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

AMENDED MOTION FOR THE ISSUANCE OF AN ORDER FOR THE CONVENING, HOLDING AND CONDUCT OF (...) CREDITORS' MEETINGS AND OTHER RELIEF
(Sections 4, 5, 9, 10 and 11 of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 and Section 191 of the *Canada Business Corporations Act*, R.S.C. 1985, c. C-44)

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:

I. PREAMBLE

1. On April 17, 2009, this Honourable Court (the "**Court**") issued an order (as subsequently amended, restated and re-amended, the "**Initial Order**") pursuant to the *Companies' Creditors Arrangement Act* (the "**CCAA**" and the "**CCAA Proceedings**") in respect of (i) Abitibi-Consolidated Inc. ("**ACI**") and subsidiaries

thereof (the "**Abitibi Petitioners**")[1]; (ii) Bowater Canadian Holdings Inc. and subsidiaries and affiliates thereof (the "**Bowater Petitioners**")[2] and (iii) certain partnerships (the "**Partnerships**", and collectively with the Abitibi Petitioners and the Bowater Petitioners, the "**Petitioners**")[3]. Unless otherwise indicated, all capitalized terms herein shall have the meaning attributed to them in the Creditors' Meeting Order (as defined below).

2. Pursuant to the Initial Order, Ernst & Young Inc. (the "**Monitor**") was appointed as Monitor of the Petitioners and Partnerships under the CCAA.

3. On April 16, 2009, AbitibiBowater Inc. ("**ABH**"), Bowater Inc. and certain of their U.S. and Canadian subsidiaries (the "**U.S. Debtors**")[4] filed voluntary petitions for relief under Chapter 11 of the *U.S. Bankruptcy Code* (the "**Chapter 11 Cases**") before the United States Bankruptcy Court for the District of Delaware (the "**U. S. Bankruptcy Court**"). On April 17, 2009, ABH and certain of its subsidiaries (collectively with ABH, the "**18.6 Petitioners**")[5] obtained orders under s. 18.6 of the CCAA in respect of the Chapter 11 Proceedings.

---

[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. Abitibi-Consolidated (U.K.) Inc. was added as a CCAA Petitioner on November 10, 2009.

[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 U.S. Debtors are: AbitibiBowater Inc., AbitibiBowater US Holding 1 Corp., AbitibiBowater US Holding LLC, AbitibiBowater Canada Inc., Abitibi-Consolidated Alabama Corporation, Abitibi-Consolidated Corporation, Abitibi-Consolidated Finance LP, Abitibi Consolidated Sales Corporation, Alabama River Newsprint Company, Augusta Woodlands, LLC, Bowater Alabama LLC, Bowater America Inc., Bowater Canada Finance Corporation, Bowater Canadian Forest Products Inc., Bowater Canadian Holdings Incorporated, Bowater Canadian Limited, Bowater Finance Company Inc., Bowater Finance II LLC, Bowater Incorporated, Bowater LaHave Corporation, Bowater Maritimes Inc., Bowater Newsprint South LLC, Bowater Newsprint South Operations LLC, Bowater Nuway Inc., Bowater Nuway Mid-States Inc., Bowater South American Holdings Incorporated, Bowater Ventures Inc., Catawba Property Holdings, LLC, Coosa Pines Golf Club Holdings LLC, Donohue Corp., Lake Superior Forest Products Inc. and Tenex Data Inc. On December 21, 2009, ABH LLC 1 and ABH Holding Company LLC (together, the "SPV Debtors") commenced Chapter 11 cases, which cases are jointly administered with the above-captioned U.S. Debtors.

[5] 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

II. OVERVIEW OF THIS MOTION

4. The Petitioners hereby seek an order (the "**Creditors' Meeting Order**"), substantially in the form and substance of the proposed draft order communicated as **Exhibit R-1**:

   (a) accepting for filing the CCAA Plan and the Circular (as such terms are defined below);

   (b) approving the Cross-Border Voting Protocol (as defined below);

   (c) authorizing the Applicants to convene, hold and conduct the Creditors' Meetings;

   (d) setting the procedures with respect to the convening, holding and conduct of the Creditors' Meetings;

   (e) authorizing the Monitor to deliver the applicable Meeting Materials to the Affected Unsecured Creditors in accordance with the terms set out in the Creditors' Meeting Order;

   (f) authorizing the Monitor to deliver the Notice of Rights Offering and the Subscription Form to the Eligible Holders, which documents will set forth the procedure by which creditors can participate in the Rights Offering;

   (g) establishing record dates for the purpose of determining creditors entitled to i) vote at the Creditors' Meetings and ii) participate in the Rights Offering; and

   (h) granting other relief in accordance with the terms set out in the Creditors' Meeting Order.

