

CANADA

SUPERIOR COURT

PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL

Commercial Division
(Sitting as a court designated pursuant to the
Companies' Creditors Arrangement Act,
R.S.C., c. C-36, as amended)

No. : 500-11-036133-094

**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 AMENDING THE CREDITORS'
MEETING ORDER**

**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. and subsidiaries thereof¹

¹ These subsidiaries are 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

- (ii) Bowater Canadian Holdings Inc. and subsidiaries and affiliates thereof² and (iii) certain partnerships (collectively, the "**Petitioners**").³
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 subsidiaries⁴ filed voluntary petitions for relief under Chapter 11 of the *U.S. Bankruptcy Code* (the "**Chapter 11 Proceedings**") 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 subsidiaries⁵ obtained orders under s. 18.6 of the CCAA in respect of the Chapter 11 Proceedings.
4. Unless otherwise indicated, all capitalized terms herein shall have the meaning attributed to them in the Creditors' Meeting Order (as defined below).

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 These subsidiaries and affiliates are 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., Canoxel 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 These partnerships are Bowater Canada Finance Limited Partnership, Bowater Pulp and Paper Canada Holdings Limited Partnership and Abitibi-Consolidated Finance LP.

⁴ These subsidiaries are 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 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 also commenced Chapter 11 cases, which are jointly administered with the Chapter 11 Proceedings.

⁵ These subsidiaries are 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.

II. BACKGROUND

5. On May 24, 2010 (in the Chapter 11 Proceedings) and July 8, 2010 (in the CCAA Proceedings), the Petitioners filed an amended Debtor's Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code with the U.S. Bankruptcy Court (the "**U.S. Plan**") and an amended CCAA Plan of Reorganization and Compromise with this Court (the "**CCAA Plan**" together with the CCAA Plan, the "**Plans**"), along with the related Disclosure Statement in the US Bankruptcy Court and Information Circular in this Court.
6. On July 9, 2010, this Court issued an order (the "**Creditors' Meeting Order**") in which, *inter alia*, (i) it authorized the Petitioners to convene, hold and conduct separate meetings of their creditors on August 26, 2010, in Montréal, Québec, to consider the CCAA Plan; and (ii) established September 8, 2009 as the hearing date before this Court to consider and, if appropriate, grant an order sanctioning the CCAA Plan (the "**Sanction Hearing**").
7. After the issuance of the July 9 Creditors' Meeting Order, the Petitioners were engaged in discussions with the Official Committee of Unsecured Creditors (the "**UCC**") in the Chapter 11 Proceedings and certain investors party to that certain Backstop Commitment Agreement dated May 24, 2010 (as subsequently amended, the "**Backstop Commitment Agreement**") concerning modifications to the proposed rights offering to be implemented in connection with the Plans.
8. These discussions were not concluded in sufficient time to proceed with the approval hearing in respect of the Disclosure Statement scheduled with the U.S. Bankruptcy Court on July 15, 2010. To permit the parties additional time to discuss and implement modifications to the proposed rights offering, the approval hearing in respect of the Disclosure Statement has been adjourned to July 30, 2010 in the Chapter 11 Proceedings.
9. The Petitioners have since concluded discussions and negotiations with the UCC and other parties and anticipate the execution of an amendment to the Backstop Commitment Agreement to take place later today or tomorrow, July 20, 2010.

III. ORDER SOUGHT

10. For the reasons set forth herein, the Petitioners hereby seek an order (the "**Amendment to the Creditors' Meeting Order**") amending certain key dates in the Creditors' Meeting Order, the whole in accordance with the proposed following revised timetable (the "**Revised Timetable**"):

Description	Original Date	Revised Date	Creditors' Meeting Order Paragraphs
US & CCAA Mailing Record Date	June 30	Same	none
US Voting Record Date	June 30	Same	Not applicable (US)
First Rights Offering Record Date	June 30	Same	none
CCAA and US Mailing and publication of notices and materials	July 26	August 9	15, 18, 19, and 21
2nd Rights Offering Record Date	August 17	Same	none
CCAA Voting Record Date	August 17	September 7	34
Monitor's Report	August 18	September 3	30
CCAA Deadline to submit proxies (which corresponds to the US voting deadline and the US deadline for objections to the Disclosure Statement)	August 25	September 13	38, 39 and 40
CCAA Meeting Date	August 26	September 14	3(v)
1st Rights Offering Expiration Date	August 31	September 10	32
2nd Rights Offering Expiration Date	September 3	September 10	33
Objections Deadline (Notice of contestation re: Sanction Hearing)	September 3	TBD	56
CCAA Sanction Hearing	September 8	Subject to the Court's availability, September 17	53
US Confirmation Hearing	September 8	September 24	Not applicable (US)
Emergence target date (within 15 days of quarter end)	October 1	October 11	Not applicable

