

SUPERIOR COURT

CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTREAL

No: 500-11-036133-094

DATE: June 19, 2009

PRESENT: THE HONOURABLE MR. 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

ORDER
(Final U.S. DIP Order)

[1] **CONSIDERING** Petitioners' Motion for the Issuance of an Order Approving Amendments to the Bowater Group DIP Credit Agreement and for the Issuance of a Recognition Order (Final U.S. DIP Order) dated June 11, 2009.

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

[3] **GIVEN** the provisions of the CCAA.

FOR THESE REASONS, THE COURT:

- [1] **GRANTS** the Motion.
- [2] **EXEMPTS** the 18.6 Petitioners from having to serve this Motion and any notice of presentation.
- [3] **ORDERS AND DECLARES** that the Final Order issued on June 4, 2009 by the United States Bankruptcy Court for the District of Delaware pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364 and 507(1), filed as Exhibit R-1 to this Motion, which said order, in respect of the BI DIP facility and the BI DIP Credit Agreement (as such term is defined in the Initial Order issued by this Court on April 17, 2009 in the present matter), inter alia: (i) approved postpetition financing, (ii) authorized the use of cash collateral, (iii) granted liens and provided superpriority administrative expenses status, (iv) granted adequate protection, and (v) modified the automatic stay of proceedings, is recognized and given full force and effect in all provinces and territories of Canada in respect of all 18.6 Petitioners including, for greater certainty, in respect of AbitibiBowater Inc., Bowater Inc. and Bowater Newsprint South LLC.
- [4] **REQUESTS** the aid and recognition of any Court or administrative body in any Province of Canada and any Canadian Federal Court or administrative body and other nations and states to give effect to this Order and to assist the 18.6 Petitioners, Ernst & Young Inc. (the "Monitor") and their respective agents in carrying out the terms of this Order and any other Order in these proceedings. All Courts or administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the 18.6 Petitioners and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to Abitibi-Consolidated Inc. and/or the Monitor in any foreign proceedings and to assist the 18.6 Petitioners and the Monitor and their respective agents in carrying out the terms of this Order and any other Order in these proceedings.
- [5] **ORDERS** that the "Amendment No. 1 to the Credit Agreement" (Exhibit R-2) and the "Amendment No. 2 to the Credit Agreement" (Exhibit R-4) and the provisions thereof are hereby approved and that reference in the Initial Order of this Court, as amended, to the BI DIP Credit Agreement shall be deemed to be reference to the BI DIP Credit Agreement as amended by "Amendment No. 1 to the Credit Agreement" and the "Amendment No. 2 to the Credit Agreement".
- [6] **ORDERS** that the execution and delivery by AbitibiBowater Inc., Bowater Inc. and Bowater Canadian Forest Products Inc. of "Amendment No. 1 to the Credit Agreement" (Exhibit R-2), as well as all related documents and instruments executed or to be executed and delivered in connection therewith, are hereby ratified, authorized and approved.
- [7] **ORDERS** that AbitibiBowater Inc., Bowater Inc. and Bowater Canadian Forest Products Inc. are hereby authorized and empowered to enter into "Amendment No. 2 to

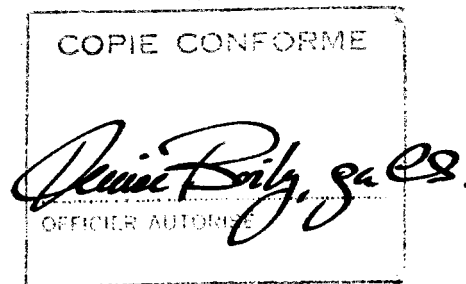
the Credit Agreement" (Exhibit R-4) substantially in the form communicated as Exhibit R-4, subject to such non-material amendments and modifications as the parties may agree upon, as well as all related documents and instruments to be executed and delivered in connection therewith.

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

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


CLEMENT GASCON, J.S.C. J.S.C.

Me Guy P. Martel
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.

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

SCHEDULE "D"
PARTNERSHIPS

1. **BOWATER CANADA FINANCE LIMITED PARTNERSHIP**
2. **BOWATER PULP AND PAPER CANADA HOLDINGS LIMITED PARTNERSHIP**
3. **ABITIBI-CONSOLIDATED FINANCE LP**