5. The U.S. Debtors are seeking parallel relief in the Chapter 11 Cases with respect to, *inter alia,* the U.S. Plan and Disclosure Statement (as such terms are defined below)

6. In support of this Motion, the Petitioners file, *inter alia,* the following draft documents:

   (a) the Notice of Meeting and Information Circular (the "**Circular**") communicated, *en liasse,* as **Exhibit R-2** to this Motion, including the following documents:

      (i) the Notice to Creditors (also Schedule F to Exhibit R-1);

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.

(ii) the Resolutions (Appendix B to the Circular); and

(iii) the *Plan of Reorganization and Compromise* under the CCAA, under Section 191 of the *Canada Business Corporations Act* and such other sections and legislation to be set forth in the Restructuring Transactions Notice (as defined therein) (as may be amended, re-amended or supplemented from time to time, the "**CCAA Plan**") (Appendix C to the Circular).

(b) Affected Unsecured Creditors' Proxy and Non-Registered Noteholder Proxy (Schedules "G" and "H" to the Creditors' Meeting Order);

(c) the Notice of Rights Offering and the Subscription Form (Schedules "J" and "K" to the Creditors' Meeting Order); and

(d) the Cross-Border Voting Protocol and the forms of Joint Proxy/Ballot communicated as **Exhibit R-3** to this Motion.

III. BACKGROUND

7. A cross-border insolvency protocol (the "**Cross-Border Insolvency Protocol**") was approved on July 28, 2009 by this Court and on July 27, 2009 by the U.S. Bankruptcy Court, to facilitate cross-border coordination between the CCAA Proceedings and the Chapter 11 Cases, and to effectuate an orderly and efficient administration of the CCAA Proceedings and Chapter 11 Cases while maintaining the respective independent jurisdiction of this Court and the U.S. Bankruptcy Court.

8. The Cross-Border Insolvency Protocol provides that the Court shall have sole and exclusive jurisdiction over the CCAA Proceedings and the U.S. Bankruptcy Court shall have sole and exclusive jurisdiction over the Chapter 11 Cases. The Court and the U.S. Bankruptcy Court may coordinate activities, communicate with one another and conduct joint hearings.

9. On August 26, 2009, and on January 18 and February 23, 2010, this Court rendered three orders (the "**Claims Procedure Orders**") in connection with the solicitation, review and determination of claims against the Petitioners (the "**Claims Procedure**"). As part of its January 18, 2010 order, this Court approved a cross-border claims protocol (the "**Cross-Border Claims Protocol**") which was also approved by the U.S. Bankruptcy Court.

10. On or about May 24, 2010, further to extensive review of the available alternatives and lengthy negotiations or consultations with various creditor groups, regulators and other stakeholders:

(a) the Applicants filed prior draft versions of the CCAA Plan and Circular;

(b) the U.S. Debtors filed with the U.S. Bankruptcy Court a First Amended Joint Plan of Reorganization (the "**U.S. Plan**") and accompanying

Disclosure Statement (the "**Disclosure Statement**"), both related to the joint reorganization of the U.S. Debtors under the Bankruptcy Code;

so that the U.S. Debtors and the Petitioners can emerge as a viable going concern ("**Reorganized ABH**") and focus their resources on serving their customers and building value for all of their stakeholders.

IV. GROUNDS FOR THIS MOTION

A. The CCAA Plan

11. The Petitioners hereby request authorization from this Court to file the CCAA Plan and related schedules and appendices (Appendix C to the Circular) provided that revised forms thereof will be filed with this Court and posted on the Monitor's website at www.ey.com/ca/abitibibowater ("**Monitor's Website**") and a notice thereof will be sent by email to the Persons listed on the service list (the "**Service List**") published on the Monitor's Website at least 24 hours prior to the hearing of this Motion referring parties listed therein to the Monitor's Website..

