

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-

THE LAND REGISTRAR FOR THE
LAND REGISTRY OFFICE FOR THE
REGISTRATION DIVISION OF LAC
SAINT-JEAN-EST & *al.*

-and-

THE REGISTRAR OF THE QUEBEC
REGISTER OF PERSONAL AND
MOVABLE REAL RIGHTS & *al.*

Mis en cause

-and-

ERNST & YOUNG INC.,

Monitor

MOTION FOR THE ISSUANCE OF DISCHARGE ORDERS IN RESPECT OF
CERTAIN ASSETS OWNED BY THE APPLICANTS

TO THE HONOURABLE CLÉMENT GASCON J.S.C. OR ONE OF THE HONOURABLE JUDGES OF THE SUPERIOR COURT, SITTING IN COMMERCIAL DIVISION, IN AND FOR THE JUDICIAL DISTRICT OF MONTRÉAL, THE ABITIBI PETITIONERS RESPECTFULLY SUBMIT THE FOLLOWING:

I. PREAMBLE

1. On April 17, 2009, this Honourable Court issued an order (as subsequently amended and restated, 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 (collectively, the "**Abitibi Petitioners**"),¹ (ii) Bowater Canadian Holdings Inc. and subsidiaries thereof (collectively, the "**Bowater Petitioners**")² and (iii) certain partnerships.³
2. On December 10, 2010, ACI was renamed AbiBow Canada Inc. as a result of the corporate reorganization undertaken pursuant to these CCAA Proceedings. The Abitibi Petitioners and Bowater Petitioners are referred together in this Motion, along with their successor entities, where applicable, as the "**Petitioners**" and, without Bowater Canada Finance Corporation⁴, as the "**Applicants**".
3. Pursuant to the terms of the Initial Order, Ernst & Young Inc. (the "**Monitor**") was named monitor of the Petitioners.
4. On April 16, 2009, AbitibiBowater Inc., Bowater Inc. and certain of their U.S. and

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 to the schedule of Abitibi Petitioners 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., 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 The partnerships are Bowater Canada Finance Limited Partnership, Bowater Pulp and Paper Canada Holdings Limited Partnership and Abitibi-Consolidated Finance LP.

⁴ On September 14, 2010, the Affected Unsecured Creditors of BCFC voted against the approval of the CCAA Plan and as a result, were treated as Unaffected Creditors under the CCAA Plan. On December 31, 2010, BCFC made an assignment in bankruptcy under the *Bankruptcy and Insolvency Act* (Canada) and appointed Green Hunt Wedlake Inc. as trustee in bankruptcy.

Canadian subsidiaries⁵ (the "**U.S. Debtors**") 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**").

5. On September 23, 2010, this Court issued an order (the "**Sanction Order**") sanctioning a *Plan of Reorganization and Compromise* (as amended, the "**CCAA Plan**") in respect of the Applicants.
6. In the meantime, the U.S. Debtors had filed with the U.S. Bankruptcy Court a plan related to the joint reorganization of the U.S. Debtors under the U.S. Bankruptcy Code (the "**U.S. Plan**"). The joint implementation of the CCAA Plan and the U.S. Plan was conditional upon the CCAA Plan and the U.S. Plan having been sanctioned by the CCAA Court and the U.S. Bankruptcy Court respectively.
7. On November 23, 2010, the U.S. Bankruptcy Court entered a confirmation order approving the U.S. Plan.
8. On December 9, 2010 (the "**Implementation Date**"), the Applicants and the U.S. Debtors emerged from the CCAA Proceedings and the Chapter 11 Proceedings respectively.
9. All otherwise undefined capitalized terms used herein shall have the meaning attributed to them in the Initial Order.

II. ORDERS SOUGHT

10. The Applicants hereby seek the issuance of the following:
 - (i) orders in connection with the radiation or discharge of several hypothecs, liens, charges or other encumbrances registered in land registrars and public registers situated in the Provinces of Quebec and Ontario (collectively the "**Immovable Registrations**") on certain immovable assets owned by the Applicants, the whole as set forth in the draft order communicated herewith as **Exhibit P-1** (the "**Immovable Discharge Order**"); and

⁵ 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 were jointly administered with the Chapter 11 Proceedings.

- (ii) orders in connection with the cancellation of several registrations published against the Applicants in the Quebec Register of Personal and Movable Real Rights and the Personal Property Registrars of the Provinces of British Columbia, Manitoba, Ontario and New Brunswick, as well as at the Canadian Intellectual Property Office (collectively the "**Movable Registrations**"), the whole as set forth in the draft order communicated herewith as **Exhibit P-2** (the "**Movable Discharge Order**", collectively with the Immovable Discharge Order, the "**Discharge Orders**").

III. BACKGROUND

- 11. The Sanction Order issued by this Court on September 23, 2010, contained the following orders:

[16] ORDERS that, upon payment in full in cash of all BI DIP Claims and ULC DIP Claim in accordance with the CCAA Plan, the BI DIP Lenders and the BI DI Agent or ULC, as the case may be, shall at the request of the Applicants, the Partnerships or the Reorganized Debtors, without delay, execute and deliver to the Applicants, the Partnerships or the Reorganized Debtors such releases, discharges, authorizations and directions, instruments, notices and other documents as the Applicants, the Partnerships or the Reorganized Debtors may reasonably request for the purpose of evidencing and/or registering the release and discharge of any and all Financial Charges with respect to the BI DIP Claims or the ULC DIP Claim, as the case may be, the whole at the expense of the Applicants, the Partnerships or the Reorganized Debtors

[17] ORDERS that, upon payment in full in cash of their Secured Claims in accordance with the CCAA Plan, the ACCC Administrative Agent, the ACCC Term Lenders, the BCFPI Administrative Agent, the BCFPI Lenders, the Canadian Secured Notes Indenture Trustee and any Holders of a Secured Claim, as the case may be, shall at the request of the Applicants, the Partnerships or the Reorganized Debtors, without delay, execute and deliver to the Applicants, the Partnerships or the Reorganized Debtors such releases, discharges, authorizations and directions, instruments, notices and other documents as the Applicants, the Partnerships or the Reorganized Debtors may reasonably request for the purpose of evidencing and/or registering the release and discharge of any and all Financial Charges with respect to the ACCC Term Loan Claim, BCFPI Secured Bank Claim, Canadian Secured Notes Claim or any other Secured Claim, as the case may be, the whole at the expense of the Applicants, the Partnerships or the Reorganized Debtors.

For the purposes of the present paragraph [17], in the event of any dispute as to the amount of any Secured Claim, the Applicants, Partnerships or Reorganized Debtors, as the case may be, shall be permitted to pay to the Monitor the full amount in dispute (as specified by the affected Secured Creditor or by this Court upon summary application) and, upon payment of the amount not in dispute, receive the releases, discharges, authorizations, directions, instruments notices or

other documents as provided for therein. Any amount paid to the Monitor in accordance with this paragraph shall be held in trust by the Monitor for the holder of the Secured Claim and the payer as their interests shall be determined by agreement between the parties or, failing agreement, as directed by this Court after summary application.

Immovable Registrations

12. As of the date hereof, despite the provisions of paragraphs [16] and [17] of the Sanction Order cited above regarding the release and discharge of certain registrations upon payment in full of the secured claims, a total of 35 Immovable Registrations remain registered in various Quebec and Ontario land registrars and public register, the whole as more fully detailed in the *List of Immovable Registrations to be discharged by way of Court Order*, prepared by the Applicants and communicated as **Exhibit P-3**.
13. As appears from Exhibit P-3, most of these Immovable Registrations result from the registrations of orders issued from this Court or of various construction and historical mechanic's liens in such land registrars and public register, as applicable.
14. With respect to the registration of the orders issued from this Court (including the Second Amended Initial Order) which are listed in Exhibit P-3, the Applicants have been informed by the various land registrars and public register that a Court order is required for such land registrars and public register to proceed with the cancellation of such registrations despite the voluntary discharge filed by the beneficiaries of such registrations.
15. With respect to the other Immovable Registrations listed in Exhibit P-3, the holders of secured claims in respect of whom encumbrances remain on title have either (i) been fully paid in cash; (ii) failed to file a claim in the Monitor's claims process; or (iii) filed a claim which is currently being reviewed by the Monitor (iv) disputed the Monitor's determination of their claim and the dispute remains unresolved. In the case of scenarios (iii) and (iv), the Applicants have been informed by the Monitor that an amount corresponding to the full amount claimed is being held in trust by the Monitor pending the final resolution of such claim, the whole in accordance with paragraph [17] of the Sanction Order.

Movable Registrations

16. As of the date hereof, despite the provisions of paragraph [17] of the Sanction Order cited above regarding the release and discharge of certain registrations upon payment in full of the Secured Claims, a total of 24 Movable Registrations remain registered in the Quebec Register of Personal and Movable Real Rights and the Personal Property Registrars of the Provinces of British Columbia, Manitoba, Ontario and New Brunswick, as well as at the Canadian Intellectual Property Office, the whole as more fully detailed in the *List of Movable (Personal) Liens to be Discharged*, prepared by the Applicants and communicated as **Exhibit P-4**.

17. With respect to such Movable Registrations listed in Exhibit P-4, the holders of secured claims in favour of whom registrations remain have either (i) failed to file a claim in the Monitor's claims process (ii) filed a claim which is currently being reviewed by the Monitor or (iii) disputed the Monitor's determination of their claim and the dispute remains unresolved. In the case of scenarios (ii) and (iii), the Applicants have been informed by the Monitor that an amount corresponding to the full amount claimed is being held in trust by the Monitor pending the final resolution of such claim, the whole in accordance with paragraph [17] of the Sanction Order.

IV. GROUNDS FOR THIS MOTION

18. The Applicants submit that, upon payment in full of the secured claims filed in the Monitor's claim process and for which an Immovable Registration or a Movable Registration was registered, such Immovable Registration or Movable Registration which haven't been voluntarily discharged, should be discharged by way of Court order, the whole in accordance with the provisions of the Sanction Order.
19. The Applicants further submit that a discharge order should be granted with respect to the Immovable Registrations and the Movable Registrations resulting from potentially secured claims for which no proof of claim has been filed in the Monitor's Claims Process, seeing as the holders of such claims are barred from filing their claims at this stage pursuant to the claims procedure orders issued by this Court in the context of the CCAA Proceedings.
20. Furthermore, with respect to creditors whose secured claims are disputed or under review by the Monitor and have not yet been finally settled, the Applicants have been informed by the Monitor that pursuant to paragraph [17] of the Sanction Order, the Monitor is currently holding the amounts claimed in trust for such holders of secured claims. It is therefore submitted that the issuance of the Discharge Orders will not cause any prejudice to the holders of such claims.
21. The Applicants respectfully submit that this Motion should be granted in accordance with its conclusions.
22. The present motion is well founded in fact and in law.

WHEREFORE, MAY THIS COURT:

- [1] **GRANT** this Motion for the Issuance of a Discharge Order in Respect of Certain Assets Owned by the Applicants (the "**Motion**");
- [2] **EXEMPT**, if applicable, the Applicants from having to serve this Motion and from any notice or delay of presentation;
- [3] **ISSUE** orders substantially in the form of the draft orders communicated as Exhibit P-1 and Exhibit P-2 in support of the Motion.

THE WHOLE WITHOUT COSTS, save and except in case of contestation.

Montréal, February 1, 2011

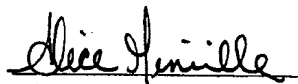
Stikeman Elliott LLP
Stikeman Elliott LLP
Attorneys for the Petitioners

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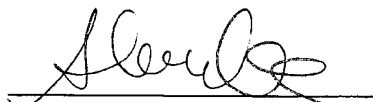
I, the undersigned, Alice Minville, having my principal place of business at Suite 800, 1155 Metcalfe Street, Montréal, Quebec, H3B 5H2 solemnly declare the following:

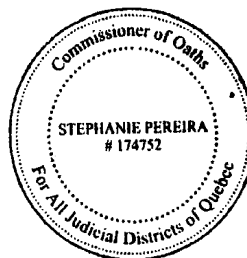
1. I am a Senior Legal Counsel of AbitibiBowater Inc.;
2. All the facts alleged in the *Motion for the Issuance of a Discharge Order in Respect of Certain Assets Owned by the Applicants* are true.

AND I HAVE SIGNED


Alice Minville

Solemnly declared before me at Montréal,
on the 1st day of February, 2011


Commissioner for oaths



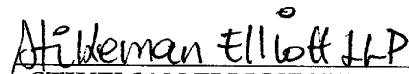
NOTICE OF PRESENTATION

TO: SERVICE LIST

TAKE NOTICE that the *Motion for the Issuance of a Discharge Order in Respect of Certain Assets Owned by the Applicants* will be presented for adjudication before Justice C. Gascon or one of the Honourable Judges of the Superior Court, sitting in practice in and for the District of Montreal, on a date and at a time to be communicated to the Service List.

DO GOVERN YOURSELVES ACCORDINGLY.

Montréal, February 1, 2011


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. & *al*
Petitioners

- and -

THE LAND REGISTRAR FOR THE LAND REGISTRY
OFFICE FOR THE REGISTRATION DIVISION OF LAC
SAINT-JEAN-EST & *al*.

- and -

THE REGISTRAR OF THE QUEBEC REGISTER OF
PERSONAL AND MOVABLE REAL RIGHTS & *al*.

Mis en cause

- and -

ERNST & YOUNG INC.

Monitor

BS0350

File: 041053-1170

MOTION FOR THE ISSUANCE OF DISCHARGE
ORDERS IN RESPECT OF CERTAIN ASSETS
OWNED BY THE APPLICANTS

COPY

Me Danny Duy Vu

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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-

THE LAND REGISTRAR FOR THE
LAND REGISTRY OFFICE FOR THE
REGISTRATION DIVISION OF LAC
SAINT-JEAN-EST & *al.*

-and-

THE REGISTRAR OF THE QUEBEC
REGISTER OF PERSONAL AND
MOVABLE REAL RIGHTS & *al.*

Mis en cause

-and-

ERNST & YOUNG INC.,

Monitor

LIST OF EXHIBITS

In support of the *Motion for the Issuance of Discharge Orders*
in respect of Certain Assets Owned by the Applicants

DESCRIPTION		TAB
P-1	Copy of a draft of the Discharge Order in respect of the AbitibiBowater Inc. Immovable Assets	1
P-2	Copy of a draft of the Discharge Order in respect of the AbitibiBowater Inc. Movable Assets	2
P-3	List of Immovable Registrations to be discharged	3
P-4	List of Movable Registrations to be discharged	4

MONTREAL, February 1, 2011

Stikeman Elliott LLP
 STIKEMAN ELLIOTT LLP
 Attorneys for Petitioners

EXHIBIT P-1

SUPERIOR COURT

**CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTRÉAL**

No: 500-11-036133-094

DATE: _____, 2011

PRESENT: THE HONOURABLE JUSTICE CLÉMENT GASCON, J.S.C.

