

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)

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

ABITIBIBOWATER INC.,

And

ABITIBI-CONSOLIDATED INC.,

And

BOWATER CANADIAN HOLDINGS
INC.,

And

the other Petitioners listed herein

Petitioners

And

ERNST & YOUNG INC.,

Monitor

MOTION FOR THE ISSUANCE OF AN ORDER APPROVING A CROSS-BORDER
COURT-TO-COURT PROTOCOL
(Section 18.6 of the *Companies' Creditors Arrangement Act* ("CCAA"))

TO ONE OF THE HONOURABLE JUDGES OF THE SUPERIOR COURT, SITTING
IN COMMERCIAL DIVISION, IN AND FOR THE JUDICIAL DISTRICT OF
MONTRÉAL, THE PETITIONERS RESPECTFULLY SUBMIT THE FOLLOWING:

A. PREAMBLE

1. On April 17, 2009, this Honourable Court issued an order (as amended and restated, the "**Initial Order**") pursuant to the *Companies' Creditors Arrangements Act* (the "**CCAA**") in respect of (i) Abitibi-Consolidated Inc. ("**ACI**") and subsidiaries thereof (collectively with ACI, the "**Abitibi Petitioners**")¹; (ii) Bowater Canadian Holdings Inc. ("**BCHI**") and subsidiaries thereof (collectively, the "**Bowater Petitioners**")² and (iii) certain partnerships.³
2. On April 16, 2009, AbitibiBowater Inc. ("**ABH**"), Bowater Inc. and certain of their U.S. and Canadian subsidiaries filed voluntary petitions for relief under Chapter 11 of the U.S. Bankruptcy Code (the "**Chapter 11 Proceedings**"), in the United States Bankruptcy Court for the District of Delaware (the "**U.S. Bankruptcy Court**") and on April 17, 2009, ABH and the certain Petitioners (collectively with ABH, the "**18.6 Petitioners**")⁴ obtained orders under s. 18.6 of the CCAA in respect of the Chapter 11 Proceedings.
3. Bowater Canadian Forest Products Inc., Bowater Canada Finance Corporation, BCHI, Bowater Canadian Limited, AbitibiBowater Canada Inc., Bowater LaHave Corporation and Bowater Maritimes Inc. (collectively, the "**Dual Petitioners**"), are debtors in both the U.S. Proceedings and these CCAA Proceedings.
4. The Abitibi Petitioners, the Bowater Petitioners, the Dual Petitioners and the 18.6 Petitioners (collectively, the "**Petitioners**") are all direct or indirect subsidiaries of ABH (collectively, with its subsidiaries, the "**ABH Group**").

¹ The Abitibi Petitioners are Abitibi-Consolidated Inc., Abitibi-Consolidated Company of Canada, 3224112 Nova Scotia Limited, Marketing Donohue Inc., Abitibi-Consolidated Canadian Office Products Holdings Inc., 3834328 Canada Inc., 6169678 Canada Incorporated., 4042140 Canada Inc., Donohue Recycling Inc., 1508756 Ontario Inc., 3217925 Nova Scotia Company, La Tuque Forest Products Inc., Abitibi-Consolidated Nova Scotia Incorporated, Saguenay Forest Products Inc., Terra Nova Explorations Ltd., The Jonquière Pulp Company, The International Bridge and Terminal Company, Scramble Mining Ltd. and 9150-3383 Québec Inc.

² The Bowater Petitioners are Bowater Canadian Holdings Incorporated., Bowater Canada Finance Corporation, Bowater Canadian Limited, 3231378 Nova Scotia Company, AbitibiBowater Canada Inc., Bowater Canada Treasury Corporation, Bowater Canadian Forest Products Inc., Bowater Shelburne Corporation, Bowater LaHave Corporation, St. Maurice River Drive Company Limited, Bowater Treated Wood Inc., Canexel Hardboard Inc., 9068-9050 Québec Inc., Alliance Forest Products (2001) Inc., Bowater Belledune Sawmill Inc., Bowater Maritimes Inc., Bowater Mitis Inc., Bowater Guérette Inc. and Bowater Couturier Inc.

³ The partnerships are Bowater Canada Finance Limited Partnership, Bowater Pulp and Paper Canada Holdings Limited Partnership and Abitibi-Consolidated Finance LP.

⁴ The 18.6 Petitioners are AbitibiBowater Inc., AbitibiBowater US Holding 1 Corp., Bowater Ventures Inc., Bowater Incorporated, Bowater Nuway Inc., Bowater Nuway Mid-States Inc., Catawba Property Holdings LLC, Bowater Finance Company Inc., Bowater South American Holdings Incorporated, Bowater America Inc., Lake Superior Forest Products Inc., Bowater Newsprint South LLC, Bowater Newsprint South Operations LLC, Bowater Finance II, LLC, Bowater Alabama LLC and Coosa Pines Golf Club Holdings LLC.