12. The purpose of the CCAA Plan is to provide for a coordinated restructuring and compromise of the Applicants' debt obligations and to reorganize and simplify the Applicants' corporate and capital structure.

13. The CCAA Plan is designed to implement this restructuring and reorganization in order to enable certain key businesses to better compete for third-party business and generate value for the Applicants' stakeholders.

14. In accordance with the Cross-Border Claims Protocol, (i) any claims against the ACI Petitioners and the Bowater Petitioners only are to be dealt with in accordance with the Claims Procedure Orders in the CCAA Proceedings, and (ii) any claims against the U.S. Debtors only are to be dealt with in accordance with orders of the U.S. Bankruptcy Court in the Chapter 11 Cases.

15. Further, any claim of a Cross-Border Voting Creditor (as defined in the Cross-Border Voting Protocol) against any of the Cross-Border Debtors shall be dealt with in accordance with the Cross-Border Voting Protocol, the Claims Procedure Orders, the CCAA Plan, the US. Plan, the Creditors' Meeting Order and applicable law provided that, in case of contradiction, the provisions of the Cross-Border Voting Protocol shall prevail.

16. For the purpose of voting on and receiving distributions pursuant to the CCAA Plan, the Claims are divided into classes, as set out in the CCAA Plan.

17. The treatment offered to the Affected Unsecured Creditors (as such term is defined in the CCAA Plan) and the terms and conditions of the Applicants' restructuring and compromise pursuant to the CCAA and the CBCA, and its

implementation, are detailed in the CCAA Plan and are also summarized in the Circular.

B. <u>The Rights Offering</u>

18. The U.S. Plan (as defined below) and the CCAA Plan (collectively, the "**Plans**") provide Eligible Holders, with the right to subscribe (the "**Subscription Right**") for up to $500 million in the aggregate of convertible unsecured subordinated notes through a rights offering (the "**Rights Offering**").

19. The procedures set forth in the Circular are consistent with, and in furtherance of, the Backstop Commitment Agreement entered into among ABH and those certain holders of Affected Unsecured Claims as of May 23, 2010 identified therein (the "**Backstop Commitment Agreement**") which has been filed on May 24, 2010 and approved by this Court on June 23, 2010, and by the U.S. Bankruptcy Court on the date hereof.

20. Subscription Rights will be allocated to each Eligible Holder as of June 30, 2010 (the "**First <u>Rights Offering</u> Record Date**") based on that Eligible Holder's proportionate share of Reorganized ABH common stock available to be distributed under the Plans on account of such Eligible Holder's Claim. In the event that such Claim amount increases or decreases by order of the U.S. Bankruptcy Court or the Canadian Court, or is modified, on or before August 17, 2010 (or such later date as determined by the Applicants in consultation with the Monitor, the "**Second <u>Rights Offering</u> Record Date**") in the context of the Claims Process, which will continue after the First Record Date, then the Subscription Rights allocable to such Eligible Holder may increase or decrease.

21. The Applicants seek to conduct the Rights Offering subscription process contemporaneously with the voting solicitation process to provide Eligible Holders with sufficient information to make an informed decision about whether to participate in the Rights Offering and sufficient opportunity to do so, and to ensure that the new capital will be available to the Applicants on the Implementation Date.

22. Accordingly, the Applicants propose that, when the Monitor distributes the applicable Meeting Materials to the Affected Unsecured Creditors, the Monitor will also distribute the Notice of Rights Offering and the Subscription Form in accordance with the terms set out in the Creditors' Meeting Order.

23. The Notice of Rights Offering provides the key dates for the Rights Offering, and summarizes the terms of the proposed convertible unsecured subordinated notes to be issued by Reorganized ABH pursuant to the Rights Offering. The Subscription Form identifies the total number of Subscription Rights that a Eligible Holder is eligible to exercise based on the amount of Subscription Rights offered to Eligible Holders per US$1.00 of Claim to the amount of such Eligible Holder's Claims that are allowed for voting and subscription purposes.

24. The Applicants submit that, along with the CCAA Plan and the Circular, the Notice of Rights Offering, the Subscription Form and the related instructions are fair and reasonable, and fairly designed to enable the Eligible Holders to determine whether or not to participate in the Rights Offering, and should therefore be approved.