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 ON SCHEDULES "A", "B" and "C"

Petitioners

and

ERNST & YOUNG INC.

Monitor

and

**THE LAND REGISTRAR FOR THE LAND REGISTRY OFFICE FOR THE REGISTRATION
DIVISION OF LAC SAINT-JEAN-OUEST**

and

**THE LAND REGISTRAR FOR THE LAND REGISTRY OFFICE FOR THE REGISTRATION
DIVISION OF LAC SAINT-JEAN-EST**

and

**THE LAND REGISTRAR FOR THE LAND REGISTRY OFFICE FOR THE REGISTRATION
DIVISION OF HULL**

and

**THE LAND REGISTRAR FOR THE LAND REGISTRY OFFICE FOR THE REGISTRATION
DIVISION OF GATINEAU**

and

**THE LAND REGISTRAR FOR THE LAND REGISTRY OFFICE FOR THE REGISTRATION
DIVISION OF CHARLEVOIX 1**

and

**THE LAND REGISTRAR FOR THE LAND REGISTRY OFFICE FOR THE REGISTRATION
DIVISION OF CHICOUTIMI**

and

**THE LAND REGISTRAR FOR THE LAND REGISTRY OFFICE FOR THE REGISTRATION
DIVISION OF ABITIBI**

and

**THE LAND REGISTRAR FOR THE LAND REGISTRY OFFICE FOR THE REGISTRATION
DIVISION OF LA TUQUE**

and

**THE OFFICER IN CHARGE OF REGISTRATIONS AT THE PUBLIC REGISTER
ESTABLISHED PURSUANT TO ARTICLE 38 OF THE FOREST ACT R.S.Q., CHAPTER
F-4.1**

and

THE LAND REGISTRAR FOR THE LAND TITLES DIVISION OF THUNDER BAY (NO. 55)

and

THE LAND REGISTRAR FOR THE LAND TITLES DIVISION OF KENORA (NO. 23)

and

THE LAND REGISTRAR FOR THE REGISTRY DIVISION OF NIAGARA (NO. 30)

and

THE LAND REGISTRAR FOR THE LAND TITLES DIVISION OF RAINY RIVER (NO. 48)

DISCHARGE ORDER IN RESPECT OF THE ABITIBIBOWATER INC. ASSETS

- [1] **CONSIDERING** the Petitioners' *Motion for the Issuance of a Discharge Order in Respect of Certain Assets of the Petitioners* dated February 1, 2011 (the "**Motion**");
- [2] **CONSIDERING** the representations of the parties;
- [3] **CONSIDERING** paragraphs 16 and 17 of the Sanction Order issued by this Court on September 23, 2010;
- [4] **GIVEN** the provisions of the *Companies' Creditors Arrangement Act* ("**CCAA**");

FOR THESE REASONS, THE COURT:

- [1] **GRANTS** the Motion;

QUEBEC REGISTRATIONS

- [2] **ORDERS** the Land Registrar of the Land Registry Office for the Registration Division of Lac Saint-Jean-Ouest, upon presentation of a certified copy of this Order accompanied by the required application for registration and upon payment of the prescribed fees, to register this Order in order to proceed with the cancellation of the following document and deed registered at the said Registration Division:
 - Second Amended Initial Order of the Superior Court, Commercial Division (sitting as a Court designated pursuant to the *Companies Creditors' Arrangement Act*), District of Montreal, file number 500-11-036133-094, dated May 6, 2009, by virtue of which, in the matter of the Plan of Compromise or Arrangement of Bowater Canadian Forest Products Inc. & al., it was ordered that all of the Property of the Bowater Petitioners (as this term is therein defined) be thereby charged by a movable and immovable hypothec, mortgage, lien and security interest to the extent of the aggregate amount of CDN\$728,760,000.00, such hypothec, mortgage, lien and security interest, together with any other hypothec, mortgage, lien or security interest created or contemplated by the DIP Documents in favour of the BI DIP Agent, in its capacity as Collateral Agent, for and on behalf of the Secured Parties (as those terms are therein defined), which was registered by way of a Summary dated May 12, 2009, on May 13, 2009 at the Registration Division of Lac-Saint-Jean-Ouest under number 16 159 275; and
 - Notice of legal hypothec (construction) by Amimac (2002) Ltée, in the amount of \$17,666.50, dated February 27, 2009 and registered on March 2, 2009 at the Registration Division of Lac-Saint-Jean-Ouest under number 15 988 074.
- [3] **ORDERS** the Land Registrar of the Land Registry Office for the Registration Division of Lac Saint-Jean-Est, upon presentation of a certified copy of this Order accompanied by the required application for registration and upon payment of the prescribed fees, to register this Order in order to proceed with the cancellation of the following deed registered at the said Registration Division:

- Notice of legal hypothec (construction) by 9090-6173 Quebec Inc, in the amount of \$3,386.25, dated February 9, 2009 and registered at the Registration Division of Lac-Saint-Jean-Est on February 11, 2009 under number 15 947 097.

[4] **ORDERS** the Land Registrar of the Land Registry Office for the Registration Division of Hull, upon presentation of a certified copy of this Order accompanied by the required application for registration and upon payment of the prescribed fees, to register this Order in order to proceed with the cancellation of the following document registered at the said Registration Division:

- Second Amended Initial Order of the Superior Court, Commercial Division (sitting as a Court designated pursuant to the *Companies Creditors' Arrangement Act*), District of Montreal, file number 500-11-036133-094, dated May 6, 2009, by virtue of which, in the matter of the Plan of Compromise or Arrangement of Bowater Canadian Forest Products Inc. & *al.*, it was ordered that all of the Property of the Bowater Petitioners (as this term is therein defined) be thereby charged by a movable and immovable hypothec, mortgage, lien and security interest to the extent of the aggregate amount of CDN\$728,760,000.00, such hypothec, mortgage, lien and security interest, together with any other hypothec, mortgage, lien or security interest created or contemplated by the DIP Documents in favour of the BI DIP Agent, in its capacity as Collateral Agent, for and on behalf of the Secured Parties (as those terms are therein defined), which was registered by way of a Summary dated May 12, 2009, on May 13, 2009 at the Registration Division of Hull under number 16 157 030;

[5] **ORDERS** the Land Registrar of the Land Registry Office for the Registration Division of Gatineau, upon presentation of a certified copy of this Order accompanied by the required application for registration and upon payment of the prescribed fees, to register this Order in order to proceed with the cancellation of the following document and deed registered at the said Registration Division:

- Second Amended Initial Order of the Superior Court, Commercial Division (sitting as a Court designated pursuant to the *Companies Creditors' Arrangement Act*), District of Montreal, file number 500-11-036133-094, dated May 6, 2009, by virtue of which, in the matter of the Plan of Compromise or Arrangement of Bowater Canadian Forest Products Inc. & *al.*, it was ordered that all of the Property of the Bowater Petitioners (as this term is therein defined) be thereby charged by a movable and immovable hypothec, mortgage, lien and security interest to the extent of the aggregate amount of CDN\$728,760,000.00, such hypothec, mortgage, lien and security interest, together with any other hypothec, mortgage, lien or security interest created or contemplated by the DIP Documents in favour of the BI DIP Agent, in its capacity as Collateral Agent, for and on behalf of the Secured Parties (as those terms are therein defined), which was registered by way of a Summary dated May 12, 2009, on May 13, 2009 at the Registration Division of Gatineau under number 16 159 489; and
- Notice of legal hypothec (resulting from judgments), by Le Procureur Général du Québec, in the amount of \$121,072.00, dated February 13, 2009 and registered

on February 18, 2009 at the Registration Division of Gatineau under number 15 962 574.

- [6] **ORDERS** the Land Registrar of the Land Registry Office for the Registration Division of Charlevoix 1, upon presentation of a certified copy of this Order accompanied by the required application for registration and upon payment of the prescribed fees, to register this Order in order to proceed with the cancellation of the following deed registered at the said Registration Division:
- Notice of legal hypothec (construction) by Amimac (2002) Ltée, in the amount of \$142,448.18, dated February 27, 2009 and registered on March 2, 2009 at the Registration Division of Charlevoix 1 under number 15 986 352.
- [7] **ORDERS** the Land Registrar of the Land Registry Office for the Registration Division of Chicoutimi, upon presentation of a certified copy of this Order accompanied by the required application for registration and upon payment of the prescribed fees, to register this Order in order to proceed with the cancellation of the following deeds registered at the said Registration Division:
- Notice of legal hypothec (construction) by Amimac (2002) Ltée, in the amount of \$7,979.70, dated February 27, 2009 and registered on the same day at the Registration Division of Chicoutimi under number 15 984 568;
 - Notice of legal hypothec (construction) by 3095-4044 Québec Inc, in the amount of \$7,706.68, dated October 28, 1999 and registered on October 29, 1999 at the Registration Division of Chicoutimi under number 634 905;
 - Notice of legal hypothec (construction) by Métaux Russel Inc, in the amount of \$43,952.81, dated June 12, 2006 and registered on June 13, 2006 at the Registration Division of Chicoutimi under number 13 379 485;
 - Notice of legal hypothec (construction) by Génitique Construction Inc, in the amount of \$117,270.69, dated April 27, 2009 and registered on April 28, 2009 at the Registration Division of Chicoutimi under number 16 115 318;
 - Notice of legal hypothec (construction) by 9126-9837 Québec Inc., in the amount of \$21,945.72, dated July 14, 2009 and registered on July 15, 2009 at the Registration Division of Chicoutimi under number 16 375 562, followed by a prior notice (sale by judicial authority) by 9126-9837 Québec Inc., dated September 14, 2010 and registered at said Registration Division on September 21, 2010 under number 17 561 975;
 - Notice of legal hypothec (construction) by Lar Machinerie Inc., in the amount of \$200,000, dated March 30, 2009 and registered on March 31, 2009 at the Registration Division of Chicoutimi under number 16 049 768;
 - Requisition as to a prior claim for property taxes by the Municipality of Saint-David-de-Falardeau in the amount of \$2,248,464.00, dated March 3, 2009 and,

registered on March 4, 2009 at the Registration Division of Chicoutimi under number 15 993 087;

- Notice of legal hypothec (construction) by Guay Inc., in the amount of \$4,119.94, dated May 13, 2009 and registered on May 14, 2009 at the Registration Division of Chicoutimi under number 16 160 682; and
- Notice of legal hypothec (construction) by Guay Inc, in the amount of \$6,889.33, dated May 1st, 2009 and registered on May 4, 2009 at the Registration Division of Chicoutimi under number 16 130 680.

[8] **ORDERS** the Land Registrar of the Land Registry Office for the Registration Division of Abitibi, upon presentation of a certified copy of this Order accompanied by the required application for registration and upon payment of the prescribed fees, to register this Order in order to proceed with the cancellation of the following deed registered at the said Registration Division:

- Notice of legal hypothec (construction) by Guay Inc, in the amount of \$16,733.72, dated April 29, 2009 and registered on May 1, 2009 at the Registration Division of Abitibi under number 16 126 053.

[9] **ORDERS** the Land Registrar of the Land Registry Office for the Registration Division of La Tuque, upon presentation of a certified copy of this Order accompanied by the required application for registration and upon payment of the prescribed fees, to register this Order in order to proceed with the cancellation of the following deeds registered at the said Registration Division:

- Trust Deed establishing a movable and immovable hypothec in favour of Trust General du Canada ("TGC") to the principal amount of \$7,000,000.00, passed before Jean Mousseau, Notary, on December 23, 1993 and registered on December 24, 1993 at the Registration Division of La Tuque Registration under number 50446, followed by a Deed of Correction entered into between Produits Forestiers La Tuque Inc. and TGC, passed before said Notary on April 29, 1994 and registered by way of a Summary dated April 29, 1994, on May 5, 1994 at said Registration Division under number 50678 and by a Notice by Trust Général du Canada dated July 27, 1994 and also registered at said Registration Division under number 50944 ("**Deed 50944**"), but as to Deed 50944, only as same concerns the two (2) above deeds respectively registered under said numbers 50446 and 50678 which said latter deeds affect only the following lots, namely "Des emplacements situés dans la vile de La Tuque, Secteur TNO Champlain, connus et désignés comme étant la resubdivision numéro UN de la subdivision numéro DIX du lot H (H-10-1), la resubdivision numéro UN de la subdivision numéro ONZE du lot H (H-11-1), la resubdivision numéro UN de la subdivision numéro DOUZE du lot H (H-12-1), la resubdivision numéro UN de la subdivision numéro TREIZE du lot H (H-13-1) et la resubdivision numéro TROIS de la subdivision numéro TREIZE du lot H (H-13-3), tous du rang 1, Canton de Vallières, circonscription foncière de La Tuque".

CAAFs REGISTRATIONS

[10] **ORDERS** the officer in charge of registrations at the public register established pursuant to Article 38 of the *Forest Act* R.S.Q., chapter F-4.1 (the "**Public Register**"), upon presentation of a certified copy of this order and upon payment of any prescribed fees, to proceed with the cancellation of the following registrations published at the said Public Register on the relevant *Contrats d'approvisionnement et d'aménagement forestier*:

- "Jugement incluant une hypothèque universelle sur CAAF 20994062201, 22094062202, 40404032902" dated April 22, 2009 and registered in the Public Register on April 23, 2009 under registration No. 209 09 04 23 01;
- "Amendement au jugement incluant une hypothèque universelle 20909042301" dated May 6, 2009 and registered in the Public Register on May 8, 2009 under registration No. 209 09 05 08 04;
- "Avis d'affectation concernant les actes 20909042301 et 20909050804 - Successeur à titre de « Administrative Agent » et « Collateral Agent »" dated May 8, 2009 and registered in the Public Register on May 25, 2009 under registration No. 209 09 25 01; and
- "Hypothèque sur CAAF 177,240" in favour of Norwest Bank Minnesota National Association, dated March 14, 1995 and registered in the Public Register on March 29, 1995, under registration No. 177 95 03 29 01.

ONTARIO REGISTRATIONS

[11] **ORDERS** that upon registration at the Land Registrar for the Land Titles Division of Thunder Bay (No. 55) of a certified copy of this Order, the Land Registrar is hereby directed to delete and expunge the following registrations from title to all lands and premises affected thereby including, without limitation, the lands and premises specifically referred to below:

- Application to Register Court Order registered on April 23, 2009 as Instrument No. TY81093 with respect to the lands and premises described in Part 1 of Schedule D hereto;
- Application to Register Court Order registered on June 3, 2009 as Instrument No. TY83248 with respect to the lands and premises described in Part 1 of Schedule D hereto; and
- Application to Register Court Order registered on June 23, 2009 as Instrument No. TY84271 with respect to the lands and premises described in Part 2 of Schedule D hereto.