IV. GROUNDS FOR THIS MOTION

11. The Petitioners respectfully request that this Court issue the Amendment to the Creditors' Meeting Order revising the dates set out therein in accordance with the Revised Timetable.
12. The Revised Timetable has been coordinated with the revised US timetable with a view to ensuring that the Petitioners' CCAA Proceedings and Chapter 11 Proceedings remain coordinated until emergence in both jurisdictions.
13. In addition to the inherent cross-border nature of this restructuring, the reasons for the importance of coordinating the CCAA Proceedings and Chapter 11 Proceedings include the integrated nature of the Plans, their intended outcome and the fact that the Petitioners seek to conduct the rights offering contemplated thereby simultaneously in the US and Canada.
14. The Monitor supports this Motion, as will appear from a Monitor's Report expected to be filed with this Court prior to the hearing hereon.
15. 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.
16. It is in the best interest of the Petitioners and all their stakeholders that this Motion be granted in accordance with its conclusions.
17. The Petitioners respectfully submit that the notices given of the presentation of this Motion are proper and sufficient and, given the urgency of the situation and timeline prior to emergence, request that the execution of the orders sought herein be granted notwithstanding appeal.
18. This Motion is well founded in fact and in law.

WHEREFORE, MAY THIS COURT:

GRANT this Motion for the issuance of an Order Amending the Creditors' Meeting Order (the "Motion");

AMEND the Creditors' Meeting Order issued by this Court on July 9, 2010, by replacing the original dates set out therein with the revised dates proposed in the below timetable:

Description	Original Date	Revised Date	Creditors' Meeting Order Paragraphs
Mailing and publication of notices and materials	July 26	August 9	15, 18, 19, and 21
Voting Record Date	August 17	September 7	34

Monitor's Report	August 18	September 3	30
Deadline to submit proxies	August 25	September 13	38, 39 and 40
CCAA Meeting Date	August 26	September 14	3(v)
1st Rights Offering Expiration Date	August 31	September 10	32
2nd Rights Offering Expiration Date	September 3	September 10	33
Objections Deadline (Notice of contestation re: Sanction Hearing)	September 3	TBD	56
Sanction Hearing	September 8	Subject to the Court's availability, September 17	53

AUTHORIZE any consequential amendments to the dates referenced in the Cross-Border Voting Protocol (as defined in the Creditors' Meeting Order);

THE WHOLE, without costs save in case of contestation.

Montréal, July 19, 2010

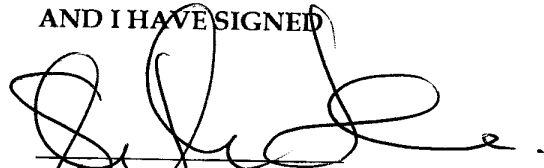

STIKEMAN ELLIOTT LLP
Attorneys for the Petitioners

AFFIDAVIT

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

1. I am the Vice President, Legal Affairs of AbitibiBowater Inc.
2. All the facts alleged in the *Motion for the Issuance of an Order Amending the Creditors' Meeting Order* are true.

AND I HAVE SIGNED



STÉPHANIE LECLAIRE

Solemnly declared before me at Montréal,
on the 19th day of July, 2010



Commissioner for oaths



NOTICE OF PRESENTATION

TO : SERVICE LIST

TAKE NOTICE that the *Motion for the Issuance of an Order Amending the Creditors' Meeting Order* will be presented for adjudication before Justice Gascon or one of the Honourable Judges of the Superior Court, sitting in practice in and for the District of Montréal, in Room 15.09 of the Montréal Court House, 1 Notre-Dame St. East, on July 21, 2010 at 9:00 a.m. or at such later date as the Court may determine.

DO GOVERN YOURSELVES ACCORDINGLY.

Montréal, July 19, 2010


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:

ABITIBOWATER INC. *et al*

- and -
Petitioners

ERNST & YOUNG INC.

Monitor

BS0350
n/dos.: 041053-1170

**MOTION FOR THE ISSUANCE OF AN ORDER
AMENDING THE CREDITORS' MEETING ORDER**

ORIGINAL

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