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

LIST OF EXHIBITS OF THE PETITIONERS

(Motion for the Approval of a Second DIP Financing in respect of the Abitibi Petitioners and for the Distribution of Certain Proceeds of the MPCo Sale Transaction to the Trustee for the Senior Secured Notes)

	DESCRIPTION	TAB
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R-3:	Thirteen-week Cash Flow Forecast covering the period from September 28 to December 27, 2009	3

Montréal, this 15th day of October, 2009

Stikeman Elliott LLP

STIKEMAN ELLIOTT LLP
Attorneys for Petitioners

EXHIBIT R-1

ABITIBI PETITIONERS ULC DIP TERM SHEET

1.	Amount:	C$230.0 M.
2.	Lender:	ULC to be established under the MPCo Transaction.
3.	Interest Rate:	Interest free.
4.	Expenses:	Borrowers to pay reasonable expenses of ULC and of Alcoa related to the DIP.
5.	Security:	DIP charge on terms mutatis mutandis similar to existing ACI DIP reasonably satisfactory to Alcoa (for greater certainty, no charges on assets of Chapter 11 Debtors as defined in the existing DIP), ranking immediately after existing ACI DIP Charge.
6.	Use of Proceeds:	General corporate purposes in material compliance with budget as disclosed by 13 week cash flows to be provided no less frequently than the first Friday of every month ("**Budget**").
7.	Reporting:	Similar to existing ACI DIP financial reporting. Copies of all financial information to be placed in Data Room. Notice of Events of Default or maturing events of default.
8.	Events of Default:	Substantial non-compliance with Budget; termination of CCAA stay of proceedings; failure to file a CCAA Plan with the Court by September 30, 2010; withdrawal of Securitization Facility (unless replaced with reasonably similar facility).
9.	Documents:	Reasonably satisfactory to Alcoa, mutatis mutandis similar to the existing ACI DIP documents.
10.	Alcoa Rights:	Receive all reporting to Lender and notices of default. Alcoa consent required for any amendments or waivers.
11.	SSNs Rights:	SSNs' rights in respect of the ULC DIP are as follows: (a) receive all reporting to Lender and notices of Events of Default; (b) consent of SSNs' holding a majority of the principal amount thereof required for any amendments to the maximum amount, the Outside Maturity or the rate of interest provided for in the ULC DIP; (c) upon an Event of Default under the ULC DIP, Trustee, Committee and SSNs have no right to accelerate payment or

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maturity, subject to the right to apply to court in that event for the termination thereof, which right is without prejudice to right of Borrowers, Lender or Alcoa to oppose such application;

(d) Committee entitled to review drafts of documents but final approval in Alcoa's sole discretion;

(e) SSNs entitled to request court to amend any monthly cash flow budget filed.

12. Maturity: December 31, 2010 (the "**Outside Maturity**"), or such earlier date as required by Alcoa, it being understood that if Alcoa requires an earlier initial maturity the SSNs' consent shall not be required thereafter to extend it to any date prior to the Outside Maturity.

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Monitor

BS0350 n/dos.: 041053-1170

EXHIBIT R-1

ORIGINAL

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EXHIBIT R-2

EXHIBIT G-3

FORM OF CURRENT ASSET AMOUNT CERTIFICATE

To: Administrative Agent and Collateral Agent

Please refer to the Credit and Guaranty Agreement dated as of April 1, 2008 (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement") among Abitibi-Consolidated Company of Canada (the "Company"), Abitibi-Consolidated Inc. ("Holdings"), various subsidiaries and affiliates of Holdings, as guarantors, lenders from time to time party thereto and the Administrative Agent and Collateral Agent. This certificate (this "Certificate"), together with supporting calculations attached hereto, is delivered to you pursuant to the terms of the Credit Agreement. Capitalized terms used but not otherwise defined herein shall have the same meanings herein as in the Credit Agreement.

The Company hereby certifies and warrants to the Administrative Agent, the Collateral Agent and the Lenders that at the close of business on August 31, 2009, (the "Calculation Date"), the Current Asset Amount was $458,740,212 computed as set forth on the schedule attached hereto.

The Company has caused this Certificate to be executed and delivered by its Vice-President and signatory thereunto duly authorized on September 30, 2009.

