

# **SUPERIOR COURT**

CANADA  
PROVINCE OF QUEBEC  
DISTRICT OF MONTREAL

No: 500-11-036133-094

DATE: June 15, 2009

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

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**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

**AINSWORTH ENGINEERED CORP. represented by AINSWORTH LUMBER  
COMPANY LIMITED**

Respondent

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**ORDER**

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[1] **CONSIDERING** Petitioners' Motion to Lift the Stay of Proceedings for the Limited Purpose of Finalizing Arbitration Proceedings 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 the Stay of Proceedings ordered by this Court in this file is lifted for the arbitration proceedings (the "**Arbitration Proceedings**") initiated by Abitibi-Consolidated Company of Canada ("**ACCC**") and Ainsworth Engineered Corp. represented by Ainsworth Lumber Company Limited ("**Ainsworth**") before the arbitrator, Richard Weiler (the "**Arbitrator**") for the limited purpose of:

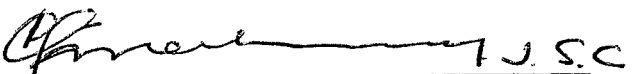
- a) filing by ACCC of its Reply to the Closing Argument of Ainsworth within three (3) weeks of the lifting of the Stay of Proceedings;
- b) oral arguments by both parties before the Arbitrator;
- c) the Arbitrator rendering his decision.

[3] **CONFIRMS** that the Stay of Proceedings ordered by this Court in this file will however apply to any order issued in the context of the Arbitration Proceedings condemning ACCC to pay Ainsworth any amount whatsoever for the period prior to April 17, 2009 (the "**Claim**").

[4] **CONFIRMS** that subject to Ainsworth's right of set-off, if any, the Claim will be treated in a plan of arrangement to eventually be filed by ACCC in the context of the present CCAA Proceedings.

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

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

  
CLÉMENT GASCON, 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