CANADA

PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL

No.: 500-11-036133-094

SUPERIOR COURT

Commercial Division
Sitting as a court designated pursuant to the Companies' Creditors Arrangement Act, R.S.C., c. C-36, as amended

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IN THE MATTER OF THE PLAN OF COMPROMISE OR ARRANGEMENT OF:

ABITIBIBOWATER INC., a legal person incorporated under the laws of the State of Delaware, having its principal executive offices at 1155 Metcalfe Street, in the City and District of Montréal, Province of Quebec, H3B 5H2;

And
ABITIBI-CONSOLIDATED INC., a legal person incorporated under the laws of Canada, having its principal executive offices at 1155 Metcalfe Street, in the City and District of Montréal, Province of Quebec, H3B 5H2;

And
BOWATER CANADIAN HOLDINGS INC., a legal person incorporated under the laws of the Province of Nova Scotia, having its principal executive offices at 1155 Metcalfe Street, in the City and District of Montréal, Province of Quebec, H3B 5H2;

And
the other Petitioners listed on Appendices "A", "B" and "C";

Petitioners

And
ERNST & YOUNG INC., a legal person under the laws of Canada, having a place of business at 800 René-Lévesque Blvd. West, Suite 1900, in the City and District of Montréal, Province of Quebec, H3B 1X9;

Monitor

EIGHTY-SECOND REPORT OF THE MONITOR
OCTOBER 22, 2012

INTRODUCTION

1. On April 17, 2009, Abitibi-Consolidated Inc. ("**ACI**") and its subsidiaries listed in Appendix "A" hereto (collectively with ACI, the "**ACI Petitioners**") and Bowater Canadian Holdings Incorporated ("**BCHI**") and its subsidiaries and affiliates listed in Appendix "B" hereto (collectively with BCHI, the "**Bowater Petitioners**") (the ACI Petitioners and the Bowater Petitioners, along with their successor entities, where applicable, are collectively referred to herein as the "**Petitioners**") filed for and obtained protection from their creditors under the *Companies' Creditors Arrangement Act* (the "**CCAA**" and the "**CCAA Proceedings**") pursuant to an Order of this Honourable Court, as amended on May 6, 2009 (the "**Initial Order**"). Pursuant to an Order of this Honourable Court dated November 10, 2009, Abitibi-Consolidated (U.K.) Inc., a subsidiary of ACI, was added to the list of the ACI Petitioners.

2. Pursuant to the Initial Order, Ernst & Young Inc. ("**EYI**") was appointed as monitor of the Petitioners (the "**Monitor**") under the CCAA and a stay of proceedings in favour of the Petitioners was granted until May 14, 2009 (the "**Stay Period**"). The Stay Period was subsequently extended to the date of implementation of the CCAA Plan (as defined herein) pursuant to further Orders of this Honourable Court. The date of implementation of the CCAA Plan was December 9, 2010.

3. On April 16, 2009, AbitibiBowater Inc. ("**ABH**"), Bowater Inc. ("**BI**"), and certain of their direct and indirect U.S. and Canadian subsidiaries, including BCHI and Bowater Canadian Forest Products Inc. ("**BCFPI**") (collectively referred to herein as the "**U.S. Debtors**"), filed voluntary petitions (collectively, the "**Chapter 11 Proceedings**") for relief under Chapter 11 of the U.S. Bankruptcy Code, 11 U.S.C. §§ 101 et seq. (the "**U.S. Bankruptcy Code**") in the United States Bankruptcy Court for the District of Delaware (the "**U.S. Bankruptcy Court**").

4. BCHI, Bowater Canada Finance Corporation ("**BCFC**"), Bowater Canadian Limited, AbitibiBowater Canada Inc., BCFPI, Bowater LaHave Corporation and Bowater Maritimes Inc. commenced both CCAA Proceedings and Chapter 11 Proceedings and are referred to herein collectively as the "**Cross-Border Petitioners**" and are also included in

the definition of "**Petitioners**". The Petitioners, without BCFC, are referred to herein as the "**Applicants**".

5. The Petitioners are all subsidiaries of ABH (ABH, collectively with its subsidiaries, are referred to as the "**ABH Group**").

6. On April 17, 2009, ABH and the petitioners listed on Appendix "C" hereto (collectively with ABH, the "**18.6 Petitioners**") obtained Orders under Section 18.6 of the CCAA in respect of voluntary proceedings initiated under Chapter 11 and EYI was appointed as the information officer in respect of the 18.6 Petitioners.

7. On April 16, 2009, ACI and Abitibi-Consolidated Company of Canada ("**ACCC**") filed petitions for recognition under Chapter 15 of the U.S. Bankruptcy Code (the "**Chapter 15 Proceeding**"). On April 21, 2009, the U.S. Bankruptcy Court granted the recognition orders under Chapter 15 of the U.S. Bankruptcy Code.

8. On April 22, 2009, the Court amended the Initial Order to extend the stay of proceedings to the partnerships (the "**Partnerships**") listed in Appendix "D" hereto.

9. On December 10, 2010, ACI was renamed AbiBow Canada Inc. ("**AbiBow**") as a result of the corporate reorganization undertaken pursuant to these CCAA Proceedings.