- [12] **ORDERS** that upon registration at the Land Registrar for the Land Titles Division of Kenora (No. 23) of a certified copy of this Order, the Land Registrar is hereby directed to delete and expunge the following registrations from title to all lands and premises affected thereby including, without limitation, the lands and premises specifically referred to below:
- Application to Register Court Order registered on April 23, 2009 as Instrument No. KN25712 with respect to the lands and premises described in Part 3 of Schedule D hereto; and
 - Application to Register Court Order registered on June 3, 2009 as Instrument No. KN26471 with respect to the lands and premises described in Part 3 of Schedule D hereto.
- [13] **ORDERS** that upon registration at the Land Registrar for the Registry Division of Niagara (No. 30) of a certified copy of this Order, the Land Registrar is hereby directed to delete and expunge the following registrations from title to all lands and premises affected thereby including, without limitation, the lands and premises specifically referred to below:
- Mechanic's Lien registered on July 22, 1982 as Instrument No. 392946 with respect to the lands and premises described in Part 4 of Schedule D hereto;
 - Mechanic's Lien registered on July 22, 1982 as Instrument No. 392947 with respect to the lands and premises described in Part 4 of Schedule D hereto; and
 - Certificate of Action registered on July 28, 1983 as Instrument No. 413447 with respect to the lands and premises described in Part 4 of Schedule D hereto.
- [14] **ORDERS** that upon registration at the Land Registrar for the Land Titles Division of Rainy River (No. 48) of a certified copy of this Order, the Land Registrar is hereby directed to delete and expunge the following registrations from title to all lands and premises affected thereby including, without limitation, the lands and premises specifically referred to below:
- Construction Lien registered on January 23, 2009 as Instrument No. RD12708 with respect to the lands and premises described in Part 5 of Schedule D hereto;
 - Certificate registered on March 5, 2009 as Instrument No. RD12928 with respect to the lands and premises described in Part 6 of Schedule D hereto; and
 - Application to Register Court Order registered on March 24, 2009 as Instrument No. RD13019 with respect to the lands and premises described in Part 5 of Schedule D hereto

THE WHOLE WITHOUT COSTS, save in case on contestation.

CLÉMENT GASCON, J.S.C.

Stikeman Elliott LLP
Attorneys for Petitioners

SCHEDULE "A"
ABITIBI PETITIONERS

1. ABITIBI-CONSOLIDATED INC.
2. ABITIBI-CONSOLIDATED COMPANY OF CANADA
3. 3224112 NOVA SCOTIA LIMITED
4. MARKETING DONOHUE INC.
5. ABITIBI-CONSOLIDATED CANADIAN OFFICE PRODUCTS HOLDINGS INC.
6. 3834328 CANADA INC.
7. 6169678 CANADA INC.
8. 4042140 CANADA INC.
9. DONOHUE RECYCLING INC.
10. 1508756 ONTARIO INC.
11. 3217925 NOVA SCOTIA COMPANY
12. LA TUQUE FOREST PRODUCTS INC.
13. ABITIBI-CONSOLIDATED NOVA SCOTIA INCORPORATED
14. SAGUENAY FOREST PRODUCTS INC.
15. TERRA NOVA EXPLORATIONS LTD.
16. THE JONQUIERE PULP COMPANY
17. THE INTERNATIONAL BRIDGE AND TERMINAL COMPANY,
18. SCRAMBLE MINING LTD.
19. 9150-3383 QUÉBEC INC.
20. ABITIBI-CONSOLIDATED (U.K.) INC.

SCHEDULE "B"
BOWATER PETITIONERS

1. BOWATER CANADIAN HOLDINGS INC.
2. [DELETED]
3. BOWATER CANADIAN LIMITED
4. 3231378 NOVA SCOTIA COMPANY
5. ABITIBIBOWATER CANADA INC.
6. BOWATER CANADA TREASURY CORPORATION
7. BOWATER CANADIAN FOREST PRODUCTS INC.
8. BOWATER SHELBURNE CORPORATION
9. BOWATER LAHAVE CORPORATION
10. ST-MAURICE RIVER DRIVE COMPANY LIMITED
11. BOWATER TREATED WOOD INC.
12. CANEXEL HARDBOARD INC.
13. 9068-9050 QUÉBEC INC.
14. ALLIANCE FOREST PRODUCTS (2001) INC.
15. BOWATER BELLEDUNE SAWMILL INC.
16. BOWATER MARITIMES INC.
17. BOWATER MITIS INC.
18. BOWATER GUÉRETTE INC.
19. BOWATER COUTURIER INC.

SCHEDULE "C"
18.6 CCAA PETITIONERS

1. ABITIBIBOWATER INC.
2. ABITIBIBOWATER US HOLDING 1 CORP.
3. BOWATER VENTURES INC.
4. BOWATER INCORPORATED
5. BOWATER NUWAY INC.
6. BOWATER NUWAY MID-STATES INC.
7. CATAWBA PROPERTY HOLDINGS LLC
8. BOWATER FINANCE COMPANY INC.
9. BOWATER SOUTH AMERICAN HOLDINGS INCORPORATED
10. BOWATER AMERICA INC.
11. LAKE SUPERIOR FOREST PRODUCTS INC.
12. BOWATER NEWSPRINT SOUTH LLC
13. BOWATER NEWSPRINT SOUTH OPERATIONS LLC
14. BOWATER FINANCE II, LLC
15. BOWATER ALABAMA LLC
16. COOSA PINES GOLF CLUB HOLDINGS LLC

SCHEDULE "C"

DESCRIPTION OF LAND AND PREMISES IN ONTARIO

PART 1 (THUNDER BAY)

PIN 62005-0003 (LT) being PT RDAL NKR NEEBING CLOSED BY NBG487; PT LT 12 CON 1 NKR NEEBING AS IN NBG4241, NBG7279 S OF BROADWAY AVE, TBR308676, PT 1 55R8452, PT 1 & 2 55R3557, PT 2 55R8741 & PT 1 55R10019 EXCEPT PT 3 55R9693; THUNDER BAY

PIN 62005-0004 (LT) being PCL 3142 SEC DFWF; LT 11 CON 1 NKR NEEBING S OF BORADWAY AV; S/T LEW9647; THUNDER BAY

PIN 62005-0005 (LT) being PT LT 10 CON 1 NKR NEEBING; PT RDAL NKR NEEBING CLOSED BY NBG487; PT WATER LT IN FRONT OF LT 10, CON 1 NEEBING; PT RDAL BTN LT 10 & LT 11 CON 1 NKR NEEBING CLOSED BY NBG2713, NBG7168 & TBR275156 AS IN FWD4715, FWD7388, FWD8160, OFW15958 & PT 1, 55R6401; S/T TBR2826761; THUNDER BAY

PIN 62005-0006 (LT) being PCL 2733 SEC CFWF; PT LT 10 CON 1 NKR NEEBING; PT RDAL ALONG SHORE OF KAMINISTQUIA RIVER NEEBING; PT WATER LT IN FRONT OF LT 10 CON 1 NKR NEEBING AS IN LEW51936; S/T FWD5116, FWD22212, FWD2213, FWD3054; S/T LT221437; THUNDER BAY

PIN 62005-0008 (LT) being PT LT 9-10 CON 1 NKR NEEBING; PT RDAL NKR NEEBING CLOSED BY NBG487; PT WATER LT IN FRONT OF LOT 9, CON 1 NEEBING AS IN FEW9250; THUNDER BAY

PIN 62005-0027 (LT) being PT LT 11-12 CON 1 SKR NEEBING AS IN TBR215122, OFW52809, TBR187045 & TBR259552 EXCEPT NBG956; S/T OFW71399; THUNDER BAY

PIN 62253-0066 (LT) being PT LT 14, 13 CON 1 NKR NEEBING; 66 FT RDAL NEEBING ALONG N BANK OF KAMINISTQUIA RIVER NEEBING IN FRONT OF LT 14 CON 1 NKR; PT 66 FT RDAL ALONG N BANK OF KAMINISTQUIA RIVER NEEBING IN FRONT OF LT 13 CON 1 NKR CLOSED BY NBG487 AS IN NBG5585 & PT 1 & 2, 55R1026; THUNDER BAY

PIN 62253-0070 (LT) being PT LT 14-15 CON 1 SKR NEEBING AS IN TBR373036 S/T EASE OVER PT 1 55R 12216 & PT 3 ON 55R12214 AS IN TY6857; THUNDER BAY

PIN 62253-0077 (LT) being PCL 1083 SEC DFWF; WATER LOT IN THE KAMINISTQUIA RIVER IN FRONT OF LT 14 CON 1 N OF THE RIVER NEEBING DESCRIBED AS FOLLOWS: COMMENCING AT THE INTERSECTION OF THE SOUTHERLY PRODUCTION OF THE EASTERLY LIMIT OF SAID LOT FOURTEEN WITH THE WATER 'S EDGE OF THE NORTH SHORE OF THE SAID KAMINISTQUIA RIVER, THENCE SOUTHERLY ALONG SAID PRODUCTION TO A POINT DISTANT THIRTY FEET MEASURED PERPENDICULARLY FROM THE SAID WATER'S EDGE, THENCE WESTERLY UPSTREAM KEEPING AT A PERPENDICULAR DISTANCE OF THIRTY FEET FROM THE SAID WAITER'S EDGE TO THE SOUTHERLY PRODUCTION OF THE WESTERLY LIMIT

OF SAID LOT FOURTEEN, THENCE NORTHERLY ALONG THE LAST MENTIONED PRODUCTION TO THE SAID WATER'S EDGE, THENCE EASTERLY FOLLOWS THE SAID WATER'S EDGE DOWNSTREAM TO THE PLACE OF BEGINNING; THUNDER BAY

PIN 62258-0004 (LT) being PCL 2264 SEC DFWF; LT 82 PL WM53 NEEBING; THUNDER BAY

PIN 62258-0005 (LT) being PCL 5467 SEC DFWF; LT 83 PL WM53 NEEBING; THUNDER BAY

PIN 62258-0009 (LT) being PCL 2393 SEC DFWF; LT 87-88 PL WM53 NEEBING; THUNDER BAY

PIN 62258-0010 (LT) being PCL 5467 SEC DFWF; LT 89-90 PL WM53 NEEBING; THUNDER BAY

PIN 62258-0011 (LT) being PCL 5467 SEC DFWF; LT 105-108 PL WM53 NEEBING; THUNDER BAY

PIN 62258-0019 (LT) being PCL 7224 SEC DFWF; PT LT 11 CON 1 NKR NEEBING PT 1, FWR114; S/T LEW42830; THUNDER BAY

PIN 62258-0021 (LT) being PCL 4338 SEC DFWF; PT LT 11 CON 1 NKR NEEBING AS IN LEW18531; THUNDER BAY; S/T EASE IN GROSS AS IN TY54340. S/T EASEMENT IN GROSS AS IN TY56108; S/T EASEMENT IN GROSS OVER ALL AS IN TY55608; S/T EASEMENT IN GROSS OVER ALL AS IN TY56118

PIN 62258-0022 (LT) being LT 1 PL W680 NEEBING; PT LT 2 PL W680 NEEBING AS IN TBR251233; NEEBING

PIN 62258-0024 (LT) being PT LT 4 PL W680 NEEBING AS IN TBR371102; NEEBING

PIN 62258-0031 (LT) being LTS 1 TO 81, 91 TO 104, BOWMAN ST, MANCHRAY AV, METCALFE ST, PENNINGTONAV, PT LANE PT FLORENCE ST PL WM53 AS IN LEW26417 EXCEPT PT 3 55R12267; THUNDER BAY

PIN 62258-0033 (LT) being PT LT 11 CON 1 NKR NEEBING AS IN LEW10666 & LEW18528 EXCEPT LEW18531, PT 1 FWR114 & PTS 4 & 5 55R12276; S/T LEW45691; THUNDER BAY

PIN 62258-0035 (LT) being PT LT 12 CON 1 NKR NEEBING AS IN NBG7468 & NBG7279 EXCEPT PT 1 55R9840, OFW51886, PTS 7 & 11 55R12276 AND PT 1 55R12426; THUNDER BAY

PIN 62258-0038 (LT) being PT LT 12 CON 1 NKR NEEBING PT 9, 55R12276; THUNDER BAY; S/T EASEMENT IN GROSS OVER PT 9, 55R12276 AS IN TY54340; S/T EASEMENT IN GROSS OVER PT 9, 55R12276 AS IN TY56108; S/T EASEMENT IN GROSS OVER PT 9, 55R12276 AS IN TY55608; S/T EASEMENT IN GROSS OVER PT 9 55R12276 AS IN TY56118

PIN 62258-0041 (LT) being LT 84 PL WM53 NEEBING EXCEPT PT 6, 55R12619; THUNDER BAY

PIN 62258-0043 (LT) being LT 85 PL WM53 NEEBING EXCEPT PT 7, 55R12619; THUNDER BAY

PIN 62258-0045 (LT) being LT 86 PL WM53 NEEBING EXCEPT PTS 8-10, 55R12619; THUNDER BAY

PIN 62258-0047 (LT) being PT LANEWAY PL WM53 NEEBING CLOSED BY LT111585 BEING PT 1, 55R1785 EXCEPT PT 11, 55R12619; THUNDER BAY

PIN 62260-0142 (LT) being LT 12 CON 2 SKR NEEBING; PT LT 11-12 CON 1 SKR NEEBING; PT LT 11 CON 2 SKR NEEBING AS IN TBR231212; S/T OFW59601 ASSIGNED BY OFW71399; THUNDER BAY

PIN 62260-0146 (LT) being PT LT 13-14 CON 1 SKR NEEBING AS IN TBR291059 & PT 2, 55R7260; THUNDER BAY

PIN 62289-0130 (LT) being PCL 3-6 SEC CON-5 MARKS; PT LT 3 CON 5 MARKS AS IN LEW30976 EXCEPT PT 14 55R2835; DISTRICT OF THUNDER BAY

PIN 62289-0140 (LT) being PCL 3-1 SEC CON-6 MARKS; PT S 1/2 LT 3 CON 6 MARKS PT 3 55R2835; DISTRICTS OF THUNDER BAY

PIN 62290-0011 (LT) being PCL 1416 SEC DFWF; S 1/2 LT 7 CON 7 O'CONNOR MRO; O'CONNOR

PIN 62290-0057 (LT) being PCL 4814 SEC DFWF; N 1/2 LT 12 CON 5 O'CONNOR; O'CONNOR

PIN 62290-0076 (LT) being PCL 1528 SEC DFWF; N 1/2 LT 6 CON 7 O'CONNOR EXCEPT LEW4459 (SRO); O'CONNOR

PIN 62292-0359 (LT) being PCL 863 SEC DFWF; BROKEN LT 15 CON C PAIPOONGE EXCEPT CANADIAN NORTHERN RAILWAY, AN ALLOWANCE OF ONE CHAIN IN PERPENDICULAR WIDTH FOR A ROAD ALONG THE SHORE OF THE KAMINISTIGUIA RIVER, LEW13031 & LEW33623; OLIVER PAIPOONGE

