EXHIBIT R-6

S00052

2001 S.H. No. 176187

IN THE SUPREME COURT OF NOVA SCOTIA

IN THE MATTER OF: The *Companies Act* of Nova Scotia, being Chapter 81 of the Revised Statutes of Nova Scotia, 1989

RECEIVED
MAY 17 2002
OFFICE OF THE REGISTRAR of Joint Stock Companies NOVA SCOTIA

- and -

IN THE MATTER OF: The Application of Bowater Canadian Holdings Incorporated

SUPREME COURT NOVA SCOTIA

- and -

COURT ADMINISTRATION OFFICE
MAY 17 2002
HALIFAX, N.S.

IN THE MATTER OF: Civil Procedure Rule 15.07

ORDER

RWW J.

BEFORE THE HONOURABLE JUSTICE WRIGHT IN CHAMBERS.

UPON HEARING READ the affidavit of William G. Harvey on the 8th day of May, 2002;

AND UPON IT APPEARING that advisors to Bowater Canadian Holdings Incorporated (the "Applicant") made the inadvertent mistake of using an incorrect foreign exchange rate in a special resolution authorising a reduction in the paid-up capital of the Applicant to calculate the Canadian currency equivalent of the value of assets of the Applicant returned to the Applicant's sole shareholder as the distribution of and reduction to the Applicant's paid-up capital, which special resolution was confirmed by an order of this Honourable Court dated December 21, 2001;

AND UPON IT APPEARING that the incorrect number of fully paid, issued and outstanding common shares and the amount of paid-up capital thereon were inadvertently used in the Applicant's application to have this Honourable Court confirm the reduction to the Applicant's paid-up capital;

AND UPON HEARING David A. Reid, counsel for the Applicant;

AND UPON MOTION IT IS HEREBY ORDERED that the order of this Honourable Court dated December 21, 2001 is hereby amended by substituting as the Special Resolution of the Applicant the following:

> **BE IT RESOLVED** that the Company hereby ratifies and confirms that the correct foreign exchange rate to be used to calculate the amount of the reduction to the Company's paid-up capital authorized by the Special Resolution is the applicable Bank of Canada rate on December 14, 2001.
>
> **AND BE IT RESOLVED THAT** the Company hereby authorizes the amendment of the first resolution of the Special Resolution as follows:
>
> > **BE IT RESOLVED** as a special resolution that, subject to confirmation by the Supreme Court of Nova Scotia, the Company's paid-up capital be reduced by the amount of $787,636,019.88 by reducing the paid-up capital on the issued common shares without nominal or par value in the capital stock of the Company recorded in the books of the Company in the name of Bowater Incorporated ("**BI**"), such reduction to be distributed to BI and paid by:
> >
> > 1. the assignment by the Company to BI of the receivables owed to the Company by each of Bowater Alabama Inc. and Bowater U.S. Holdings Inc. in the aggregate amount of $422,723,941.09;
> >
> > 2. the assignment by the Company to BI of the indebtedness (both principal and interest) of Bowater

Pulp and Paper Canada Inc. ("**BPPCI**") to the Company evidenced by a promissory note of BPPCI issued and effective as of November 30, 2001 in the principal amount of $127,340,913.62 together with accrued but unpaid interest thereon in the amount of $403,599.94;

3. repayment and cancellation of the indebtedness (both principal and interest) of BI to the Company evidenced by a promissory note of BI issued and effective as of November 6, 2001 in the principal amount of $143,820,473.40, together with accrued but unpaid interest thereon in the amount of $1,222,074.52;

4. repayment and cancellation of the indebtedness (both principal and interest) of BI to the Company evidenced by a promissory note of BI issued and effective as of September 24, 2001 in the principal amount of $15,633,000, together with accrued but unpaid interest thereon in the amount of $1,117,002.87; and

5. repayment and cancellation of the indebtedness (both principal and interest) of BI to the Company evidenced by a promissory note of BI issued and effective as of September 24, 2001 in the principal amount of $70,348,500, together with accrued but unpaid interest thereon in the amount of $5,026,514.44.

AND BE IT RESOLVED THAT the Company hereby ratifies and confirms that the correct number of fully paid common shares issued and outstanding as of the date of the Order was 67,031,709 and the amount of paid-up capital thereon was $1,933,062,141.88.

AND BE IT RESOLVED THAT any officer or director of the Company be and is hereby authorized to do all things and execute all documents and agreements, under the corporate seal of the Company where required, necessary or desirable to give effect to the resolution.

AND IT IS FURTHER ORDERED that the first provision of the order of this Honourable Court dated December 21, 2001 is hereby amended by substituting as the final line of the first provision the following:

"be and the same is hereby confirmed to the extent of the repayment of $787,636,019.88 to Bowater Incorporated;"

AND IT IS FURTHER ORDERED the minute attached to the order of this Honourable Court dated December 21, 2001 confirming the reduction to the Applicant's paid-up capital attached as Schedule "A" to that order is hereby amended by replacing the minute with the following:

THAT the form of Minute proposed to be registered is as follows:

The capital of Bowater Canadian Holdings Incorporated (the "**Company**") was, by virtue of a special resolution of the Company and with the sanction of an order of Justice Walter E. Goodfellow of the Supreme Court of Nova Scotia dated December 21, 2001, authorized to reduce its paid-up capital by $799,072,940.28 upon registration of a minute and payment of $799,072,940.28 to the holders of all of its outstanding common shares without nominal or par value in the capital stock of the Company. Before making such payment the amount paid up on the 67,026,065 fully paid common shares issued and outstanding was $1,935,737,081.00 or $28.88 per share. Following the reduction the amount paid up on each of the common shares was to be $28.88 less $11.92 per share and on each of the 1,000 preferred shares was $100.00 per share.

Justice Goodfellow's December 21, 2001 order was, by virtue of a further order of the Supreme Court of Nova Scotia, amended such that the capital of the Company was, on December 21, 2001, reduced by $787,636,019.88 instead of $799,072,940.28. The reduction was made by way of payment of $787,636,019.88 by the Company to the holders of all of its outstanding common shares without nominal or par value in the capital stock of the Company. Before making such payment, the amount paid-up on the 67,031,709 fully paid common shares actually issued and outstanding was $1,933,062,141.88 or $28.83 per share. Following the reduction, the amount paid-up on each of the common shares was $28.83 less $11.75 per share and on each of the 1,000 preferred shares was $100.00 per share.

At the date of registration of this minute, the authorized share capital of the Company is as follows:

> The capital of the Company shall consist of 100,000,000 common shares without nominal or par value and 1,000 preferred shares without nominal or par value, with the power to divide the shares in the capital for the time being into classes or series and to attach thereto respectively any preferred, deferred or qualified rights, privileges or conditions, including restrictions on voting rights and including redemption, purchase and other acquisition of such shares, subject, however, to the provisions of the *Companies Act* (Nova Scotia).

DATED at Halifax, Nova Scotia, this 17 day of May, 2002.

Chelis Smith

Prothonotary

DEPUTY

IN THE SUPREME COURT
COUNTY OF HALIFAX, N.S.

I hereby certify that the foregoing document, identified by the Seal of the Court, is a true copy of the original document on file herein.

Dated the 17 day of May A.D., 2002

Chelis Smith

Deputy Prothonotary.

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2001 S.H. No. 176187

IN THE MATTER OF:

The *Companies Act* of Nova Scotia, being Chapter 81 of the Revised Statutes of Nova Scotia, 1989

- and -

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The Application of Bowater Canadian Holdings Incorporated

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IN THE MATTER OF:

Civil Procedure Rule 15.07

ORDER

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