10. On May 24, 2012, AbiBow changed its name to Resolute FP Canada Inc. ("**Resolute**").

PURPOSE

11. The purpose of this eighty-second report of the Monitor (the "**Eighty-Second Report**") is to report to this Honourable Court with respect to the upcoming Tenth Interim Distribution to classes of Affected Unsecured Creditors under the CCAA Plan (all as defined herein).

TERMS OF REFERENCE

12. In preparing this Eighty-Second Report, the Monitor has been provided with and, in making comments herein, has relied upon unaudited financial information, the ABH

Group's books and records, financial information and projections prepared by the ABH Group and discussions with management of the ABH Group (the "**Management**"). The Monitor has not audited, reviewed or otherwise attempted to verify the accuracy or completeness of such information and, accordingly, the Monitor expresses no opinion or other form of assurance in respect of such information contained in this Eighty-Second Report. Some of the information referred to in this Eighty-Second Report may consist of forecasts and projections. An examination or review of the financial forecasts and projections, as outlined in the Canadian Institute of Chartered Accountants Handbook, has not been performed. Future-oriented financial information referred to in this Eighty-Second Report, if any, was prepared by the ABH Group based on Management's estimates and assumptions. Readers are cautioned that, since these projections are based upon assumptions about future events and conditions the actual results will vary from the projections, even if the assumptions materialize, and the variations could be significant.

13. Capitalized terms not defined in this Eighty-Second Report are as defined in the previous reports of the Monitor and the Initial Order. All references to dollars are in U.S. currency and are translated at a rate of CDN$1.00=US$0.98 unless otherwise noted.

14. Copies of all of the Monitor's Reports, in both English and French, including a copy of this Eighty-Second Report, and all motion records and Orders in the CCAA Proceedings are available on the Monitor's website at www.ey.com/ca/abitibibowater. The Monitor has also established a bilingual toll-free telephone number that is referenced on the Monitor's website so that parties may contact the Monitor if they have questions with respect to the CCAA Proceedings.

15. Copies of all of the U.S. Bankruptcy Court's orders are posted on the website for Epiq Bankruptcy Solutions LCC ("**Epiq**") at http://chapter11.epiqsystems.com/abitibibowater. The Monitor has included a link to Epiq's website from the Monitor's website.

IMPLEMENTATION OF THE CCAA PLAN

16. At the meeting of all classes of creditors of the Petitioners on September 14, 2010, the resolution approving the Plan of Reorganization and Compromise, as amended,

supplemented and restated (the "**CCAA Plan**"), was overwhelmingly approved by each of the classes of unsecured creditors of the Petitioners affected by the CCAA Plan (the "**Affected Unsecured Creditors**"), save and except for the Affected Unsecured Creditors of BCFC.[1]

17. On September 23, 2010, this Honourable Court issued an order (the "**Sanction Order**") approving the CCAA Plan in respect of the Petitioners, save and except for BCFC.

18. In the Chapter 11 Proceedings, the U.S. Debtors filed with the U.S. Bankruptcy Court a plan related to the joint reorganization of the U.S. Debtors under the U.S. Bankruptcy Code (the "**U.S. Plan**"). On November 23, 2010, the U.S. Bankruptcy Court entered an order confirming the U.S. Plan.

19. As reported in the Seventieth Report of the Monitor dated December 16, 2010 (the "**Seventieth Report"**), the CCAA Plan was implemented on December 9, 2010 (the "**Implementation Date**") and the effective date under the U.S. Plan was also December 9, 2010.

20. On the Implementation Date, the Applicants and the U.S. Debtors emerged from the CCAA Proceedings and Chapter 11 Proceedings, respectively.

21. As described in greater detail in the Seventieth Report, the "**Initial Distribution Date**" in respect of Affected Unsecured Creditors under the CCAA Plan was December 17, 2010.

DISTRIBUTIONS UNDER THE CCAA PLAN

22. Since the Initial Distribution Date, there have been eight (8) additional interim distributions in respect of Affected Unsecured Creditors under the CCAA Plan. A summary of the distribution dates is as follows (collectively referred to as the **"Interim Distribution Dates"**).

Second Distribution Date: February 15, 2011

[1] On December 31, 2010, BCFC made an assignment in bankruptcy under the provisions of the *Bankruptcy and Insolvency Act* (Canada).

Third Distribution Date:	April 18, 2011
Fourth Distribution Date:	June 17, 2011
Fifth Distribution Date:	August 16, 2011
Sixth Distribution Date:	October 17, 2011
Seventh Distribution Date:	December 16, 2011
Eighth Distribution Date:	February 14, 2012
Ninth Distribution Date:	June 15, 2012

23. The Monitor is preparing for an additional interim distribution in respect of the Affected Unsecured Creditors under the CCAA Plan (the "**Tenth Interim Distribution**"). The Tenth Interim Distribution date is expected to be on November 1, 2012. Pursuant to the CCAA Plan, the Tenth Interim Distribution record date is designated to be October 15, 2012.