C. The Circular

25. By this Motion, the Petitioners also request authorization from this Court to file the Circular and related appendices, provided that revised forms thereof with marked changes will be filed with this Court and posted on the Monitor's Website and a notice thereof will be sent by email to the Service List at least 24 hours before the hearing of this Motion referring parties listed therein to the Monitor's Website.

26. The primary purpose of the Circular is to provide information to allow the Affected Unsecured Creditors to make a decision in respect of their vote on the CCAA Plan.

27. The Circular contains information on, *inter alia*, the Creditors' Meetings and voting instructions, the Applicants and their business, their present capitalization, the CCAA Plan and related risk factors and income tax considerations, the Rights Offering, the recommendations of the Monitor and the Applicants, and other relevant information for Affected Unsecured Creditors to make an informed decision about whether to vote in favour or reject the CCAA Plan and to participate or not to the Rights Offering.

D. The Cross-Border Voting Protocol

28. The Petitioners also request the approval by this Court of the (...) Cross-Border Voting Protocol which establishes efficient and consistent procedures for the Cross-Border Voting Creditors.

29. The Cross-Border Voting Protocol was negotiated between the Applicants, the U.S. Debtors, the Monitor, and the U.S. Unsecured Creditors Committee and seeks to ensure compliance with the plan confirmation procedures under the CCAA Proceedings and the Chapter 11 Cases and to minimize the potential for any confusion of creditors of the Cross-Border Debtors in connection with the solicitation process. It provides, in essence, that a Cross-Border Voting Creditors' vote to accept or reject the Plan shall be deemed a vote to accept or reject the CCAA Plan, and conversely, that a vote to accept or reject the CCAA Plan shall be deemed a vote to accept or reject the Plan.

30. The Cross-Border Voting Protocol sets forth the procedures to be applied with respect to the voting of claims against the Cross-Border Debtors in both the Chapter 11 Cases and the CCAA Proceedings, and provides that any claim of a Cross-Border Voting Creditor against any of the Cross-Border Debtors shall be dealt with in accordance with the Cross-Border Voting Protocol, the Claims

Procedure Orders, the CCAA Plan, the US. Plan, the Creditors' Meeting Order and applicable law provided that, in case of contradiction, the provisions of the Cross-Border Voting Protocol shall prevail.

31. It is currently expected that on July 15, 2010, the U.S. Bankruptcy Court will proceed with hearing a Motion of the U.S. Debtors for entry of an order approving the Cross-Border Voting Protocol.

E. **U.S. Plan and Disclosure Statement**

32. The U.S. Plan and Disclosure Statement are posted on the website maintained by the U.S. Debtors' claims agent, Epiq Bankruptcy Solutions, LLC ("**Epiq**"), a dynamic link thereto being included on the Monitor's Website.

33. As mentioned in the chart below, August 16, 2010 is the deadline for filing certain Supplements to the U.S. Plan in the Chapter 11 Cases, and such documents will then be available to all interested Persons via the Monitor's Website through a dynamic link to Epiq's website.

34. On July 15, 2010, the U.S. Bankruptcy Court is expected to proceed with the hearing of a Motion of the U.S. Debtors for the entry of an order: (i) approving the Disclosure Statement; (ii) approving the form and contents of the U.S. Debtors' proposed solicitation package relating to the U.S. Plan; (iii) approving the form and manner of the notice of the Confirmation Hearing; (iv) approving procedures for distribution of solicitation packages; (v) approving procedures for vote tabulations; (vi) approving the Cross-Border Voting Protocol; (vii) approving the form and contents of the subscription packages for the Rights Offering; (viii) approving procedures for participating in the Rights Offering; (ix) establishing a record date, a voting deadline for receipt of ballots and expiration dates for the Rights Offering; (x) establishing the deadline and procedures for filing objections to confirmation of the U.S. Plan and to the U.S. Debtors' asserted cure amounts for executory contracts and unexpired leases that may be assumed by the U.S. Debtors as part of the U.S. Plan; and (xi) granting related relief (the "**Disclosure Statement Motion**").

