

SUPERIOR COURT

CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTREAL

No: 500-11-036133-094

DATE: June 15, 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

[1] **CONSIDERING** Petitioners' Motion for the Issuance of Orders related to the Transfer of Property Leased to Bowater Canadian Forest Products Inc. by the Fort Williams First Nation Corp. 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] **DECLARES** that nothing in the Initial Order dated April 17, 2009 as amended and restated (the "**Initial Order**") shall prevent or otherwise interfere with the execution of agreements by any person, legislative or executive action by Her Majesty (in right of Canada or any province), including the passage of the Fort William First Nation Sawmill Regulations under the *First Nations Commercial and Industrial Development Act*, S.C. 2005, c. 53, or the taking of any other steps, each as may be required in connection with the negotiation among Bowater Canadian Forest Products Inc. ("**BCFPI**"), the Fort William First Nation ("**FWFN**"), the Fort William First Nation Development Corp. ("**FWFN Corporation**"), Her Majesty the Queen in right of Canada (the "**Crown**"), and the Fort William First Nation, LP ("**FWFNLP**") in respect of the FWFN's proposal that certain lands in the District of Thunder Bay described as Parts 7, 11, 19, 27, 28, 29, 30 and 32 on Reference Plan 55R-11689 (the "**Lands**"), currently leased to and occupied by BCFPI, be transferred to the Crown and set apart as a "**Reserve**", as defined in the *Indian Act*, R.S.C., 1985, c. 1-5 ("**Indian Act**"), for the use and benefit of the FWFN.

[3] **AUTHORIZES** BCFPI, the Crown, FWFN, FWFN Corporation and FWFNLP to enter into the Lease Surrender Agreement (Exhibit R-2) pursuant to which the current tenure of BCFPI under its freehold lease is surrendered to the FWFN Corporation.

[4] **AUTHORIZES** BCFPI, the FWFN and the Minister of Indian Affairs and Northern Development (the "**Minister**") to enter into the Permit Agreement (Exhibit R-2), allowing BCFPI to continue occupancy of the Lands under section 28(2) of the *Indian Act*.

[5] **AUTHORIZES** the Crown as lessor, and FWFNLP as lessee, to enter into the Lease Agreement (Exhibit R-2), and FWFNLP as lessor, and BCFPI as sub-lessee, to enter into the Sub-lease Agreement (Exhibit R-2), both in respect of the Lands and in substitution of the Permit Agreement, if a successful designation for lease vote is held by the FWFN and accepted by the Crown pursuant to the *Indian Act*.

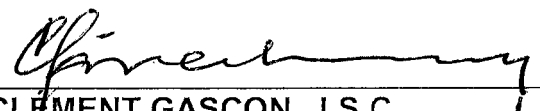
[6] **AUTHORIZES** BCFPI to provide a release of liability to the Minister with respect to the execution of the Permit Agreement.

[7] **AUTHORIZES** BCFPI, FWFN and the FWFN Corporation to enter into a Right of Way Agreement and Option Agreement.

[8] **AUTHORIZES** BCFPI, the Crown, FWFN, FWFN Corporation and FWFNLP to enter into and execute any ancillary agreements, undertakings and documents as are required to give effect to the above.

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

[10] **THE WHOLE WITHOUT COSTS**, save and except in case of contestation.


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

Me Guy P. Martel and Me Mélanie Béland
Stikeman Elliott LLP
Attorneys for Petitioners

COPIE CONFORME


Greffier adjoint

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