PIN 62292-0527 (LT) being PCL 4857 SEC DFWF SRO; PT LT 15 CON C PAIPOONGE AS LEW22562; OLIVER PAIPOONAGE

PIN 62302-0208 (LT) being PCL 5008 SEC DFWF; PT LT 1 CON 3 CONMEE BEING PT S 1/2 OF N 1/2 AS IN LEW21363; CONMEE

PART 2 (THUNDER BAY)

PIN 62260-0084 (LT) being PCL 6930 SEC DFWF; LT 13 CON 2 SKR NEEBING EXCEPT PT 1 55R1280; THUNDER BAY

PART 3 (KENORA)

PIN 42103-1644 (LT) BEING PCL 41555 SEC DRF SURFACE RIGHTS ONLY; LOCATION TW208 IGNACE/OSAQUAN PT 1 & 2, 23R5718, S/T EASEMENT IN GROSS OVER PT 1 PL 23R11064 AS IN KN 2316; IGNACE

PART 4 (NIAGARA)

PIN 64055-0543 (R) being PART OF TOWNSHIP LOT 45 THOROLD, BEING PARTS 2, 3 AND 4 ON PLAN 59R12606, THOROLD

PIN 64055-0542 (R) being PART OF TOWNSHIP LOT 46 THOROLD, BEING PART 5 ON PLAN 59R12606, THOROLD

PART 5 (RAINY RIVER)

PIN 56016-0026 (LT) being PCL 22587 SEC RAINY RIVER; PT HUDSON'S BAY COMPANY'S RESERVE MCIRVINE PT 2, 48R1549, SURFACE RIGHTS ONLY; FORT FRANCES

PIN 56016-0043 (LT) being PCL 25882 SEC RAINY RIVER; PT HUDSON'S BAY COMPANY RESERVE MCIRVINE PT 1, 48R1549; FORT FRANCES

PIN 56016-0064 (LT) being PCL 12774 SEC RAINY RIVER; PT HUDSON'S BAY COMPANY'S RESERVE MCIRVINE PT 3, 48R1549 SURFACE RIGHTS ONLY; FORT FRANCES

PIN 56016-0656 (LT) being PCL 8228 SEC RAINY RIVER; SECTION 28 MCIRVINE BEING PT OF NW 1/4 AS IN SLT20572 EXCEPT SLT66081 & SLT70515; FORT FRANCES

PIN 56016-0735 (LT) being PT HUDSON'S BAY COMPANY RESERVE MCIRVINE PT 4, 48R1504; FORT FRANCES

PIN 56018-0083 (LT) being PCL 25754 SEC RAINY RIVER; PT UNDESIGNATED LANDS MCIRVINE PT 1, 2 & 3, 48R3453; PT FRONT ST TOWN PLOT ALBERTON PT 1, 48R3320 CLOSED BY BYLAW 35 REGISTERED AS A57368; S/T EASE OVER PT 2, 48R3453 AS IN A57784; S/T EASEMENT OVER PT 3, 48R4167 IN FAVOUR OF PT BLK 2 PL SM149 MCIRVINE PT 1, 2 & 3, 48R4138 AND BLK 1 PL SM149 MCIRVINE AS IN RD9883; S/T EASEMENT OVER PT 4, 5, 6, 7 & 8, 48R4140 IN FAVOUR OF BLK 1 PL SM149 AS IN RD9885; FORT FRANCES

PIN 56018-0107 (LT) being PCL 211-3 SEC ALBTP; LT 214 TOWN PLOT ALBERTON; LT 215 TOWN PLOT ALBERTON; LT 216 TOWN PLOT ALBERTON; LT 217 TOWN PLOT ALBERTON PT 2 & 3 48R2355; LT 219 TOWN PLOT ALBERTON PT 7 & 8 48R2355; PT LT

218 TOWN PLOT ALBERTON PT 5 & 6 48R2355; PT LT 220 TOWN PLOT ALBERTON PT 9 & 10 48R2355; FORT FRANCES

PIN 56018-0109 (LT) being PCL 218-3 SEC ALBTP; FIRSTLY; PT MOWAT AVENUE TOWN PLOT ALBERTON FROM S LIMIT CHURCH ST TO S LIMIT PT MOWAT AV ABUTTING LT 218 CLOSED BY A78624 PT 5, 48R3853; SECONDLY; PT LT 218 TOWN PLOT ALBERTON CLOSED BY A78624 PT 6, 48R3853; THIRDLY; PT NELSON STREET TOWN PLOT ALBERTON CLOSED BY A78624 PT 7 & 8, 48R3853; S/T A40222, A78815; FORT FRANCES

PIN 56018-0110 (LT) being PCL 220-1 SEC ALBTP; LT 221 TOWN PLOT ALBERTON; PT LT 222 TOWN PLOT ALBERTON; PT LT 220 TOWN PLOT ALBERTON AS IN SLT52592 EXCEPT PT 10, 48R2355; FORT FRANCES

PIN 56018-0111 (LT) being PCL 222-1 SEC ALBTP; PT LT 222 TOWN PLOT ALBERTON AS IN SLT5934; FORT FRANCES

PIN 56018-0112 (LT) being PCL 222-2 SEC ALBTP; PT LT 222 TOWN PLOT ALBERTON BEING THE EAST 30 FEET IN PERPENDICULAR DEPTH; FORT FRANCES

PIN 56018-0113 (LT) being PCL 222-3 SEC ALBTP; PT LT 222 TOWN PLOT ALBERTON BEING THE WEST 50 FEET IN PERPENDICULAR DEPTH; FORT FRANCES

PIN 56018-0114 (LT) being PCL 222-4 SEC ALBTP; PT LT 222 TOWN PLOT ALBERTON BEING THE EAST 24 FEET OF THE WEST 100 FEET; FORT FRANCES

PIN 56018-0168 (LT) being PCL I-2 SEC ALBTP; FIRSTLY; PT LT I TOWN PLOT ALBERTON; PT LT J TOWN PLOT ALBERTON; LT K TOWN PLOT ALBERTON; PT LT L TOWN PLOT ALBERTON; PT FRONT ST TOWN PLOT ALBERTON CLOSED BY BYLAW AS IN A47536, PT 1 & 2 48R3873 SECONDLY; PT FRONT ST CLOSED BY BYLAW AS IN FF1844 PT 3 48R3873 THIRDLY; LT K CLOSED BY BYLAW AS IN A78624 PT 1 & 2 48R3853; FOURTHLY, PT CHURCH ST TOWN PLOT ALBERTON CLOSED BY BYLAW AS IN A78624 PT 3 48R3853 FIFTHLY; PT LT L CLOSED BY BYLAW AS IN A78624 PT 4 & 10, 48R3853 SIXTHLY; PT FRONT ST CLOSED BY BYLAW AS IN A78624 PT 9, 48R3853; FORT FRANCES

PIN 56018-0169 (LT) being PCL 120-1 SEC ALBTP; PT LT 120 TOWN PLOT ALBERTON AS IN A64149; FORT FRANCES

PIN 56018-0170 (LT) being PCL 120-2 SEC ALBTP; PT LT 120 TOWN PLOT ALBERTON; PT LT 121 TOWN PLOT ALBERTON AS IN SLT52343; FORT FRANCES

PIN 56018-0171 (LT) being PCL 121-1 SEC ALBTP; PT LT 121 TOWN PLOT ALBERTON; PT LT 122 TOWN PLOT ALBERTON AS IN SLT20522; FORT FRANCES

PIN 56018-0172 (LT) being PCL 122-1 SEC ALBTP; PT LT 122 TOWN PLOT ALBERTON; PT LT 123 TOWN PLOT ALBERTON; PT LT 124 TOWN PLOT ALBERTON AS IN A61174 & SLT59568; FORT FRANCES

PIN 56018-0312 (LT) being PCL 53-1 SEC ALBTP; PT LT 112 TOWN PLOT ALBERTON PT 3 48R1559; S/T EASEMENT OVER PART 3, 48R1559 AS IN RD8744; S/T EASEMENT OVER PART 3, 48R1559 AS IN RD8745; S/T EASEMENT OVER PART 3, 48R1559 AS IN RD8746; S/T EASEMENT OVER PART 3, 48R1559 AS IN RD8747; FORT FRANCES

PIN 56018-0344 (LT) being PCL 89-2 SEC ALBTP; PT LT 89 TOWN PLOT ALBERTON AS IN SLT49908; FORT FRANCES

PIN 56018-0345 (LT) being PCL 89-3 SEC ALBTP; LT 89 TOWN PLOT ALBERTON EXCEPT E 44 FT; LT 90 TOWN PLOT ALBERTON; LT 91 TOWN PLOT ALBERTON; LT 92 TOWN PLOT ALBERTON; LT 93 TOWN PLOT ALBERTON EXCEPT PT 4 48R1559; LT 94 TOWN PLOT ALBERTON; LT 115 TOWN PLOT ALBERTON SURFACE RIGHTS ONLY; LT 116 TOWN PLOT ALBERTON; LT 117 TOWN PLOT ALBERTON; LT 118 TOWN PLOT ALBERTON; LT 119 TOWN PLOT ALBERTON; W 16 FT LT 120 TOWN PLOT ALBERTON; S/T EASEMENT AS IN RD10531; FORT FRANCES

PIN 56018-0407 (LT) being PCL 340-6 SEC ALBTP; FIRSTLY PT LT 340 TOWN PLOT ALBERTON DESIGNATED AS PT 1, 2, 48R3854; SECONDLY PT LT 341 TOWN PLOT ALBERTON; PT LT 342 TOWN PLOT ALBERTON DESIGNATED AS PT 3, 48R3854; FORT FRANCES

PIN 56018-1207 (LT) being PCL BLK 5-26-1 SEC M68; FIRSTLY; LT 1 BLK 5 PL M68 MCIRVINE; LT 2 BLK 5 PL M68 MCIRVINE; LT 3 BLK 5 PL M68 MCIRVINE; LT 4 BLK 5 PL M68 MCIRVINE; LT 5 BLK 5 PL M68 MCIRVINE; LT 6 BLK 5 PL M68 MCIRVINE; LT 7 BLK 5 PL M68 MCIRVINE; LT 8 BLK 5 PL M68 MCIRVINE; LT 11 BLK 5 PL M68 MCIRVINE; LT 12 BLK 5 PL M68 MCIRVINE; LT 13 BLK 5 PL M68 MCIRVINE; LT 14 BLK 5 PL M68 MCIRVINE; LT 15 BLK 5 PL M68 MCIRVINE; LT 26 BLK 5 PL M68 MCIRVINE; SECONDLY; LT 9 BLK 5 PL M68 MCIRVINE; LT 10 BLK 5 PL M68 MCIRVINE EXCEPT PT 1 & 2, 48R1059; THIRDLY; LT 25 BLK 5 PL M68 MCIRVINE EXCEPT PT 2, 48R3785; 20 FT LANE BLK 5 PL M68 MCIRVINE LYING BTN FIRST ST E & LANE LYING N THEREOF PARALLEL TO FIRST ST E CLOSED BY SLT98950 ABUTTING LT 26 BLK 5 PL M68; PT LANE BLK 5 PL M68 MCIRVINE CLOSED BY A76285 BEING PT 1, 48R3785; FORT FRANCES

PIN 56018-1211 (LT) being PCL BLK 6-13-1 SEC M68; LT 13 BLK 6 PL M68 MCIRVINE; LT 14 BLK 6 PL M68 MCIRVINE; LT 15 BLK 6 PL M68 MCIRVINE; LT 16 BLK 6 PL M68 MCIRVINE; LT 17 BLK 6 PL M68 MCIRVINE PT 1, 2, 3, 4 & 5, 48R2389; FORT FRANCES

PIN 56018-1237 (LT) being PCL STREET-4 SEC M68; PT HUDSON'S BAY COMPANY'S RESERVE; PT LANE LYING BTN E LIMIT OF LT 1 TO 10 & W LIMIT OF LT 11 & 26 BLK 4 M68; PT LANE LYING BTN S LIMIT OF LT 11 TO 18 & N LIMIT OF LT 19 TO 26 BLK 4 M68; MCIRVINE PT 3, 4, 5, 6 & 8, 48R3590, S/T EASEMENT OVER PT 4 & 8 AS IN A71504; FORT FRANCES

PIN 56018-2007 (LT) being PCL 53-1 SEC ALBTP; PT LT 93 TOWN PLOT ALBERTON PT 4, 48R1559; S/T EASEMENT OVER PART 4, 48R1559 AS IN RD8744; S/T EASEMENT OVER PART 4, 48R1559 AS IN RD8746; S/T EASEMENT OVER PART 4, 48R1559 AS IN RD8747; FORT FRANCES

PIN 56018-2008 (LT) being PCL 53-1 SEC ALBTP; PT LT 53 TOWN PLOT ALBERTON PT 6, 48R1559; S/T EASEMENT OVER PART 6, 48R1559 AS IN RD8744; S/T EASEMENT OVER PART 6, 48R1559 AS IN RD8745; S/T EASEMENT OVER PART 6, 48R1559 AS IN RD8746; S/T EASEMENT OVER PART 6, 48R1559 AS IN RD8747; FORT FRANCES