ABITIBI-CONSOLIDATED COMPANY OF CANADA

By:________________________________
Title:_______________________________

Abitibi Consolidated Company of Canada
Schedules to Current Asset Amount Certificate
As of the month ended August 31, 2009

				US$ (000's)
A	Maximum Amount			
	1	Commitment as of Closing Date	$	400 000
	2	Aggregate amount of prepayments		(53 101)
	TOTAL		$	346 899
B	Current Asset Amount			
	1	Net Eligible Accounts		
		a Net Eligible Accounts (see page 2)	$	316 696
		b Advance rate		85.0%
	TOTAL		$	269 192
	2	Net Eligible Inventory		
		a Net Eligible Inventory (see page 3)	$	270 784
		b Advance rate		70.0%
		TOTAL	$	189 549
	3	Reserves established by Agents	$	-
	4	TOTAL (1 + 2 - 3)	$	458 740
C	Current Asset Amount minus Maximum Amount		$	111 841
D	Mandatory Prepayment Required ?			**No**

Abitibi Consolidated Company of Canada
Current Asset Amount Certificate
As of the month ended: August 31, 2009

	Net Eligible Accounts	August 09	July 09 US$ (000's)	diff	
1	Book value of trade accounts receivables not subject to ACSC securitization	47 974	12 934	35 040	* *A/R was up $ 14m* *A/R sold through the securitization was down $21m* *The result is a $35m increase in AR*
a	Accounts receivable not subject to valid and enforceable First Priority Liens	-	-	-	
b	Accounts receivable not owned by Credit Parties	3 259	2 235	1 024	*Non Guarantor's A/R increased by $1m*
c	SUBTOTAL (1-a-b)	44 715	10 699	34 016	
2	Residual Value of accounts receivable subject to ACSC Securitization, consisting of:				
a	Intercompany note from Abitibi SPV	15 000	15 000	-	
b	Shareholder's equity in Abitibi SPV	157 105	172 701	(15 597)	* *Less A/R sold through program - $21m (see #1 above)* *Favorable portfolio mix - $5m* *The result is a net decrease of $16m*
c	SUBTOTAL (a+b)	172 105	187 701	(15 597)	
3	Book value of non-trade accounts receivable				
a	Tax refunds				
	Sales taxes	64 881	51 990	12 891	* *Timing. About $20m received in Sept*
	Road tax	34 382	33 492	890	
	Subtotal tax refunds	99 263	85 482	13 781	
	SFK	1 361	4 916	(3 555)	
	Hydro Ontario (Co-gen.)	1 646	1 410	236	
	Boise Cascades	8 692	5 280	3 412	
	Tembec	(1)	(1)	(0)	
	Exploit River	1 589	1 613	(24)	
	Employee	2 334	2 235	99	
	Fx contract (mark to market)	-	-	-	
	Other	33 665	20 958	12 707	* *offset in 6 below*
	SUBTOTAL	148 549	121 893	26 656	
b	Accounts receivable not due and payable in cash	-	-	-	
c	Accounts receivable not subject to valid and enforceable First Priority Liens	-	-	-	
d	Accounts receivable not owned by Credit Parties	3 360	2 556	804	
e	SUBTOTAL (a-b-c-d)	145 189	119 337	25 852	
4	Reserves/Allowances for doubtful accounts receivable identified by Credit Parties	-	-	-	
5	Accounts receivable owing from Affiliates	1 595	1 375	220	
6	Accounts receivable owing from Governmental Authorities (other than certain Tax refunds)	33 665	20 958	12 707	* *offset in 3a above*
7	Accounts receivable subject to offset (to extent of such offset)	10 053	10 196	(143)	
	TOTAL (1+2+3-4-5-6-7)	316 696	285 209	31 487	

Abitibi Consolidated Company of Canada
Current Asset Amount Certificate
As of the month ended: August 31, 2009

Net Eligible Inventory		August 09	July 09 US$ (000's)	Diff	
1	Book value of inventory	366 415	376 934	(10 519)	*Decrease due to RM $4m, FG $5m*
a	Inventory not subject to valid and enforceable First Priority Liens	-	-	-	
b	Inventory not owned by Credit Parties	29 504	31 955	(2 451)	
c	Inventory in-transit	19 044	18 088	956	
	SUBTOTAL (1-a-b-c)	317 868	326 891	(9 023)	
2	Reserves identified by Credit Parties	-	-	-	
3	Book value of obsolete and non-saleable inventory	46 761	46 691	70	
4	Rent reserve for warehouses without Landlord Personal Property Collateral Access Agreement (starting April 30th, 2008)	323	342	(19)	
TOTAL (1-2-3-4)		270 784	279 858	(9 074)	

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EXHIBIT R-2

ORIGINAL

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EXHIBIT R-3

13 Week Cash Forecast
Sept. 28 to Dec. 27, 2009

	With Road Tax Credits	Without Road Tax Credits
Receipts:		
ACI	586	550
On behalf of JV's	52	52
	638	602
Disbursements:		
Operations	(550)	(550)
Remittances to JV's	(52)	(52)
	(602)	(602)
Cash from Operations	36	-
Other Disbursements:		
Capex	(20)	(20)
Restructuring	(13)	(13)
Adequate Protection	(10)	(10)
Dip Interest	(1)	(1)
Securitization	(25)	(25)
Net Cash Flow	(33)	(69)
Cash Balances:		
Opening	131	131
Closing	98	62
Low	98	62
High	146	110