35. In the Disclosure Statement Motion, the U.S. Debtors are proposing the following timeline in the Chapter 11 Cases:

Date (2010)	Event
June 29	Deadline to File Objections to Disclosure Statement and Solicitation Procedures
June 30	Voting Record Date for Chapter 11 Cases and First Rights Offering Record Date
July 15	Hearing on Disclosure Statement and Voting Procedures
July 26	Distribution of solicitation packages
August 17	Second Rights Offering Record Date

Date (2010)	Event
August 18	Deadline to file Supplements to the U.S. Plan
August 23	Voting and U.S. Plan Objection Deadline
August 27	First Rights Offering Expiration Time
September 2	Second Rights Offering Expiration Time
September 14	U.S. Plan Confirmation Hearing/anticipated entry of Confirmation Order
September 28	Statutory appeal period expires (14th day following entry of the Confirmation Order)
October 1	Effective Date of the U.S. Plan

F. Creditors' Meetings and Meeting Materials

36. The Petitioners request from this Court that the Applicants be authorized to convene, hold and conduct separate meetings of the Affected Unsecured Creditors in each Affected Unsecured Creditor Class on August 26, 2010, in Montréal, Québec, to consider and, if thought advisable, adopt a resolution, in respect of each such Affected Unsecured Creditor Class, approving the CCAA Plan, with or without variation.

37. The Petitioners also request that the Applicants and the Monitor be authorized to proceed, in accordance with the terms and proposed forms of documents set out in, and attached as Schedules to, the Creditors' Meeting Order, including, *inter alia*, in connection with or for (i) the publication and transmission of the applicable Meeting Materials, (ii) the publication of the Shareholder Notice, (iii) the filing of a Monitor's report on the CCAA Plan, (iv) the procedure to be followed at the Creditors' Meetings, (v) the voting procedure, including the procedure for determining the Voting Claims and the voting procedure with respect to Non-Registered Noteholders, (vi) the procedure with respect to the Rights Offering, and (vii) the notice of the Sanction Hearing (as defined below).

38. The Petitioners request this Court to hold a hearing (the "**Sanction Hearing**") on September 8, 2010 to consider and if determined to be appropriate to grant the Sanction Order.

39. The Petitioners request this Court to order that the publication and mailing of the Notice to Creditors and Creditors' Meeting Order by the Monitor shall constitute good and sufficient service of notice of the Sanction Hearing upon all Persons who are entitled to receive such service and no other form of service need be made and no other materials need be served on such Persons in respect of the Sanction Hearing.

40. The Petitioners also request this Court to order that any Person intending to object to the motion seeking the Sanction Order shall (i) file with the Court, before 4:30 p.m. (Montréal Time) on September 3, 2010, a written notice

containing a description of its proposed grounds of contestation and (ii) effect service of same, within the same delay, upon counsel to the Petitioners and the Monitor, and upon those Persons listed on the Service List.

G. General

41. In view of the foregoing, the Petitioners propose, *inter alia*, the following timeline to the Court in the CCAA Proceedings:

Date (2010)	Event
June 30	First Rights Offering Record Date (par. 32 of Creditors' Meeting Order ("**CMO**"))
July 26 (...)	Deadline for publishing Meeting Materials on Monitor's Website (par. 15 CMO)
July 26 (...)	Deadline for mailing to Affected Unsecured Creditors and Cross-Border Voting Creditors of record on June 30 some of the Meeting Materials (par. 19 and 21 CMO); packages to include subscription forms for rights offering
July 26 (...)	Deadline for publication in the Designated Newspapers of: • Notice to Creditors (par. 17 CMO) • Shareholder Notice (par. 18 CMO)
August 17	Voting Record Date for Affected Unsecured Creditors and Cross-Border Creditors (par. 34 CMO)
August 17	Second Rights Offering Record Date (par. 33 CMO)
August 18	Deadline for filing in Court Monitor's Report on CCAA Plan and Applicants' business and financial affairs and publishing same on Monitor's Website (par. 30 CMO)
(...)	(...)
August 25	Deadline for receiving Proxies and "election notice" at Monitor's office, and August 26, 2010: Proxies may be deposited with the Chair before the beginning of the Creditors' Meeting held in respect of the Affected Unsecured Creditor Class to which the relevant Affected Unsecured Creditor belongs (par. 38, 39 and 40 CMO)
August 26	Creditors' Meetings (par. 3(v) CMO)
August 27	First Rights Offering Expiration Time (par. 32 CMO)
August 31	Deadline for filing in Court the Monitor's Report on the vote at Creditors' Meetings (par. 52 CMO)
September 2	Second Rights Offering Expiration Time (par. 33 CMO)
September 3	Deadline for Affected Unsecured Creditors to file objection to Motion for Sanction Order (par. 56 CMO)

Date (2010)	Event
September 8	Hearing on the motion for the Sanction Order (par. 53 CMO)
October 1	Implementation Date of the CCAA Plan

42. The Monitor supports this Motion (...), as appears from the Monitor's Forty-Seventh Report dated July 6, 2010, a copy of which has been filed with this Court and is available on the Monitor's Website.