PIN 56018-2016 (LT) being PCL 211-3 SEC ALBTP; LT 223 TOWN PLOT ALBERTON; LT 224 TOWN PLOT ALBERTON; FORT FRANCES

PIN 56018-2027 (LT) being PCL 1-2 SEC ALBTP; LOTS 1-11 TOWN PLOT ALBERTON; LOTS 17-55 TOWN PLOT ALBERTON EXCEPT PT 6 48R1559; LOTS 95-114 TOWN PLOT ALBERTON EXCEPT PT 3 48R1559; LOTS A, B, C, D, F, G, H TOWN PLOT ALBERTON; PT LOTS I & L TOWN PLOT ALBERTON PT 2 48R832; EXCEPT PT 1 48R3292; PT LOTS I, J & L TOWN PLOT ALBERTON PARTS 3, 4, 5, 6, 7, 10, 11, 12, 13, 16 & 17 48R832; BLK X IN FRONT OF TOWN PLOT ALBERTON; WATER POWER PCL NO.3 ALBERTON; WATER LOT Z ALBERTON ABOVE THE FALLS; FRONT STREET TOWN PLOT ALBERTON LYING S OF THE S LIMIT OF CHURCH ST & W LIMIT VICTORIA AV EXCEPT PT 1 48R2985 CLOSED BY BYLAW AS IN A47536, FF1568, FF532; PARTS 1-9 48R3451 CLOSED BT BYLAW AS IB A57368; PT FRONT ST COMMENCING AT THE NWLY ANGLE LT H TOWN PLOT ALBERTON, THENCE DUE W ALONG THE WLY PRODUCTION OF THE NLY LIMIT OF LT H 73.81 FT MORE OR LESS TO THE WLY LIMIT IF FRONT ST THENCE S 26 DEGREES 37' E ALONG THE WLY LIMIT OF FRONT ST 56.73 FT, THENCE N 63 DEGREES 34' E 66 FT TO THE ELY LIMIT OF FRONT ST SAID ELY LIMIT BEING THE WLY LIMIT OF LT H, THENCE N 26 DEGREES 26' W ALONG THE ELY LIMIT OF FRONT ST 23.87 FT MORE OR LESS TO THE POC; MOWAT AV TOWN PLOT ALBERTON LYING S OF THE S LIMIT OF NELSON ST CLOSED BY BYLAW SLT94643, SLT91464, A57369, A57370; PORTAGE AV TOWN PLOT ALBERTON LYING S OF THE S LIMIT OF SINCLAIR ST CLOSED BY BYLAW AS IN FF532; SINCLAIR ST TOWN PLOT ALBERTON LYING W OF THE W LIMIT OF PORTAGE AV CLOSED BY BYLAW AS IN FF532; HOLLAND ST TOWN PLOT ALBERTON CLOSED BY BYLAW FF532; NELSON ST TOWN PLOT ALBERTON LYING W OF THE W LIMIT OF MOWAT AV CLOSED BY BYLAW FF532; SRO LOCATION FD 289 ALBERTON BEING PT OF THE BED OF RAINY RIVER IN FRONT OF FRONT ST, PT 1 48R3212; PT LOCATION FD 306 ALBERTON BEING PT OF THE BED OF RAINY RIVER IN FRONT OF FRONT ST, PT 1 48R3287; EXCEPT PARTS 1 & 2, 48R3873, FREEHOLD; T/W EASEMENT OVER PT BLK 2 PL SM149 MCIRVINE PT 3, 48R4138, PT 1 & 2, 48R4169 AS IN RD9877; T/W EASEMENT OVER BLK 1 PL SM149 MCIRVINE AS IN RD9881; T/W EASEMENT OVER PT BLK 2 PL SM149 MCIRVINE PT 1, 2 & 3, 48R4138 AS IN RD9882; S/T EASEMENT OVER PT 4 & 5, 48R4167 IN FAVOUR OF PT BLK 2 PL SM149 MCIRVINE PT 1, 2 & 3, 48R4138 AND BLK 1 PL SM149 MCIRVINE AS IN RD9883; T/W EASEMENT OVER BLK 1 PL SM149 MCIRVINE AS IN RD9884; S/T EASEMENT OVER PT 13 & 14, 48R4140 IN FAVOUR OF BLK 1 PL SM149 MCIRVINE AS IN RD9885; T/W EASEMENT OVER PT BLK 1 PL SM149 MCIRVINE PT 19, 48R4140 AND PT 2, 5, 6 & 8, 48R4168 AS IN RD9886; FORT FRANCES

PIN 56018-2222 (LT) being LT 88 TOWNPLOT ALBERTON MCIRVINE; FORT FRANCES

PIN 56018-2243 (LT) being PART OF SINCLAIR STREET AND PART OF PORTAGE AVENUE TOWN PLOT OF ALBERTON PART 1, 48R4149; FORT FRANCES S/T EASEMENT OVER PART 1, 48R4149 AS IN RD8744; S/T EASEMENT OVER PART 1,

48R4149 AS IN RD8745; S/T EASEMENT OVER PART 1, 48R4149 AS IN RD8746; S/T EASEMENT OVER PART 1, 48R4149 AS IN RD8747; FORT FRANCES

PIN 56018-2246 (LT) being BLK 2 PL SM149 MCIRVINE EXCEPT PT 1, 48R982 & PT 1, 2 & 3, 48R4138; LT 1-10, INCLUSIVE BLK 8 PL M74 MCIRVINE; PT FRONT ST TOWN PLOT ALBERTON AS CLOSED BY A57368, PT 1, 48R2964; PT UNDESIGNATED LANDS MCIRVINE PT 4, 5 & 6, 48R3453; T/W PT 1, RR144 AS IN SLT78451; T/W PT 2 & 3, 48R3287 AS IN A57698; S/T A26494, A57784, A59117; T/W EASEMENT OVER PT BLK 2 PL SM149 MCIRVINE PT 3, 48R4138, PT 1 & 2, 48R4169 AS IN RD9877; S/T EASEMENT OVER PT 4, 5 & 6, 48R4138 IN FAVOUR OF PT BLK 2 PL SM149 MCIRVINE PT 1, 2 & 3, 48R4138 AS IN RD9878; S/T EASEMENT OVER PT 5, 7 & 8, 48R4138 IN FAVOUR OF PT BLK 2 PL SM149 MCIRVINE PT 1, 2 & 3, 48R4138 AND BLK 1 SM 149 MCIRVINE AS IN RD9879; S/T EASEMENT IN FAVOUR OF PT BLK 2 PL SM149 MCIRVINE PT 1, 2 & 3, 48R4138 AND BLK 1 PL SM149 MCIRVINE AS IN RD9880; T/W EASEMENT OVER BLK 1 PL SM149 MCIRVINE AS IN RD9881; T/W EASEMENT OVER PT BLK 2 PL SM149 MCIRVINE PT 1, 2 & 3, 48R4138 AS IN RD9882; S/T EASEMENT OVER PT 1 & 2, 48R4167 IN FAVOUR OF PT BLK 2 PL 149 MCIRVINE PT 1, 2 & 3, 48R4138 AND BLK 1 PL SM149 MCIRVINE AS IN RD9883; T/W EASEMENT OVER BLK 1 PL SM149 MCIRVINE AS IN RD9884; S/T EASEMENT OVER PT 9, 48R4140 IN FAVOUR OF BLK 1 PL SM149 MCIRVINE AS I RD9885; T/W EASEMENT OVER PT BLK 1 PL SM149 MCIRVINE PT 19, 48R4140 AND PT 2, 5, 6 & 8, 48R4168 AS IN RD9886; FORT FRANCES

PIN 56018-2247 (LT) being BLK 1 PL SM149 MCIRVINE; T/W PT 1, RR144 AS IN SLT78451; T/W EASEMENT AS IN RD9880; S/T EASEMENT OVER BLK 1 PL SM149 MCIRVINE AS IN RD9881; T/W EASEMENT OVER PT BLK 2 PL SM149 MCIRVINE & PT OF UNDESIGNATED LANDS PT 1 & 2, 48R4167 AND PT UNDESIGNATED LANDS MCIRVINE PT 3, 48R4167 & PT WATER POWER PARCEL NO.3, PT 4 & 5, 48R4167 AS IN RD9883; S/T EASEMENT OVER BLK 1 PL SM149 MCIRVINE AS IN RD9884; T/W EASEMENT OVER PT FRONT ST CLOSED BY BYLAW REG'D AS A57368 TOWN PLOT OF ALBERTON PT 9, 48R4140 & PT UNDESIGNATED LANDS & PT FRONT ST CLOSED BY BYLAW REG'D AS A57368 TOWN PLOT OF ALBERTON PT 4, 5, 6, 7 & 8, 48R4140 AND PT BLK X & PT WATER POWER PARCEL NO. 3, PT 13 & 14, 48R4140 AS IN RD9885; S/T EASEMENT OVER PT 19, 48R4140 & PT 2, 5, 6 & 8, 48R4168 AS IN RD9886; T/W EASEMENT OVER BLK 2 SM149 MCIRVINE PT 5, 7 & 8, 48R4138 AS IN RD9879; FORT FRANCES

PIN 56018-2248 (LT) being PT BLK 2 PL SM149 MCIRVINE PT 1, 2 & 3, 48R4138; T/W PT 1, RR144 AS IN SLT78451; S/T A26494, A59117; S/T EASEMENT OVER PT 3, 48R4138, PT 1 & 2, 48R4169 AS IN RD9877; T/W EASEMENT OVER PT BLK 2 PL SM149 MCIRVINE PT 4, 5 & 6, 48R4138 AS IN RD9878; T/W EASEMENT OVER PT BLK 2 PL SM149 MCIRVINE PT 5, 7 & 8, 48R4138 AS IN RD9879; T/W EASEMENT AS IN RD9880; S/T EASEMENT OVER PT BLK 2 PL SM149 MCIRVINE PT 1, 2 & 3, 48R4138 AS IN RD9882; T/W EASEMENT OVER PT BLK 2 SM149 MCIRVINE & PT UNDESIGNATED LANDS PT 1 & 2, 48R4167 AND PT UNDESIGNATED LANDS MCIRVINE PT 3, 48R4167 AND PT WATER POWER PARCEL NO. 3, PT 4 & 5, 48R4167 AS IN RD9883; FORT FRANCES

PIN 56019-0520 (LT) being PCL BLK 1-2 SEC SM149; BLK 3 PL SM149 MCIRVINE EXCEPT SLT45041; FORT FRANCES

PART 6 (RAINY RIVER)

PIN 56016-0026 (LT) being PCL 22587 SEC RAINY RIVER; PT HUDSON'S BAY COMPANY'S RESERVE MCIRVINE PT 2, 48R1549, SURFACE RIGHTS ONLY; FORT FRANCES

PIN 56016-0043 (LT) being PCL 25882 SEC RAINY RIVER; PT HUDSON'S BAY COMPANY RESERVE MCIRVINE PT 1, 48R1549; FORT FRANCES

PIN 56016-0064 (LT) being PCL 12774 SEC RAINY RIVER; PT HUDSON'S BAY COMPANY'S RESERVE MCIRVINE PT 3, 48R1549 SURFACE RIGHTS ONLY; FORT FRANCES

PIN 56016-0656 (LT) being PCL 8228 SEC RAINY RIVER; SECTION 28 MCIRVINE BEING PT OF N/W 1/4 AS IN SLT20572 EXCEPT SLT66081 & SLT70515; FORT FRANCES

PIN 56016-0735 (LT) being PT HUDSON'S BAY COMPANY RESERVE MCIRVINE PT 4, 48R1504; FORT FRANCES

PIN 56018-0083 (LT) being PCL 25754 SEC RAINY RIVER; PT UNDESIGNATED LANDS MCIRVINE PT 1, 2 & 3, 48R3453; PT FRONT ST TOWN PLOT ALBERTON PT 1, 48R3320 CLOSED BY BYLAW 35 REGISTERED AS A57368; S/T EASE OVER PT 2, 48R3453 AS IN A57784; S/T EASEMENT OVER PT 3, 48R4167 IN FAVOUR OF PT BLK 2 PL SM149 MCIRVINE PT 1, 2 & 3, 48R4138 AND BLK 1 PL SM149 MCIRVINE AS IN RD9883; S/T EASEMENT OVER PT 4, 5, 6, 7 & 8, 48R4140 IN FAVOUR OF BLK 1 PL SM149 AS IN RD9885; FORT FRANCES

PIN 56018-0107 (LT) being PCL 211-3 SEC ALBTP; LT 214 TOWN PLOT ALBERTON; LT 215 TOWN PLOT ALBERTON; LT 216 TOWN PLOT ALBERTON; LT 217 TOWN PLOT ALBERTON PT 2 & 3 48R2355; LT 219 TOWN PLOT ALBERTON PT 7 & 8 48R2355; PT LT 218 TOWN PLOT ALBERTON PT 5 & 6 48R2355; PT LT 220 TOWN PLOT ALBERTON PT 9 & 10 48R2355; FORT FRANCES

PIN 56018-0109 (LT) being PCL 218-3 SEC ALBTP; FIRSTLY; PT MOWAT AVENUE TOWN PLOT ALBERTON FROM S LIMIT CHURCH ST TO S LIMIT PT MOWAT AV ABUTTING LT 218 CLOSED BY A78624 PT 5, 48R3853; SECONDLY; PT LT 218 TOWN PLOT ALBERTON CLOSED BY A78624 PT 6, 48R3853; THIRDLY; PT NELSON STREET TOWN PLOT ALBERTON CLOSED BY A78624 PT 7 & 8, 48R3853; S/T A40222, A78815; FORT FRANCES

PIN 56018-0110 (LT) being PCL 220-1 SEC ALBTP; LT 221 TOWN PLOT ALBERTON; PT LT 222 TOWN PLOT ALBERTON; PT LT 220 TOWN PLOT ALBERTON AS IN SLT52592 EXCEPT PT 10, 48R2355; FORT FRANCES

PIN 56018-0111 (LT) being PCL 222-1 SEC ALBTP; PT LT 222 TOWN PLOT ALBERTON AS IN SLT5934; FORT FRANCES

PIN 56018-0112 (LT) being PCL 222-2 SEC ALBTP; PT LT 222 TOWN PLOT ALBERTON BEING THE EAST 30 FEET IN PERPENDICULAR DEPTH; FORT FRANCES

PIN 56018-0113 (LT) being PCL 222-3 SEC ALBTP; PT LT 222 TOWN PLOT ALBERTON BEING THE WEST 50 FEET IN PERPENDICULAR DEPTH; FORT FRANCES

PIN 56018-0114 (LT) being PCL 222-4 SEC ALBTP; PT LT 222 TOWN PLOT ALBERTON BEING THE EAST 24 FEET OF THE WEST 100 FEET; FORT FRANCES

PIN 56018-0168 (LT) being PCL I-2 SEC ALBTP; FIRSTLY; PT LT I TOWN PLOT ALBERTON; PT LT J TOWN PLOT ALBERTON; LT K TOWN PLOT ALBERTON; PT LT L TOWN PLOT ALBERTON; PT FRONT ST TOWN PLOT ALBERTON CLOSED BY BYLAW AS IN A47536, PT 1 & 2 48R3873 SECONDLY; PT FRONT ST CLOSED BY BYLAW AS IN FF1844 PT 3 48R3873 THIRDLY; LT K CLOSED BY BYLAW AS IN A78624 PT 1 & 2 48R3853; FOURTHLY, PT CHURCH ST TOWN PLOT ALBERTON CLOSED BY BYLAW AS IN A78624 PT 3 48R3853 FIFTHLY; PT LT L CLOSED BY BYLAW AS IN A78624 PT 4 & 10, 48R3853 SIXTHLY; PT FRONT ST CLOSED BY BYLAW AS IN A78624 PT 9, 48R3853; FORT FRANCES

PIN 56018-0169 (LT) being PCL 120-1 SEC ALBTP; PT LT 120 TOWN PLOT ALBERTON AS IN A64149; FORT FRANCES

PIN 56018-0170 (LT) being PCL 120-2 SEC ALBTP; PT LT 120 TOWN PLOT ALBERTON; PT LT 121 TOWN PLOT ALBERTON AS IN SLT52343; FORT FRANCES

PIN 56018-0171 (LT) being PCL 121-1 SEC ALBTP; PT LT 121 TOWN PLOT ALBERTON; PT LT 122 TOWN PLOT ALBERTON AS IN SLT20522; FORT FRANCES

