

EXHIBIT D-4

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

	)	
	)	Chapter 11
In re:	)	
	)	Case No. 09-11296 (KJC)
ABITIBIBOWATER INC., <i>et al.</i> , ¹	)	
	)	Jointly Administered
Debtors.	)	
	)	Ref. Docket No. 2097
	)	

**ORDER AUTHORIZING THE EMPLOYMENT
AND RETENTION OF TOGUT, SEGAL & SEGAL,
LLP AS CONFLICTS COUNSEL TO THE DEBTORS AND
DEBTORS IN POSSESSION, *NUNC PRO TUNC* TO APRIL 30, 2010**

Upon the Application² of AbitibiBowater Inc. and its affiliated debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”), for entry of an order pursuant to section 327(a) of the Bankruptcy Code and Fed. R. Bankr. P. 2014, authorizing the Debtors to employ and retain Togut, Segal & Segal LLP (the “Togut Firm”) as conflicts counsel for Bowater Canada Finance Corporation (“BCFC”) *nunc pro tunc* to April 30, 2010; and upon

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: AbitibiBowater Inc. (6415), AbitibiBowater US Holding 1 Corp. (N/A), AbitibiBowater US Holding LLC (N/A), AbitibiBowater Canada Inc. (N/A), Abitibi-Consolidated Alabama Corporation (4396), Abitibi-Consolidated Corporation (9050), Abitibi-Consolidated Finance LP (4528), Abitibi Consolidated Sales Corporation (7144), Alabama River Newsprint Company (7247), Augusta Woodlands, LLC (9050), Bowater Alabama LLC (7106), Bowater America Inc. (8645), Bowater Canada Finance Corporation (N/A), Bowater Canadian Forest Products Inc. (N/A), Bowater Canadian Holdings Incorporated (N/A), Bowater Canadian Limited (N/A), Bowater Finance Company Inc. (1715), Bowater Finance II LLC (7886), Bowater Incorporated (1803), Bowater LaHave Corporation (N/A), Bowater Maritimes Inc. (N/A), Bowater Newsprint South LLC (1947), Bowater Newsprint South Operations LLC (0168), Bowater Nuway Inc. (8073), Bowater Nuway Mid-States Inc. (8290), Bowater South American Holdings Incorporated (N/A), Bowater Ventures Inc. (8343), Catawba Property Holdings, LLC (N/A), Coosa Pines Golf Club Holdings LLC (8702), Donohue Corp. (9051), Lake Superior Forest Products Inc. (9305) and Tenex Data Inc. (5913). On December 21, 2009, ABH LLC I (2280) and ABH Holding Company LLC (2398) (the “SPV Debtors”) commenced chapter 11 cases, which cases are jointly administered with the above-captioned Debtors. The Debtors’ and SPV Debtors’ corporate headquarters are located at, and the mailing address for each Debtor is, 1155 Metcalfe Street, Suite 800, Montreal, Quebec H3B 5H2, Canada.

² Capitalized terms used and not defined herein shall have the meaning ascribed to them in the Application.

the Declaration of Albert Togut, dated May 7, 2010; and it appearing that the Togut Firm neither holds nor represents an interest adverse to BCFC or the other Debtors' estates with respect to the matters upon which it is to be engaged; and it appearing that the Togut Firm is a "disinterested person," as the term is defined in section 101(14) of the Bankruptcy Code; and it appearing that the relief requested is in the best interest of BCFC, the other Debtors' estates, their creditors, and other parties in interest; and it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and this Application in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and notice of this Application and the opportunity for a hearing on this Application was appropriate under the particular circumstances and that no other or further notice need be given; and after due deliberation and sufficient cause appearing therefore, it is hereby **ORDERED**

1. The Application is granted, *nunc pro tunc* to April 30, 2010.
2. The Debtors are authorized pursuant to section 327(a) of the Bankruptcy Code to employ and retain the Togut Firm as conflicts counsel for BCFC in accordance with the terms and conditions set forth in the Application and the Togut Declaration on matters which may arise where Paul Weiss or the Debtors' other retained professionals cannot perform such services and such other discrete duties as may be assigned to it by BCFC..
3. The Togut Firm will file fee applications for interim and final allowance of compensation and reimbursement of expenses pursuant to the procedures set forth in sections 330 and 331 of the Bankruptcy Code and such Bankruptcy Rules as may then be applicable, from time to time, and such procedures as may be fixed by order of this Court.
4. The Togut Firm shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the Bankruptcy Code and all applicable

Bankruptcy Rules, Local Bankruptcy Rules for the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), guidelines promulgated by the Office of the United States Trustee, and further orders of this Court.

5. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

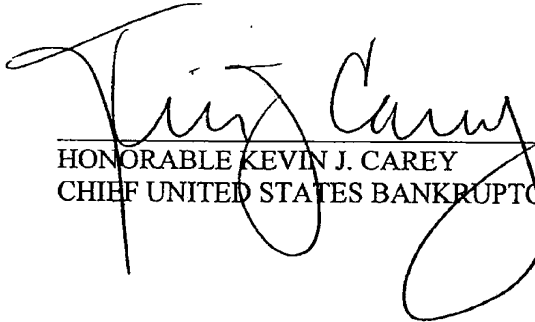
6. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, 9014 or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

7. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

8. To the extent this Order is inconsistent with any prior order or pleading with respect to the Application in these cases, the terms of this Order shall govern.

9. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

DATED: Wilmington, Delaware
June 25, 2010


HONORABLE KEVIN J. CAREY
CHIEF UNITED STATES BANKRUPTCY JUDGE

Nº. 500-11-036133-094

In the matter of Plan of Compromise or Arrangement of:

ABTIBIBOWATER INC. & *al*

Petitioners

- and -
ERNST & YOUNG INC.

Monitor

- and -
AURELIUS CAPITAL MANAGEMENT, LP & *affiliates*

Petitioner-Noteholders

BS0350 n/dos.: 041053-1170

EXHIBIT D-4

ORIGINAL

Me Guy P. Martel

(514) 397-3163

Fax: (514) 397-3493

STIKEMAN ELLIOTT

Stikeman Elliott S.E.N.C.R.L., s.r.l. AVOCATS
40^e Étage

1155, boul. René-Lévesque Ouest
Montréal, Québec H3B 3V2