5. The Petitioners seek the issuance of an Order approving and implementing Cross-Border Restructuring Protocol (the "**Protocol**"), a copy of which is communicated as **Exhibit R-1**.
6. The approval and implementation of the Protocol will assist in the efficient, and orderly harmonization of the CCAA Proceedings and the U.S. Proceedings (collectively, the "Insolvency Proceedings") initiated in respect of Petitioners.
7. The harmonization of the Insolvency Proceedings will create the most stable conditions under which a successful reorganization of the Petitioners can be achieved.
8. It is in the best interest of the Petitioners' stakeholders as a whole and in the interests of comity between this Court and the U.S. Bankruptcy court that the Protocol be approved and implemented by this Court.
9. the Petitioners have been acting, and continue to act, in good faith and with due diligence throughout the course of these CCAA Proceedings.
10. The Petitioners respectfully submit that this Motion should be granted in accordance with its conclusions.
11. The Petitioners intend to seek approval of the Protocol by the U.S. Bankruptcy Court on July 1, 2009.
12. The present Motion is well founded in fact and in law.

WHEREFORE, MAY THIS COURT:

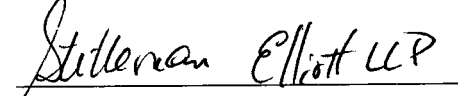
1. **GRANT** this Motion (the "**Motion**").
2. **ORDER** that the Cross-Border Restructuring Protocol (the "**Protocol**") communicated as Exhibit R-1 in support of this motion, be approved in its entirety.
3. **DECLARE** that the notices given of the presentation of this Motion are proper and sufficient.
4. **ORDER** that the Protocol shall become effective upon its approval by the United States Bankruptcy Court for the District of Delaware and the parties to these proceedings and any other person shall be governed by it and shall comply with same.
5. **REQUEST** the aid and recognition (including the assistance of any court in Canada pursuant to section 17 of the CCAA) of any court or any judicial, regulatory or administrative body in any province or territory of Canada and any judicial, regulatory or administrative tribunal or other court constituted pursuant to the Parliament of Canada or the legislature of any province or any court or any judicial, regulatory or administrative body of the United States, including the

United States Bankruptcy Court for the District of Delaware, and of any other nation or state to act in aid of and to be complementary to this Court in carrying out the terms of this Order.

6. **ORDER** the provisional execution of this Order notwithstanding any appeal and without the necessity of furnishing any security.

THE WHOLE WITHOUT COSTS, save and except in case of contestation.

Montréal, June 17, 2009



Stikeman Elliott LLP
Attorneys for the Petitioners

AFFIDAVIT

I, the undersigned, STÉPHANIE LECCLAIRE, having my principal place of business at Suite 800, 1155 Metcalfe Street, Montréal, Quebec, H3B 5H2 solemnly declare the following:

1. I am the VP, LEGAL AFFAIRS
of AbitibiBowater Inc.
2. All the facts alleged in the *Motion for the Issuance of an Order Approving a Cross-Border court-to-court protocol* are true.

AND I HAVE SIGNED



Solemnly declared before me at Montréal,
on the 17th day of June, 2009



Commissioner for oaths

180-186-3

NOTICE OF PRESENTATION

TO: The Service List

TAKE NOTICE that the *Motion for the Issuance of an Order Approving a Cross-Border court-to-court protocol* will be presented for adjudication before the honorable Justice Clément Gascon of the Superior Court, sitting in commercial division for the District of Montreal, in a room to be announced of the Montréal Court House, 1 Notre-Dame St. East, on a date and hour to be determined by Justice Gascon.

DO GOVERN YOURSELVES ACCORDINGLY.

MONTRÉAL, June 17, 2009

A handwritten signature in cursive script, reading "Stikeman Elliott LLP", is written over a horizontal line.

STIKEMAN ELLIOTT LLP

Attorneys for the Petitioners

SUPERIOR COURT
Commercial Division
Court designated pursuant to
Creditors Arrangement Act

Nº. 500-11-036133-094

CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTRÉAL

**In the matter of Plan of Compromise or Arrangement
of:**

ABITIBI BOWATER INC. et al

Petitioners

- and -

ERNST & YOUNG INC.

Monitor

BS0350
n/dos.: 041053-1170

**MOTION FOR THE ISSUANCE OF AN ORDER
APPROVING A CROSS-BORDER COURT-TO-
COURT PROTOCOL, AFFIDAVIT AND NOTICE OF
PRESENTATION**

ORIGINAL

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