PIN 56018-0172 (LT) being PCL 122-1 SEC ALBTP; PT LT 122 TOWN PLOT ALBERTON; PT LT 123 TOWN PLOT ALBERTON; PT LT 124 TOWN PLOT ALBERTON AS IN A61174 & SLT59568; FORT FRANCES

PIN 56018-0312 (LT) being PCL 53-1 SEC ALBTP; PT LT 112 TOWN PLOT ALBERTON PT 3 48R1559; S/T EASEMENT OVER PART 3, 48R1559 AS IN RD8744; S/T EASEMENT OVER PART 3, 48R1559 AS IN RD8745; S/T EASEMENT OVER PART 3, 48R1559 AS IN RD8746; S/T EASEMENT OVER PART 3, 48R1559 AS IN RD8747; FORT FRANCES

PIN 56018-0344 (LT) being PCL 89-2 SEC ALBTP; PT LT 89 TOWN PLOT ALBERTON AS IN SLT49908; FORT FRANCES

PIN 56018-0345 (LT) being PCL 89-3 SEC ALBTP; LT 89 TOWN PLOT ALBERTON EXCEPT E 44 FT; LT 90 TOWN PLOT ALBERTON; LT 91 TOWN PLOT ALBERTON; LT 92 TOWN PLOT ALBERTON; LT 93 TOWN PLOT ALBERTON EXCEPT PT 4 48R1559; LT 94 TOWN PLOT ALBERTON; LT 115 TOWN PLOT ALBERTON SURFACE RIGHTS ONLY; LT 116 TOWN PLOT ALBERTON; LT 117 TOWN PLOT ALBERTON; LT 118 TOWN PLOT ALBERTON; LT 119 TOWN PLOT ALBERTON; W 16 FT LT 120 TOWN PLOT ALBERTON; S/T EASEMENT AS IN RD10531; FORT FRANCES

PIN 56018-0407 (LT) being PCL 340-6 SEC ALBTP; FIRSTLY PT LT 340 TOWN PLOT ALBERTON DESIGNATED AS PT 1, 2, 48R3854; SECONDLY PT LT 341 TOWN PLOT ALBERTON; PT LT 342 TOWN PLOT ALBERTON DESIGNATED AS PT 3, 48R3854; FORT FRANCES

PIN 56018-1207 (LT) being PCL BLK 5-26-1 SEC M68; FIRSTLY; LT 1 BLK 5 PL M68 MCIRVINE; LT 2 BLK 5 PL M68 MCIRVINE; LT 3 BLK 5 PL M68 MCIRVINE; LT 4 BLK 5 PL M68 MCIRVINE; LT 5 BLK 5 PL M68 MCIRVINE; LT 6 BLK 5 PL M68 MCIRVINE; LT 7 BLK 5 PL M68 MCIRVINE; LT 8 BLK 5 PL M68 MCIRVINE; LT 11 BLK 5 PL M68 MCIRVINE; LT 12 BLK 5 PL M68 MCIRVINE; LT 13 BLK 5 PL M68 MCIRVINE; LT 14 BLK 5 PL M68 MCIRVINE; LT 15 BLK 5 PL M68 MCIRVINE; LT 26 BLK 5 PL M68 MCIRVINE; SECONDLY; LT 9 BLK 5 PL M68 MCIRVINE; LT 10 BLK 5 PL M68 MCIRVINE EXCEPT PT 1 & 2, 48R1059; THIRDLY; LT 25 BLK 5 PL M68 MCIRVINE EXCEPT PT 2, 48R3785; 20 FT LANE BLK 5 PL M68 MCIRVINE LYING BTN FIRST ST E & LANE LYING N THEREOF PARALLEL TO FIRST ST E CLOSED BY SLT98950 ABUTTING LT 26 BLK 5 PL M68; PT LANE BLK 5 PL M68 MCIRVINE CLOSED BY A76285 BEING PT 1, 48R3785; FORT FRANCES

PIN 56018-1211 (LT) being PCL BLK 6-13-1 SEC M68; LT 13 BLK 6 PL M68 MCIRVINE; LT 14 BLK 6 PL M68 MCIRVINE; LT 15 BLK 6 PL M68 MCIRVINE; LT 16 BLK 6 PL M68 MCIRVINE; LT 17 BLK 6 PL M68 MCIRVINE PT 1, 2, 3, 4 & 5, 48R2389; FORT FRANCES

PIN 56018-1237 (LT) being PCL STREET-4 SEC M68; PT HUDSON'S BAY COMPANY'S RESERVE; PT LANE LYING BTN E LIMIT OF LT 1 TO 10 & W LIMIT OF LT 11 & 26 BLK 4 M68; PT LANE LYING BTN S LIMIT OF LT 11 TO 18 & N LIMIT OF LT 19 TO 26 BLK 4 M68; MCIRVINE PT 3, 4, 5, 6 & 8, 48R3590, S/T EASEMENT OVER PT 4 & 8 AS IN A71504; FORT FRANCES

PIN 56018-2007 (LT) being PCL 53-1 SEC ALBTP; PT LT 93 TOWN PLOT ALBERTON PT 4, 48R1559; S/T EASEMENT OVER PART 4, 48R1559 AS IN RD8744; S/T EASEMENT OVER PART 4, 48R1559 AS IN RD8746; S/T EASEMENT OVER PART 4, 48R1559 AS IN RD8747; FORT FRANCES

PIN 56018-2008 (LT) being PCL 53-1 SEC ALBTP; PT LT 53 TOWN PLOT ALBERTON PT 6, 48R1559; S/T EASEMENT OVER PART 6, 48R1559 AS IN RD8744; S/T EASEMENT OVER PART 6, 48R1559 AS IN RD8745; S/T EASEMENT OVER PART 6, 48R1559 AS IN RD8746; S/T EASEMENT OVER PART 6, 48R1559 AS IN RD8747; FORT FRANCES

PIN 56018-2016 (LT) being PCL 211-3 SEC ALBTP; LT 223 TOWN PLOT ALBERTON; LT 224 TOWN PLOT ALBERTON; FORT FRANCES

PIN 56018-2027 (LT) being PCL 1-2 SEC ALBTP; LOTS 1-11 TOWN PLOT ALBERTON; LOTS 17-55 TOWN PLOT ALBERTON EXCEPT PT 6 48R1559; LOTS 95-114 TOWN PLOT ALBERTON EXCEPT PT 3 48R1559; LOTS A, B, C, D, F, G, H TOWN PLOT ALBERTON; PT LOTS I & L TOWN PLOT ALBERTON PT 2 48R832; EXCEPT PT 1 48R3292; PT LOTS I, J & L TOWN PLOT ALBERTON PARTS 3, 4, 5, 6, 7, 10, 11, 12, 13, 16 & 17 48R832; BLK X IN FRONT OF TOWN PLOT ALBERTON; WATER POWER PCL NO.3 ALBERTON; WATER LOT Z ALBERTON ABOVE THE FALLS; FRONT STREET TOWN PLOT ALBERTON LYING S OF THE S LIMIT OF CHURCH ST & W LIMIT VICTORIA AV EXCEPT PT 1 48R2985 CLOSED BY BYLAW AS IN A47536, FF1568, FF532; PARTS 1-9

48R3451 CLOSED BT BYLAW AS IB A57368; PT FRONT ST COMMENCING AT THE NWLY ANGLE LT H TOWN PLOT ALBERTON, THENCE DUE W ALONG THE WLY PRODUCTION OF THE NLY LIMIT OF LT H 73.81 FT MORE OR LESS TO THE WLY LIMIT IF FRONT ST THENCE S 26 DEGREES 37' E ALONG THE WLY LIMIT OF FRONT ST 56.73 FT, THENCE N 63 DEGREES 34' E 66 FT TO THE ELY LIMIT OF FRONT ST SAID ELY LIMIT BEING THE WLY LIMIT OF LT H, THENCE N 26 DEGREES 26' W ALONG THE ELY LIMIT OF FRONT ST 23.87 FT MORE OR LESS TO THE POC; MOWAT AV TOWN PLOT ALBERTON LYING S OF THE S LIMIT OF NELSON ST CLOSED BY BYLAW SLT94643, SLT91464, A57369, A57370; PORTAGE AV TOWN PLOT ALBERTON LYING S OF THE S LIMIT OF SINCLAIR ST CLOSED BY BYLAW AS IN FF532; SINCLAIR ST TOWN PLOT ALBERTON LYING W OF THE W LIMIT OF PORTAGE AV CLOSED BY BYLAW AS IN FF532; HOLLAND ST TOWN PLOT ALBERTON CLOSED BY BYLAW FF532; NELSON ST TOWN PLOT ALBERTON LYING W OF THE W LIMIT OF MOWAT AV CLOSED BY BYLAW FF532; SRO LOCATION FD 289 ALBERTON BEING PT OF THE BED OF RAINY RIVER IN FRONT OF FRONT ST, PT 1 48R3212; PT LOCATION FD 306 ALBERTON BEING PT OF THE BED OF RAINY RIVER IN FRONT OF FRONT ST, PT 1 48R3287; EXCEPT PARTS 1 & 2, 48R3873, FREEHOLD; T/W EASEMENT OVER PT BLK 2 PL SM149 MCIRVINE PT 3, 48R4138, PT 1 & 2, 48R4169 AS IN RD9877; T/W EASEMENT OVER BLK 1 PL SM149 MCIRVINE AS IN RD9881; T/W EASEMENT OVER PT BLK 2 PL SM149 MCIRVINE PT 1, 2 & 3, 48R4138 AS IN RD9882; S/T EASEMENT OVER PT 4 & 5, 48R4167 IN FAVOUR OF PT BLK 2 PL SM149 MCIRVINE PT 1, 2 & 3, 48R4138 AND BLK 1 PL SM149 MCIRVINE AS IN RD9883; T/W EASEMENT OVER BLK 1 PL SM149 MCIRVINE AS IN RD9884; S/T EASEMENT OVER PT 13 & 14, 48R4140 IN FAVOUR OF BLK 1 PL SM149 MCIRVINE AS IN RD9885; T/W EASEMENT OVER PT BLK 1 PL SM149 MCIRVINE PT 19, 48R4140 AND PT 2, 5, 6 & 8, 48R4168 AS IN RD9886; FORT FRANCES

PIN 56018-2222 (LT) being LT 88 TOWNPLOT ALBERTON MCIRVINE; FORT FRANCES

PIN 56018-2243 (LT) being PART OF SINCLAIR STREET AND PART OF PORTAGE AVENUE TOWN PLOT OF ALBERTON PART 1, 48R4149; FORT FRANCES S/T EASEMENT OVER PART 1, 48R4149 AS IN RD8744; S/T EASEMENT OVER PART 1, 48R4149 AS IN RD8745; S/T EASEMENT OVER PART 1, 48R4149 AS IN RD8746; S/T EASEMENT OVER PART 1, 48R4149 AS IN RD8747; FORT FRANCES

PIN 56018-2246 (LT) being BLK 2 PL SM149 MCIRVINE EXCEPT PT 1, 48R982 & PT 1, 2 & 3, 48R4138; LT 1-10, INCLUSIVE BLK 8 PL M74 MCIRVINE; PT FRONT ST TOWN PLOT ALBERTON AS CLOSED BY A57368, PT 1, 48R2964; PT UNDESIGNATED LANDS MCIRVINE PT 4, 5 & 6, 48R3453; T/W PT 1, RR144 AS IN SLT78451; T/W PT 2 & 3, 48R3287 AS IN A57698; S/T A26494, A57784, A59117; T/W EASEMENT OVER PT BLK 2 PL SM149 MCIRVINE PT 3, 48R4138, PT 1 & 2, 48R4169 AS IN RD9877; S/T EASEMENT OVER PT 4, 5 & 6, 48R4138 IN FAVOUR OF PT BLK 2 PL SM149 MCIRVINE PT 1, 2 & 3, 48R4138 AS IN RD9878; S/T EASEMENT OVER PT 5, 7 & 8, 48R4138 IN FAVOUR OF PT BLK 2 PL SM149 MCIRVINE PT 1, 2 & 3, 48R4138 AND BLK 1 SM 149 MCIRVINE AS IN RD9879; S/T EASEMENT IN FAVOUR OF PT BLK 2 PL SM149 MCIRVINE PT 1, 2 & 3, 48R4138 AND BLK 1 PL SM149 MCIRVINE AS IN RD9880; T/W EASEMENT OVER BLK 1 PL SM149 MCIRVINE AS IN RD9881; T/W EASEMENT OVER PT BLK 2 PL SM149 MCIRVINE PT 1, 2 & 3, 48R4138 AS IN RD9882; S/T EASEMENT OVER PT 1 & 2, 48R4167 IN FAVOUR OF PT BLK 2 PL 149 MCIRVINE PT 1, 2 & 3, 48R4138 AND BLK 1 PL SM149 MCIRVINE AS IN RD9883; T/W EASEMENT OVER BLK 1 PL SM149 MCIRVINE

AS IN RD9884; S/T EASEMENT OVER PT 9, 48R4140 IN FAVOUR OF BLK 1 PL SM149 MCIRVINE AS I RD9885; T/W EASEMENT OVER PT BLK 1 PL SM149 MCIRVINE PT 19, 48R4140 AND PT 2, 5, 6 & 8, 48R4168 AS IN RD9886; FORT FRANCES

PIN 56019-0520 (LT) being PCL BLK 1-2 SEC SM149; BLK 3 PL SM149 MCIRVINE EXCEPT SLT45041; FORT FRANCES

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. & *al*
Petitioners

- and -

THE LAND REGISTRAR FOR THE LAND REGISTRY
OFFICE FOR THE REGISTRATION DIVISION OF LAC
SAINT-JEAN-EST & *al.*

- and -

THE REGISTRAR OF THE QUEBEC REGISTER OF
PERSONAL AND MOVABLE REAL RIGHTS & *al.*

Mis en cause

- and -

ERNST & YOUNG INC.

Monitor

BS0350 File: 041053-1170

EXHIBIT P-1

COPY

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EXHIBIT P-2

SUPERIOR COURT

**CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTRÉAL**

No: 500-11-036133-094

DATE: _____, 2011

PRESENT: THE HONOURABLE JUSTICE CLÉMENT GASCON, J.S.C.

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 ON SCHEDULES "A", "B" and "C"

Petitioners

and

ERNST & YOUNG INC.

