

SUPERIOR COURT

CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTREAL

No: 500-11-036133-094

DATE: OCTOBER 30, 2009

PRESENT: THE HONOURABLE 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

ORDER **(ACI DIP Facility Extension)**

[1] **CONSIDERING** Petitioners' Amended Motion for Authorization to Amend the ACI DIP Agreement dated October 30, 2009 (the "**Motion**");

[2] **CONSIDERING** the representations of the parties;

[3] **WHEREAS**, despite the best efforts of all interested parties, the closing of the MPCo Transaction has been delayed until the latter part of the month of November 2009;

[4] **WHEREAS**, as a result, the Abitibi Petitioners have had to negotiate with IQ and BMO an Amending Agreement to the Letter Agreement of May 6, 2009 that is the subject of the Court Order also dated May 6, 2009, the whole to provide for an extension of the availability period of the undrawn portion of the credit facility and for an extension of the Expected Repayment Date;

[5] **WHEREAS** the parties indicate that the Court's authorization to allow the Abitibi Petitioners to enter into this Amending Agreement is required;

[6] **WHEREAS** the Court wishes to emphasize that, in granting the Motion and giving the authorization sought, it is not being asked to rule upon, and it is by no means assessing as reasonable or condoning as appropriate, the rather sizeable amendment fees and sponsor guarantee fees charged to that end by BMO and IQ, namely USD \$1 million and USD \$545,000 respectively, for an extension of about a six (6) week duration;

FOR THESE REASONS, THE COURT:

[7] **GRANTS** the Motion;

[8] **EXEMPTS** Abitibi-Consolidated Inc. ("**ACI**") and the Petitioners listed on Schedule "A" hereto (collectively with ACI, the "**Abitibi Petitioners**") from having to serve the Motion and from any notice of presentation;

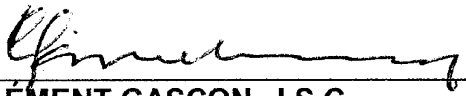
[9] **ORDERS** that the Abitibi Petitioners are hereby authorized and empowered to enter into the Amending Agreement to the Letter Agreement dated May 6, 2009 (the "**Amending Agreement**") among ACI and Donohue Corp, as borrowers, Bank of Montreal, as Lender and Investissement Québec, as Sponsor, communicated as **Exhibit R-1** in support of the Motion, subject to such non-material amendments and modifications as the parties may agree, with a copy thereof being provided in advance to the Monitor;

[10] **ORDERS** that the Abitibi Petitioners are hereby authorized and empowered to execute a Letter Agreement dated October 30, 2009 (the "**Letter Agreement**") among Investissement Québec, ACI and Donohue Corp., communicated as **Exhibit R-2** in support of the Motion, subject to such non-material amendments and modifications as the parties may agree, with a copy thereof being provided in advance to the Monitor;

[11] **APPROVES** the extension of the DIP Facility referred to in the Order of this Court dated May 6, 2009, as envisaged in the Amending Agreement and in the Letter Agreement;

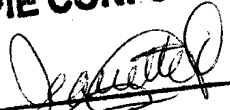
[12] **ORDERS** the provisional execution of this Order notwithstanding any appeal and without the necessity of furnishing any security;

[13] **THE WHOLE WITHOUT COSTS.**


CLÉMENT GASCON, J.S.C. J.S.C.

Date of hearing October 30, 2009

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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.

SCHEDULE "B"
BOWATER PETITIONERS

1. BOWATER CANADIAN HOLDINGS INC.
2. BOWATER CANADA FINANCE CORPORATION
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