24. As reported in the Eighty-First Report of the Monitor dated August 16, 2012 (the "**Eighty-First Report"**), the Monitor has held a claims reserve of approximately CDN $529 million in respect of the class of ACI Affected Unsecured Creditors, approximately CDN $260 million in respect of the class of ACCC Affected Unsecured Creditors and approximately CDN $111 million in respect of the class of BCFPI Affected Unsecured Creditors. These claim reserves were established at the Initial Distribution Date for i) claims that were still under review by the Monitor; ii) claims that were in dispute; iii) potential claims arising from the termination of certain Supplemental Executive Retirement Plans; and iv) a general claims reserve. These reserves were adjusted at the Third Distribution Date.

25. Most of the claims have now been resolved. The Monitor intends to release the following excess reserves for the Tenth Interim Distribution: approximately CDN $479 million in respect of the class of ACI Affected Unsecured Creditors; approximately CDN $171 million in respect of the class of ACCC Affected Unsecured Creditors; and approximately CDN $61 million in respect of the class of BCFPI Affected Unsecured Creditors. As a result, there will be an incremental share distribution to proven claimholders of ACI, ACCC and BCFPI as part of the Tenth Interim Distribution.

26. After the Tenth Interim Distribution, the Monitor will hold the following reserves: approximately CDN $50 million in respect of the class of ACI Affected Unsecured Creditors; approximately CDN $89 million in respect of the class of ACCC Affected Unsecured Creditors; and approximately CDN $50 million in respect of the class of BCFPI Affected Unsecured Creditors. These limited reserves comprise i) the few filed claims that are still under review by the Monitor; ii) unresolved claims that remain in dispute that are either filed with a claims officer or in which the Monitor is actively attempting to resolve the claim directly with the claimholder; and iii) a significantly reduced general claims reserve. Such reserves will be released when a final distribution is made that will likely result in an additional incremental share distribution to proven claimholders of ACI, ACCC and BCFPI.

27. No reserves have been maintained by the Monitor for claims that were not filed with the Monitor pursuant to the claims orders in the CCAA Proceedings.

All of which is respectfully submitted.

ERNST & YOUNG INC.
In its capacity as the Court-Appointed
Monitor of the Petitioners

Per:

Alex Morrison, CA, CIRP
Senior Vice President

Greg Adams, CA, CIRP
Senior Vice President

Martin Daigneault, CA, CIRP
Senior Vice President

APPENDIX “A”
ABITIBI PETITIONERS

1. Abitibi-Consolidated Company of Canada
2. Abitibi-Consolidated Inc.
3. 3224112 Nova Scotia Limited
4. Marketing Donohue Inc.
5. Abitibi-Consolidated Canadian Office Products Holding Inc.
6. 3834328 Canada Inc.
7. 6169678 Canada Inc.
8. 4042140 Canada Inc.
9. Donohue Recycling Inc.
10. 1508756 Ontario Inc.
11. 3217925 Nova Scotia Company
12. La Tuque Forest Products Inc.
13. Abitibi-Consolidated Nova Scotia Incorporated
14. Saguenay Forest Products Inc.
15. Terra Nova Explorations Ltd.
16. The Jonquière Pulp Company
17. The International Bridge and Terminal Company
18. Scramble Mining Ltd.
19. 9150-3383 Québec Inc.
20. Abitibi-Consolidated (U.K.) Inc.

APPENDIX "B"
BOWATER PETITIONERS

1. Bowater Canada Finance Corporation

2. Bowater Canadian Limited

3. Bowater Canadian Holdings. Inc.

4. 3231378 Nova Scotia Company

5. AbitibiBowater Canada Inc.

6. Bowater Canada Treasury Corporation

7. Bowater Canadian Forest Products Inc.

8. Bowater Shelburne Corporation

9. Bowater LaHave Corporation

10. St-Maurice River Drive Company Limited

11. Bowater Treated Wood Inc.

12. Canexel Hardboard Inc.

13. 9068-9050 Québec Inc.

14. Alliance Forest Products Inc. (2001)

15. Bowater Belledune Sawmill Inc.

16. Bowater Maritimes Inc.

17. Bowater Mitis Inc.

18. Bowater Guérette Inc.

19. Bowater Couturier Inc.

APPENDIX "C"
18.6 PETITIONERS

1. AbitibiBowater US Holding 1 Corp.
2. AbitibiBowater Inc.
3. Bowater Ventures Inc.
4. Bowater Incorporated
5. Bowater Nuway Inc.
6. Bowater Nuway Mid-States Inc.
7. Catawba Property Holdings LLC
8. Bowater Finance Company Inc.
9. Bowater South American Holdings Incorporated
10. Bowater America Inc.
11. Lake Superior Forest Products Inc.
12. Bowater Newsprint South LLC
13. Bowater Newsprint South Operations LLC
14. Bowater Finance II, LLC
15. Bowater Alabama LLC
16. Coosa Pines Golf Club Holdings, LLC

APPENDIX "D"
PARTNERSHIPS

1. Bowater Canada Finance Limited Partnership

2. Bowater Pulp and Paper Canada Holdings Limited Partnership

3. Abitibi-Consolidated Finance LP