Abitibi Consolidated Inc. and its subsidiaries (the "ACI Group")
Weekly Cash Flow Forecast
13 Weeks Ended December 27, 2009
US$000s

Week ended	Notes	4-Oct-09	11-Oct-09	18-Oct-09	25-Oct-09	1-Nov-09	8-Nov-09	15-Nov-09	22-Nov-09	29-Nov-09	6-Dec-09	13-Dec-09	20-Dec-09	27-Dec-09	Total
Opening Cash	1	130,651	132,497	122,409	138,252	143,701	135,711	146,301	144,044	128,752	125,916	120,687	117,446	98,598	130,651
Receipts															
Total A/R Collections	3	41,271	31,377	39,144	49,341	41,077	42,519	42,305	41,282	44,362	31,648	31,495	32,990	45,660	514,472
Collections on Behalf of Joint Ventures	4	3,905	3,757	3,757	3,757	3,833	4,292	4,292	4,292	4,292	4,063	4,025	4,025	4,025	52,315
Other Inflows	5	2,233	2,231	38,175	2,175	5,437	6,008	2,239	2,175	2,175	2,236	2,235	2,175	2,175	71,668
Total Receipts		47,410	37,365	81,076	55,273	50,347	52,819	48,835	47,749	50,828	37,948	37,756	39,191	51,860	638,455
Disbursements															
Trade Payables	6	(28,849)	(28,780)	(27,052)	(27,052)	(25,865)	(26,933)	(25,043)	(25,043)	(25,043)	(23,458)	(22,844)	(22,844)	(22,844)	(331,651)
Capital Expenditures	7	(1,517)	(1,496)	(1,496)	(1,496)	(1,503)	(1,546)	(1,546)	(1,546)	(1,546)	(1,503)	(1,496)	(1,496)	(1,496)	(19,683)
Marine Freight Payments	8	(1,300)	(1,300)	(1,300)	(1,300)	(1,300)	(1,300)	(1,300)	(1,300)	(1,300)	(1,300)	(1,300)	(1,300)	(1,300)	(16,900)
Utility Payments	9	(5,584)	(3,870)	(7,870)	(7,870)	(7,299)	(3,870)	(7,870)	(7,870)	(7,870)	(4,441)	(3,870)	(7,870)	(7,870)	(84,024)
Payroll & Benefits	10	(11,165)	(5,507)	(12,130)	(5,507)	(17,348)	(5,397)	(11,380)	(5,397)	(12,530)	(9,309)	(10,830)	(5,547)	(5,197)	(117,245)
Joint Venture Remittances, Net	11	-	-	(14,531)	(844)	-	-	-	(16,573)	(836)	-	-	(18,332)	(840)	(51,955)
Restructuring & Other Items	12	(1,000)	(1,000)	(1,000)	(1,000)	(1,000)	(1,000)	(1,000)	(1,000)	(1,000)	(1,000)	(1,000)	(1,000)	(1,000)	(13,000)
Total Disbursements		(49,415)	(41,953)	(65,379)	(45,068)	(54,315)	(40,047)	(48,139)	(58,729)	(50,125)	(41,012)	(41,340)	(58,390)	(40,547)	(634,458)
Financing															
Securitization Inflows / (Outflows)	13	7,519	(5,500)	146	(4,755)	(241)	(2,182)	(2,953)	(4,312)	(3,539)	1,503	344	351	(11,968)	(25,588)
Adequate Protection and fees by DCorp to ACCC Term Lenders	14	(3,431)	-	-	-	(3,537)	-	-	-	-	(3,431)	-	-	-	(10,399)
DIP Interest & Fees	15	(237)	-	-	-	(245)	-	-	-	-	(237)	-	-	-	(719)
Total Change in Cash		1,846	(10,088)	15,843	5,449	(7,990)	10,590	(2,257)	(15,292)	(2,835)	(5,230)	(3,241)	(18,848)	(655)	(32,708)
Ending Cash Balance (with ACI DIP Facility Draws)		132,497	122,409	138,252	143,701	135,711	146,301	144,044	128,752	125,916	120,687	117,446	98,598	97,943	97,943
Available Liquidity (Cash and Undrawn DIP)	16	165,197	155,109	170,952	176,401	168,411	179,001	176,744	161,452	158,616	153,387	150,146	131,298	130,643	130,643
Securitization Schedule	17														
Allowable Receivable Pool Balance		141,006	135,505	136,563	131,807	131,566	129,384	127,326	123,014	119,476	120,978	122,188	122,540	110,571	110,571
Interest, Fees and Adjustments	18	-	-	(911)	-	-	-	(895)	-	-	-	(867)	-	-	(2,672)
Amount Drawn Under Facility		133,487	141,006	135,505	136,563	131,807	131,566	129,384	127,326	123,014	119,476	120,978	122,188	122,540	133,487
Availability / (Required Repayment)		7,519	(5,500)	146	(4,755)	(241)	(2,182)	(2,953)	(4,312)	(3,539)	1,503	344	351	(11,968)	(25,588)