Monitor

and

**THE REGISTRAR OF THE QUEBEC REGISTER OF PERSONAL AND MOVABLE REAL
RIGHTS**

and

THE REGISTRAR OF THE BRITISH COLUMBIA PERSONAL PROPERTY REGISTRY

and

THE REGISTRAR OF THE MANITOBA PERSONAL PROPERTY REGISTRY

and

THE REGISTRAR OF THE ONTARIO PERSONAL PROPERTY REGISTRY

and

THE REGISTRAR OF THE NEW BRUNSWICK PERSONAL PROPERTY REGISTRY
and

THE OFFICER IN CHARGE OF REGISTRATIONS AT THE CANADIAN INTELLECTUAL
PROPERTY OFFICE

**DISCHARGE ORDER IN RESPECT OF THE ABITIBIBOWATER INC. MOVABLE
ASSETS**

- [1] **CONSIDERING** the Petitioners' *Motion for the Issuance of a Discharge Order in Respect of Certain Movable Assets of the Petitioners* dated February 1, 2011 (the "**Motion**");
- [2] **CONSIDERING** the representations of the parties;
- [3] **CONSIDERING** paragraphs 16 and 17 of the Sanction Order issued by this Court on September 23, 2010;
- [4] **GIVEN** the provisions of the *Companies' Creditors Arrangement Act* ("**CCAA**");

FOR THESE REASONS, THE COURT:

- [5] **GRANTS** the Motion;
- [6] **ORDERS** the Registrar of the Quebec Register of Personal and Movable Real Rights, upon presentation of the required form with a certified copy of this order to proceed with the cancellation, release and discharge of the following registrations published at the said register:
- The hypothecs published under numbers 94-0038881-0079, 05-0316799-0001, 07-0226428-0001, 94-0114666-0015 and 94-0114666-0016 against Produits Forestiers La Tuque Inc.
- [7] **ORDERS** that the Applicants and their authorized agents are authorized and directed to executed and file any statements, instruments, discharges, releases and other documents necessary or appropriate to release or discharge the following registrations at the British Columbia Personal Property Registry:
- The registrations registered under base registration number 921677E against Bowater Canadian Forest Products Inc.; and

- The registrations registered under base registration number 922186E against Abitibi-Consolidated Company of Canada.
- [8] **ORDERS** that the Applicants and their authorized agents are authorized and directed to execute and file any statements, instruments, discharges, releases and other documents necessary or appropriate to release or discharge of the following registrations published at the at the Manitoba Personal Property Registry:
- The charges published under numbers 830615106740 and 83061516731 against Great Lakes Forest Products Ltd., both in favour of the Royal Trust Co.
- [9] **ORDERS** that the Applicants and their authorized agents are authorized and directed to execute and file any statements, instruments, discharges, releases and other documents necessary or appropriate to release or discharge of the following registrations published at the Ontario Personal Property Registry:
- The registration recorded under reference file number 653896899 (registration number 20090603 1025 1901 8415) against Abitibi Bowater;
 - The registrations recorded under reference file numbers 658636668 (registration number 20100108 1743 1902 7024), 657232506 (registration number 20091028 1643 1862 8347), 657232515 (registration number 20091028 1644 1862 8348), 657232524 (registration number 20091028 1645 1862 8349) and 657232542 (registration number 20091028 1647 1862 8350) against Abitibi-Consolidated; and
 - The registrations recorded under reference file numbers 657232569 (registration number 20091028 1649 1862 8352), 657232587 (registration number 20091028 1650 1862 8354), 657232596 (registration number 20091028 1651 1862 8355), 657232605 (registration number 20091028 1651 1862 8356), 657232668 (registration number 20091028 1658 1862 8357) and 652811274 (registration number 20090417 1521 1862 5234) against Bowater Canadian Forest Products Inc.
- [10] **ORDERS** that the Applicants and their authorized agents, and/or the New Brunswick Personal Property Registrar are authorized and directed to execute and file any statements, instruments, discharges, releases, financing change statements and other documents necessary or appropriate to release or discharge of the following registrations published at the New Brunswick Personal Property Registry:
- Registration number 9948578, together with all amendments and other registrations in this registration family, against Bowater Belledune Sawmill Inc.
- [11] **ORDERS** the officer in charge of registrations at the Canadian Intellectual Property Office, upon presentation of a certified copy of this order and upon payment of any prescribed fees, to publish this Order and to proceed with the cancellation of the following registrations published at the said office:

- The security interest held by Citibank Canada against trademarks TMA444,730; TMA442,394; TMA442,617; TMA442,393; TMA442,395; TMA475,332; TMA482,132; TMA478,065; UCA15088; and TMA442,616, all of which are owned by Bowater Canadian Forest Products Inc.; and
- The security interest held by Montreal Trust Company against trademarks TMA444,730; TMA442,394; TMA442,617; TMA442,393; TMA442,395; TMA475,332; TMA482,132; TMA478,065; UCA15088 and TMA442,616, all of which are owned by Abitibi-Consolidated Inc.

[12] **REQUESTS** the aid and recognition of any court or any judicial, regulatory or administrative body in any province or territory of Canada and the Federal Court of Canada and any judicial, regulatory or administrative tribunal or other court constituted pursuant to the Parliament of Canada or the legislature of any province and any court or any judicial, regulatory or administrative body of the United States and the states or other subdivisions of the United States and of any other nation or state, including the U.S. Court, to assist the Petitioners, the Monitor and their respective agents in carrying out the terms of this Order and any other Order in the CCAA Proceedings, to make such orders and to provide such assistance to the Petitioners and the Monitor, as an officer of the Court, as may be necessary or desirable to give effect to this Order and to grant representative status to the Petitioners and the Monitor in any foreign proceeding

[13] **ORDERS** the provisional execution of this Order notwithstanding any appeal and without the necessity of furnishing any security;

THE WHOLE WITHOUT COSTS, save in case on contestation.

CLÉMENT GASCON, J.S.C.

Stikeman Elliott LLP
Attorneys for Petitioners

SCHEDULE "A"
ABITIBI PETITIONERS

1. ABITIBI-CONSOLIDATED INC.
2. ABITIBI-CONSOLIDATED COMPANY OF CANADA
3. 3224112 NOVA SCOTIA LIMITED
4. MARKETING DONOHUE INC.
5. ABITIBI-CONSOLIDATED CANADIAN OFFICE PRODUCTS HOLDINGS INC.
6. 3834328 CANADA INC.
7. 6169678 CANADA INC.
8. 4042140 CANADA INC.
9. DONOHUE RECYCLING INC.
10. 1508756 ONTARIO INC.
11. 3217925 NOVA SCOTIA COMPANY
12. LA TUQUE FOREST PRODUCTS INC.
13. ABITIBI-CONSOLIDATED NOVA SCOTIA INCORPORATED
14. SAGUENAY FOREST PRODUCTS INC.
15. TERRA NOVA EXPLORATIONS LTD.
16. THE JONQUIERE PULP COMPANY
17. THE INTERNATIONAL BRIDGE AND TERMINAL COMPANY,
18. SCRAMBLE MINING LTD.
19. 9150-3383 QUÉBEC INC.
20. ABITIBI-CONSOLIDATED (U.K.) INC.

SCHEDULE "B"
BOWATER PETITIONERS

1. BOWATER CANADIAN HOLDINGS INC.
2. [DELETED]
3. BOWATER CANADIAN LIMITED
4. 3231378 NOVA SCOTIA COMPANY
5. ABITIBIBOWATER CANADA INC.
6. BOWATER CANADA TREASURY CORPORATION
7. BOWATER CANADIAN FOREST PRODUCTS INC.
8. BOWATER SHELBURNE CORPORATION
9. BOWATER LAHAVE CORPORATION
10. ST-MAURICE RIVER DRIVE COMPANY LIMITED
11. BOWATER TREATED WOOD INC.
12. CANEXEL HARDBOARD INC.
13. 9068-9050 QUÉBEC INC.
14. ALLIANCE FOREST PRODUCTS (2001) INC.
15. BOWATER BELLEDUNE SAWMILL INC.
16. BOWATER MARITIMES INC.
17. BOWATER MITIS INC.
18. BOWATER GUÉRETTE INC.
19. BOWATER COUTURIER INC.

SCHEDULE "C"
18.6 CCAA PETITIONERS

1. ABITIBIBOWATER INC.
2. ABITIBIBOWATER US HOLDING 1 CORP.
3. BOWATER VENTURES INC.
4. BOWATER INCORPORATED
5. BOWATER NUWAY INC.
6. BOWATER NUWAY MID-STATES INC.
7. CATAWBA PROPERTY HOLDINGS LLC
8. BOWATER FINANCE COMPANY INC.
9. BOWATER SOUTH AMERICAN HOLDINGS INCORPORATED
10. BOWATER AMERICA INC.
11. LAKE SUPERIOR FOREST PRODUCTS INC.
12. BOWATER NEWSPRINT SOUTH LLC
13. BOWATER NEWSPRINT SOUTH OPERATIONS LLC
14. BOWATER FINANCE II, LLC
15. BOWATER ALABAMA LLC
16. COOSA PINES GOLF CLUB HOLDINGS LLC

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. & al
Petitioners

- and -

THE LAND REGISTRAR FOR THE LAND REGISTRY
OFFICE FOR THE REGISTRATION DIVISION OF LAC
SAINT-JEAN-EST & al.

- and -

THE REGISTRAR OF THE QUEBEC REGISTER OF
PERSONAL AND MOVABLE REAL RIGHTS & al.

Mis en cause

- and -

ERNST & YOUNG INC.

Monitor

BS0350

File: 041053-1170

EXHIBIT P-2

COPY

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EXHIBIT P-3

ABITIBI-BOWATER INC. - REORGANIZATION - QUEBEC AND ONTARIO REAL PROPERTY

LIST OF IMMOVABLE REGISTRATIONS TO BE DISCHARGED BY WAY OF COURT ORDER

	<u>CREDITOR</u>	<u>DEBTOR</u>	<u>DATE OF REGISTRATION AND AMOUNT OF CHARGE</u>	<u>REGISTRATION NUMBER AND DIVISION</u>	<u>PROPERTY</u>	<u>STATUS OF CLAIM</u>	<u>RESERVE HELD BY THE MONITOR</u>
QUEBEC - PRIORITY ONE PROPERTIES							
1.	Second Amended Initial Order in favour of BI DIP Agent	BCFPI	May 13, 2009 \$728,760,000.00	16 159 275 Reg. Div. of Lac- Saint-Jean-Ouest	Dolbeau Paper Mill	Repaid	N/A
2.	Second Amended Initial Order in favour of BI DIP Agent	BCFPI	May 13, 2009 \$728,760,000.00	16 157 030 Reg. Div. of Hull	Gatineau Paper Mill	Repaid	N/A
3.	Second Amended Initial Order in favour of BI DIP Agent	BCFPI	May 13, 2009 \$728,760,000.00	16 159 489 Reg. Div. of Gatineau	Maniwaki Sawmill	Repaid	N/A
4.	Second Amended Initial Order in favour of BI DIP Agent	BCFPI	May 13, 2009 \$728,760,000.00	16 159 275 Reg. Div. of Lac- Saint-Jean-Ouest	Mistassini Sawmill	Repaid	N/A
5.	Second Amended Initial Order in favour of BI DIP Agent	BCFPI	May 13, 2009 \$728,760,000.00	16 159 275 Reg. Div. of Lac- Saint-Jean-Ouest	Saint-Félicien Sawmill	Repaid	N/A

	<u>CREDITOR</u>	<u>DEBTOR</u>	<u>DATE OF REGISTRATION AND AMOUNT OF CHARGE</u>	<u>REGISTRATION NUMBER AND DIVISION</u>	<u>PROPERTY</u>	<u>STATUS OF CLAIM</u>	<u>RESERVE HELD BY THE MONITOR</u>
6.	9090-6173 Québec Inc.	ACCC	February 11, 2009 \$3,386.25	15 947 097 Reg. Div. of Lac Saint-Jean-Est	Alma Paper Mill	No claim made	N/A
7.	Animac (2002) Ltée	ACCC	March 2, 2009 \$142,448.18	15 986 352 Reg. Div. of Charlevoix 1	Clermont Paper Mill	No claim made	N/A
8.	Animac (2002) Ltée	BCFPI	March 2, 2009 \$17,666.50	15 988 074 Reg. Div. of Lac-Saint-Jean-Ouest	Dolbeau Paper Mill	No claim made	N/A
9.	Animac (2002) Ltée	ACI	February 27, 2009 \$7,979.70	15 984 568 Reg. Div. of Chicoutimi	Kénogami Paper Mill and additional lots	No claim made	N/A
10.	3095-4044 Québec Inc. ("3095")	ACI	October 28, 1999 \$7,706.68	634 905 Reg. Div. of Chicoutimi	Kénogami Paper Mill and additional lots	No claim made	N/A
11.	Métaux Russel Inc.	PFS	June 13, 2006 \$43,952.81	13 379 485 Reg. Div. of Chicoutimi	St-Fulgence Sawmill and additional lots	No claim made	N/A
12.	Guay Inc.	ACCC	May 1, 2009 \$16,733.72	16 126 053 Reg. Div. of Abitibi	Amos Paper Mill	No secured claim made	No reserve
13.	Procureur général du Québec (claims resulting from judgments for infractions under the <i>Forestry Act</i> (Canada))	BCFPI	February 18, 2009 \$121,072.00	15 962 574 Reg. Div. of Gatineau	Maniwaki Sawmill	Disputed claim	\$111,878.00

	<u>CREDITOR</u>	<u>DEBTOR</u>	<u>DATE OF REGISTRATION AND AMOUNT OF CHARGE</u>	<u>REGISTRATION NUMBER AND DIVISION</u>	<u>PROPERTY</u>	<u>STATUS OF CLAIM</u>	<u>RESERVE HELD BY THE MONITOR</u>
QUEBEC - PRIORITY TWO PROPERTIES							
14.	Génitique Construction Inc.	ACI	April 28, 2009 \$117,270.69	16 115 318 Reg. Div. of Chicoutimi	"Hydro-Price" City of Saguenay (Shipshaw)	No claim made	N/A
15.	9126-9837 Québec Inc.	ACI	July 15, 2009 and notice of exercise of a hypothecary right registered on September 21, 2009 \$21,945.72	<i>Notice of exercise:</i> 17 561 975 Reg. Div. of Chicoutimi <i>Notice of legal hypothec:</i> 16 375 562 Reg. Div. of Chicoutimi	"Hydro-Price" City of Saguenay (Shipshaw)	No claim made	N/A
16.	Lar Machinerie Inc.	ACI	March 31, 2009 \$200,000.00	16 049 768 Reg. Div. of Chicoutimi	"Hydro-Price" City of Saguenay (Jonquière) and City of Saguenay (Shipshaw)	No claim made	N/A
17.	Municipality of Saint-David-de- Falardeau	ACI	March 4, 2009 \$2,248,464.00	15 993 087 Reg. Div. of Chicoutimi	"Hydro-Price" Municipality of Saint-David-de- Falardeau	No claim made	N/A