43. Since the issuance of the Initial Order, the Petitioners have acted, and continue to act, in good faith and with due diligence in their restructuring efforts.

44. It is in the best interest of the Petitioners and all their stakeholders that the present Motion be granted in accordance with its conclusions.

45. Therefore, the Petitioners request that this Court render the Creditors' Meeting Order in accordance with all the terms and conditions set out in the proposed draft thereof communicated as Exhibit R-1.

46. The Petitioners respectfully submit that the notices given of the presentation of the present Motion are proper and sufficient.

47. The present Motion is well founded in fact and in law.

WHEREFORE, MAY THIS COURT:

GRANT this *Motion for the Issuance of an Order for the Convening, Holding and Conduct of Creditors' Meetings and Other Relief* (the "**Motion**");

ISSUE an order substantially in the form of the draft order communicated as Exhibit R-1 in support of the Motion.

THE WHOLE, without costs save in case of contestation.

Montréal, July 7, 2010

Stikeman Elliott LLP

STIKEMAN ELLIOTT LLP
Attorneys for the Petitioners

AFFIDAVIT

I, the undersigned, Bruce Robertson, having a place of business at Suite 800, 1155 Metcalfe Street, Montréal, Québec, H3B 5H2 solemnly declare the following:

1. I am Chief Restructuring Officer of AbitibiBowater Inc. and I am duly authorized for the purposes hereof on behalf of all Petitioners;

2. All the facts alleged in the *Amended Motion for the Issuance of an Order for the Convening, Holding and Conduct of Creditors' Meetings and Other Relief* are true.

AND I HAVE SIGNED

BRUCE ROBERTSON

SOLEMNLY DECLARED BEFORE ME
on the 7th day of July, 2010

COMMISSIONER OF
OATHS
for the District of Montreal

Commissaire à l'assermentation
GINETTE STAKOU
131, 247
Les Districts Judiciaires de Longueuil et de Montréal

NOTICE OF PRESENTATION

TO : SERVICE LIST

TAKE NOTICE that the *Amended Motion for the Issuance of an Order for the Convening, Holding and Conduct of Creditors' Meetings and Other Relief* will be presented for adjudication before Justice D. Mayrand or one of the Honourable Judges of the Superior Court, sitting in practice in and for the District of Montréal, in Room 16.12 of the Montréal Court House, 1 Notre-Dame St. East, on **July 9, 2010**, at **9:15 a.m**.

DO GOVERN YOURSELVES ACCORDINGLY.

Montréal, July 7, 2010

Stikeman Elliott LLP

STIKEMAN ELLIOTT LLP
Attorneys for Petitioners

SUPERIOR COURT
Commercial Division
(Sitting as a court designated pursuant to the *Companies' Creditors Arrangement Act*)

N°. 500-11-036133-094

CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTRÉAL

In the matter of Plan of Compromise or Arrangement of:

ABITIBIBOWATER INC. *et al*

Petitioners

- and -

ERNST & YOUNG INC.

Monitor

BS0350 **n/dos.:** 041053-1170

AMENDED MOTION FOR THE ISSUANCE OF AN ORDER FOR THE CONVENING, HOLDING AND CONDUCT OF (...) CREDITORS' MEETINGS AND OTHER RELIEF
(Sections 4, 5, 9, 10 and 11 of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-44)

ORIGINAL

Me David Tournier (514) 397-3013
Fax : (514) 397-3590

STIKEMAN ELLIOTT
Stikeman Elliott S.E.N.C.R.L., s.r.l. AVOCATS
40e Étage
1155, boul. René-Lévesque Ouest
Montréal, Canada H3B 3V2

#10575230 v1