The above forecast uses an exchange rate of CDN$1.00=US$0.90.

Note: The above totals are subject to rounding adjustments in the underlying balances.

The information and analysis in this document have not been audited or reviewed and, according, no assurances are provided thereon. In addition, because forecasts are dependent upon numerous assumptions regarding future events, actual results will be different than forecast, and such differences may be material.

Abitibi Consolidated Inc. and its subsidiaries (the "ACI Group")
Notes to Weekly Cash Flow Forecast
13 Weeks Ended December 27, 2009
US$000s

1. **Opening Cash** in the forecast includes cash on hand.
2. The cash flow forecast includes mills owned by the ACI Group and its subsidiaries and includes the operations of the DCorp Group.
3. **Total A/R Collections** represent amounts estimated to be collected from the ACI Group's customers. The timing of collections is based on the ACI Group's collection terms with its customers and the latest sales forecast.
4. **Collections on Behalf of Joint Ventures** represent amounts estimated to be collected by the ACI Group on behalf of its joint venture partners. The ACI Group has agreements with its joint venture partners whereby the ACI Group collects the joint venture partners' accounts receivable (for a fee) and remits these funds to the joint venture in accordance with their agreement.
5. **Other Inflows** represent miscellaneous receipts including, but not limited to, such items as tax refunds, insurance proceeds or collection/management fees received from Joint Ventures, as estimated by the ACI Group. Included in **Other Inflows** for the week ended October 18, 2009, is $36 million representing the receipt of refunds related to tax credits from the Quebec provincial government.
6. **Trade Payables** represent amounts estimated to be paid to suppliers for the purchase of the ACI Group's raw materials, repairs and maintenance and other goods and services related to production. This line also includes amounts necessary to fund the DCorp Group's recycling operations and a disbursement of $1.8 million in the week ended November 8, 2009 representing the settlement of intercompany SG&A.
7. **Capital Expenditures** represent amounts estimated to be paid pursuant to the ACI Group's most recent capital expenditure budget.
8. **Marine Freight Payments** represent amounts estimated to be paid to the ACI Group's outbound marine freight suppliers.
9. **Utility Payments** represent amounts estimated to be payable to the ACI Group's hydroelectricity suppliers.
10. **Payroll and Benefits** represent estimated amounts for salaries, wages and current service pension costs.
11. **Joint Venture Remittances, Net** represent the estimated payment of accounts receivable funds collected by the ACI Group on behalf of the respective joint venture, net of any collection/management fees.
12. **Restructuring and Other Items** represent amounts estimated by the ACI Group for restructuring costs and other miscellaneous payments.
13. **Securitization Inflows/(Outflows)** represent the estimated net availability or repayment (including interest) of funds under the ACI Group's Amended Securitization Program.
14. **Adequate Protection and fees by DCorp to ACCC Term Lenders** represents an estimate of payments pursuant to the adequate protection order issued by the U.S. Bankruptcy Court.
15. The **DIP Interest & Fees** represent cash flows related to the ACI Group's $100 million DIP term loan. This term loan may be drawn in increments to enable the ACI Group to maintain a adequate amount of working capital.
16. **Available Liquidity** is calculated as cash on hand plus the undrawn portion of the ACI DIP Facility. Drawings on the ACI DIP Facility are limited to $87.5 million per the terms of the ACI DIP Agreement. This forecast does not reflect the repayment of the ACI DIP Facility on November 1, 2009 which is the date by which it must be repaid, in accordance with its terms. The ACI Group has indicated that it anticipates that amounts outstanding under the ACI DIP Facility will be repaid with the proceeds of the sale of the ACI Group's 60% interest in the Manicouagan Power Company ("MPCo"). This forecast does not include proceeds from the sale of MPCo.
17. The **Securitization Summary** represents the ACI Group's estimated calculation of amounts owing or available under the Amended Securitization Program based on the eligible accounts receivable (net of any fees, interest or allowances).
18. The **Interest, Fees and Adjustments** represent interest and fees related to the Amended Securitization Program.

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EXHIBIT R-3

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