

SUPERIOR COURT

**CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTRÉAL**

No: 500-11-036133-094

DATE: February 23, 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
(MOTION # 889)**

- [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] **CONSIDERING** that the Motion was duly served upon all creditors listed in Exhibit P-4 and that none of them raised any contestation to the conclusions sought;
- [5] **GIVEN** the provisions of the *Companies' Creditors Arrangement Act* ("**CCAA**");

FOR THESE REASONS, THE COURT:

- [6] **GRANTS** the Motion;
- [7] **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.
- [8] **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.

[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 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.

[10] **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 20091028 1658 1862 8357) and 652811274 (registration number 20090417 1521 1862 5234) against Bowater Canadian Forest Products Inc.

[11] **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:

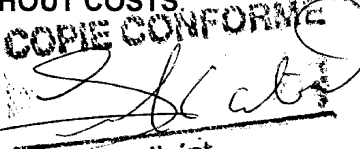
- Registration number 9948578, together with all amendments and other registrations in this registration family, against Bowater Belledune Sawmill Inc.

[12] **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.

[13] **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

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CLÉMENT GASCON, J.S.C. 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.

SK

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