

**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 FOR AUTHORITY TO ENTER
INTO SECOND AMENDMENT TO A MANUFACTURING AGREEMENT BETWEEN
QUEBECOR WORLD (USA) INC. AND YELLOW BOOK USA, INC. AND TO ASSUME
THE MANUFACTURING 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 Amendment No. 2 to Manufacturing Agreement, amending that certain Manufacturing Agreement between Debtor Quebecor World (USA) Inc. (“QWUSA”) and Yellow Book USA, Inc. (“Yellow Book”), and to assume the Manufacturing Agreement as thereby amended pursuant to 11 U.S.C. § 365(a); 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 the Court having reviewed the Declaration of Sean M. Twomey; 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;

IT IS HEREBY ORDERED THAT:

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

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 Second Amendment with Yellow Book and to perform all of their obligations thereunder.
3. The Debtors are authorized pursuant to 11 U.S.C. § 365 to assume the Manufacturing Agreement, as amended by the Second Amendment. The Manufacturing Agreement, as amended, shall be deemed assumed and effective as of the date of the entry of this Order.
4. The ten day stay set forth in Bankruptcy Rule 6004(h) is hereby abrogated and this order shall be effective immediately upon entry.
5. The Debtors are authorized to take all such actions as are necessary or appropriate to implement the terms of this Order.
6. 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