	<u>CREDITOR</u>	<u>DEBTOR</u>	<u>DATE OF REGISTRATION AND AMOUNT OF CHARGE</u>	<u>REGISTRATION NUMBER AND DIVISION</u>	<u>PROPERTY</u>	<u>STATUS OF CLAIM</u>	<u>RESERVE HELD BY THE MONITOR</u>
18.	Trust General du Canada (now National Bank Trust Inc.)	Produits Forestiers La Tuque Inc. (ACCC)	December 23, 1993 \$7,000,000.00	50446 Reg. Div. Of La Tuque	N/A	Historical claim	N/A
19.	Guay Inc.	ACI	May 14, 2009 \$4,119.94	16 160 682 Reg. Div. of Chicoutimi	"Hydro-Price" City of Saguenay (Jonquière)	Disputed claim	\$6,378.57 ¹
20.	Guay Inc.	ACI	May 4, 2009 \$6,889.33	16 130 680 Reg. Div. of Chicoutimi	"Hydro-Price"	Disputed claim	\$13,181.90 ²
CAAFs							
21.	Amended Initial Order (Fairfax Financial Holdings Limited)	Produits Forestiers Alliance Inc. (Division Saint-Félicien) (BCFPI)	April 22, 2009	Reg. No. 209 09 04 23 01	-	-	N/A
22.	Second Amended Initial Order (Fairfax Financial Holdings Limited)	Produits Forestiers Alliance Inc. (Division Saint-Félicien) (BCFPI)	May 6, 2009 \$728,760,000	Reg. No. 209 09 05 08 04	-	-	N/A

¹ The Monitor holds a general reserve in the amount of \$19,560.47

² The Monitor holds a general reserve in the amount of \$19,560.47

<u>CREDITOR</u>	<u>DEBTOR</u>	<u>DATE OF REGISTRATION AND AMOUNT OF CHARGE</u>	<u>REGISTRATION NUMBER AND DIVISION</u>	<u>PROPERTY</u>	<u>STATUS OF CLAIM</u>	<u>RESERVE HELD BY THE MONITOR</u>
23. DIP Agent Engagement Letter (Resignation by Fairfax Financial Holdings Limited and appointment of Law Debenture Trust Company of New York)	BCFPI	May 8, 2009	Reg. No. 209 09 05 25 01	-	-	N/A
24. Norwest Bank Minnesota National Association	Stone - Consolidated Corporation (ACI)	March 14, 1995 \$350,000,000	Reg. No. 177 95 03 29 01	-	-	N/A
ONTARIO						
25. Application to Register Court Order by Fairfax Financial Holdings Limited to which is attached the Initial Order dated April 17, 2009	BCFPI	April 23, 2009	TY81093 Thunder Bay (No. 55)	-	Repaid	N/A
26. Application to Register Court Order by Law Debenture Trust Company of New York to which is attached the Second Amended Initial Order dated May 6, 2009	BCFPI	June 3, 2009	TY83248 Thunder Bay (No. 55)	-	Repaid	N/A

<u>CREDITOR</u>	<u>DEBTOR</u>	<u>DATE OF REGISTRATION AND AMOUNT OF CHARGE</u>	<u>REGISTRATION NUMBER AND DIVISION</u>	<u>PROPERTY</u>	<u>STATUS OF CLAIM</u>	<u>RESERVE HELD BY THE MONITOR</u>
27. Application to Register Court Order by Law Debenture Trust Company of New York to which is attached the Second Amended Initial Order dated May 6, 2009	BCFPI	June 23, 2009	TY84271 Thunder Bay (No. 55)	-	Repaid	N/A
28. Application to Register Court Order by Fairfax Financial Holdings Limited to which is attached the Initial Order dated April 17, 2009	BCFPI	April 23, 2009	KN25712 Kenora (No. 23)	-	Repaid	N/A
29. Application to Register Court Order by Law Debenture Trust Company of New York to which is attached the Second Amended Initial Order dated May 6, 2009	BCFPI	June 3, 2009	KN26471 Kenora (No. 23)	-	Repaid	N/A
30. Historical mechanic's lien by Donald Gidney	Prior owner	July 22, 1982	392946 Niagara (No. 30)	-	Historical registration (lien expired)	N/A

	<u>CREDITOR</u>	<u>DEBTOR</u>	<u>DATE OF REGISTRATION AND AMOUNT OF CHARGE</u>	<u>REGISTRATION NUMBER AND DIVISION</u>	<u>PROPERTY</u>	<u>STATUS OF CLAIM</u>	<u>RESERVE HELD BY THE MONITOR</u>
31.	Historical mechanic's lien by Intercontinental Communication Services Inc.	Prior owner	July 22, 1982	392947 Niagara (No. 30)	-	Historical registration (lien expired)	N/A
32.	Certificate of action (mechanics' Lien Act) by Childers Products Company Limited	Prior owner	July 28, 1983	413447 Niagara (No. 30)	-	Historical registration	N/A
33.	Construction lien by Boreal Mechanical Contractors Ltd.	ACCC	January 23, 2009	RD12708 Rainy River (No. 48)	-	Registration of the claim for lien registered as Instrument No. RD 12708 was discharged and registration of the certificate of action registered as Instrument No. RD 12928 was vacated by an order of the Ontario Superior Court of Justice dated March 20, 2009 and was registered in the land titles office on March 24, 2009, as Instrument No. RD 13019. The land registrar refused to delete the entries of the said claim for lien and certificate of action from the land titles parcel registers because the land titles form to which such	N/A

	<u>CREDITOR</u>	<u>DEBTOR</u>	<u>DATE OF REGISTRATION AND AMOUNT OF CHARGE</u>	<u>REGISTRATION NUMBER AND DIVISION</u>	<u>PROPERTY</u>	<u>STATUS OF CLAIM</u>	<u>RESERVE HELD BY THE MONITOR</u>
						court order was attached was not sufficient for land titles registration purposes.	
34.	Certificate of action in favour of Boreal Mechanical Contractors Ltd.	ACCC	March 5, 2009	RD12928 Rainy River (No. 48)	-	See above	N/A
35.	Application to Register Court Order (re: Construction Lien RD12708 and Certificate of Action RD12928)	ACCC	March 4, 2009	RD13019 Rainy River (No. 48)	-	See above	N/A

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. & *al*
Petitioners

- and -

THE LAND REGISTRAR FOR THE LAND REGISTRY
OFFICE FOR THE REGISTRATION DIVISION OF LAC
SAINT-JEAN-EST & *al.*

- and -

THE REGISTRAR OF THE QUEBEC REGISTER OF
PERSONAL AND MOVABLE REAL RIGHTS & *al.*

Mis en cause

- and -

ERNST & YOUNG INC.

Monitor

BS0350

File: 041053-1170

EXHIBIT P-3

COPY

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STIKEMAN ELLIOTT
Stikeman Elliott S.E.N.C.R.L., s.r.l. AVOCATS
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Montréal, Québec H3B 3V2

EXHIBIT P-4

List of Movable (Personal) Liens to be Discharged

Secured Party	Service Address	Jurisdiction of Registration	Registration No.	Proven Claim	Status of Claim	Reserve held by the Monitor	Relevant Debtor
Her Majesty the Queen in the Right of the Province of British Columbia	1802 Douglas Street Victoria BC V8T 4K6	BC	921677E		Legal Analysis being conducted	\$2,612,234.89	Bowater Canadian Forest Products Inc.
Ministry of Finance	2nd Floor - 1215 Broad Street Victoria BC V8W 2A4	BC	922186E	No Claim filed		\$0	Abitibi-Consolidated Company of Canada
The Royal Trust Co.	Royal Trust Tower Box 7500 STN. "A" Toronto ON M5W 1P9	MB	830615106740	No Claim filed		\$0	Great Lakes Forest Products Ltd.
	Royal Trust Tower Box 7500 STN. "A" Toronto ON M5W 1P9	MB	83061516731	No Claim filed		\$0	Great Lakes Forest Products Ltd.

Secured Party	Service Address	Jurisdiction of Registration	Registration No.	Proven Claim	Status of Claim	Reserve held by the Monitor	Relevant Debtor
1149928 Ontario Inc. o/a C.P.L. Systems-Niagara	5843 Spring Creek Road Smithville, Ontario L0R 2A0	ON	653896899	No Claim filed		\$0	Abitibi Bowater
Kal Tire A Corporate Partnership	1919 Riverside Drive Timmins ON P4R 1A6 2501 48th Ave. Vernon BC V1T 3P9	ON	658636668	Secured Claim revised as Unsecured Claim by the Monitor – revision uncontested		\$0	Abitibi-Consolidated
Metso Paper Ltd./Metso Papier Ltee	4900 Thimens Boulevard St-Laurent QC H4R 2B2	ON	657232506	Metso Paper Ltd. filed a secured claim of \$63,997.50 and unsecured claim of \$3,048,767.76 against ACCC	Under Review	\$63,997.50	Abitibi-Consolidated Inc.

Secured Party	Service Address	Jurisdiction of Registration	Registration No.	Proven Claim	Status of Claim	Reserve held by the Monitor	Relevant Debtor
	4900 Thimens Boulevard St-Laurent QC H4R 2B2	ON	657232515	See Above		See Above	Abitibi-Consolidated Inc.
	4900 Thimens Boulevard St-Laurent QC H4R 2B2	ON	657232524	See Above		See Above	Abitibi-Consolidated Inc.
	4900 Thimens Boulevard St-Laurent QC H4R 2B2	ON	657232542	See Above		See Above	Abitibi-Consolidated Inc.
	4900 Thimens Boulevard St-Laurent QC H4R 2B2	ON	657232569	Metso Paper Ltd. filed a secured claim of \$62,432.25 and unsecured claim of \$511,173.41 against BCFPI	Under Review	\$62,432.25	Bowater Canadian Forest Products Inc. Bowater Produits Forestiers du Canada Inc.

Secured Party	Service Address	Jurisdiction of Registration	Registration No.	Proven Claim	Status of Claim	Reserve held by the Monitor	Relevant Debtor
	4900 Thimens Boulevard St-Laurent QC H4R 2B2	ON	657232587	See Above		\$0	Bowater Canadian Forest Products Inc. Bowater Produits Forestiers du Canada Inc.
	4900 Thimens Boulevard St-Laurent QC H4R 2B2	ON	657232596	See Above		\$0	Bowater Canadian Forest Products Inc. Bowater Produits Forestiers du Canada Inc.
	4900 Thimens Boulevard St-Laurent QC H4R 2B2	ON	657232605	See Above		\$0	Bowater Canadian Forest Products Inc. Bowater Produits Forestiers du Canada Inc.

Secured Party	Service Address	Jurisdiction of Registration	Registration No.	Proven Claim	Status of Claim	Reserve held by the Monitor	Relevant Debtor
	4900 Thimens Boulevard St-Laurent QC H4R 2B2	ON	657232668	See Above		\$0	Bowater Canadian Forest Products Inc. Bowater Produits Forestiers du Canada Inc.
Ultra Transport Inc.	8919 Highway 11 North RR #3 Orillia ON L3V 6H3	ON	652811274	No secured claim filed		\$0	Bowater Canadian Forest Products Inc./Bowater Produits Forestiers du Canada Inc.
Banque Nationale du Canada/National Bank of Canada	219 Main Street Bathurst NB E2A 1A9 Attn: Vachon, A.P. Directeur des comptes Fax #: 506- 548-9918	NB	9948578	No claim filed		\$0	Bowater Belledune Sawmill Inc.

Secured Party	Service Address	Jurisdiction of Registration	Registration No.	Proven Claim	Status of Claim	Reserve held by the Monitor	Relevant Debtor
Banque Nationale du Canada	Services aux entreprises 600 de la Gauchetière Street West Montréal QC H3B 4L2	QC	94-0038881-0079	No claim filed		\$0	Produits Forestiers La Tuque Inc.
	Service aux grandes entreprises Transit (4170-1) 1155, rue Metcalfe, 5e étage Montréal QC H3B 4S9						
	450 Avenue St-Jean-Baptiste Local 100 Quebec QC G2E 6H5	QC	05-0316799-0001	No claim filed		\$0	Produits Forestiers La Tuque Inc.

Secured Party	Service Address	Jurisdiction of Registration	Registration No.	Proven Claim	Status of Claim	Reserve held by the Monitor	Relevant Debtor
	450 Avenue St-Jean-Baptiste Local 100 Quebec QC G2E 6H5	QC	07-0226428-0001	No claim filed		\$0	Produits Forestiers La Tuque Inc. La Tuque Forest Products Inc.
Trust General du Canada (now known as Trust Banque Nationale Inc.)	Services des fiducies corporatives 1100 rue University, bureau 900 Montréal QC H3B 2G7 Attn: Directeur de comptes, Services fiduciaires	QC	94-0114666-0015	No claim filed		\$0	Produits Forestiers La Tuque Inc.

Secured Party	Service Address	Jurisdiction of Registration	Registration No.	Proven Claim	Status of Claim	Reserve held by the Monitor	Relevant Debtor
	Services des fiducies corporatives 1100 rue University, bureau 900 Montréal QC H3B 2G7 Attn: Directeur de comptes, Services fiduciaires	QC	94-0114666-0016	No claim filed		\$0	Produits Forestiers La Tuque Inc.

Secured Party	Service Address	Jurisdiction of Registration	Registration No.	Proven Claim	Status of Claim	Reserve held by the Monitor	Relevant Debtor
CitiBank Canada	123 Front Street West Suite 1100 Toronto ON M5J 2M3	Canadian Intellectual Property Office	security interest against trademarks: TMA444,730 TMA442,394 TMA442,617 TMA442,393 TMA442,395 TMA475,332 TMA482,132 TMA478,065 UCA15088 TMA442,616	No claim filed		\$0	Bowater Canadian Forest Products Inc.

Secured Party	Service Address	Jurisdiction of Registration	Registration No.	Proven Claim	Status of Claim	Reserve held by the Monitor	Relevant Debtor
Montreal Trust Company	1800 McGill College Avenue Montréal QC H3A 3K9	Canadian Intellectual Property Office	security interest against trademarks: TMA444,730 TMA442,394 TMA442,617 TMA442,393 TMA442,395 TMA475,332 TMA482,132 TMA478,065 UCA15088 TMA442,616	No claim filed		\$0	Abitibi-Consolidated Inc.

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. & *al*
Petitioners

- and -

THE LAND REGISTRAR FOR THE LAND REGISTRY
OFFICE FOR THE REGISTRATION DIVISION OF LAC
SAINT-JEAN-EST & *al.*

- and -

THE REGISTRAR OF THE QUEBEC REGISTER OF
PERSONAL AND MOVABLE REAL RIGHTS & *al.*

Mis en cause

- and -

ERNST & YOUNG INC.

Monitor

BS0350 File: 041053-1170

EXHIBIT P-4

COPY

Me Danny Duy Vu

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Montréal, Québec H3B 3V2

SUPERIOR COURT
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N°. 500-11-036133-094

CANADA
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LIST OF EXHIBITS
AND EXHIBITS P-1 TO P-4

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