORGIA**

Upon the motion (the “Motion”) of the above-captioned debtors (collectively, the “Debtors”), for entry of an order (the “Order”)¹ approving (a) the entry by Debtor QW Atlanta II into (i) the Assignment and Assumption Agreement, as referenced in the Motion, with Quebecor World Atlanta, a non-debtor entity, assigning a Amended Lease for real property located in DeKalb County, Georgia to Debtor QW Atlanta II, and (ii) the Second Amendment, solely with respect to paragraph 17 thereof and as referenced in the Motion; and (b) to thereafter perform all of its obligations thereunder and under the Amended Lease; it appearing that the relief requested is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); it appearing that venue of this proceeding in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; it appearing that notice of the Motion and the opportunity for a hearing on the Motion was appropriate and that no other or further notice need be given; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED THAT:

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

1. The Motion is GRANTED as set forth herein.
2. Debtor Quebecor QW Atlanta II (i) is authorized and directed to enter into the Assignment and Assumption Agreement, as referenced in the Motion, with Quebecor World Atlanta, a non-debtor entity, assigning a Amended Lease for real property located in DeKalb County, Georgia to Debtor QW Atlanta II; (ii) is authorized and directed to enter into the Second Amendment, solely with respect to paragraph 17 thereof and as referenced in the Motion; and (iii) is authorized to perform all obligations of tenant thereunder and under the Amended 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 actions necessary or appropriate to effectuate the relief granted pursuant to this Order in accordance with the Motion.
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
October 22, 2008

s/ James M. Peck
United States Bankruptcy Judge