

# **SUPERIOR COURT**

Commercial Division

**CANADA  
PROVINCE OF QUEBEC  
DISTRICT OF MONTREAL**

**NO: 500-11-036133-094**

**DATE: August 26, 2009**

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**IN THE PRESENCE OF: THE HONOURABLE MR. JUSTICE CLÉMENT GASCON**

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**IN THE MATTER OF THE PLAN OF COMPRISE OR ARRANGEMENT OF:**

**ABITIBIBOWATER INC.,**

And

**ABITIBI-CONSOLIDATED INC.,**

And

**BOWATER CANADIAN HOLDINGS INC.,**

And

**the other Petitioners listed herein**

**Petitioners**

and

**ERNST & YOUNG INC.**

**Monitor**

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## **ORDER**

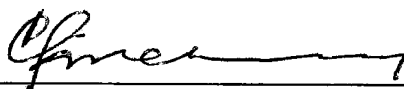
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- [1] **WHEREAS** the court has taken knowledge of the motion to obtain the approval of certain agreements to be entered into the Petitioners, the exhibits thereto, the affidavit of Claude St-Laurent sworn on August 19, 2009, and the submissions of counsel for the Petitioners;

**FOR THESE REASONS, THE COURT:**

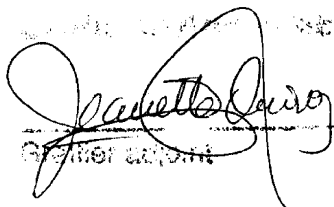
- [2] **GRANTS** the Motion to obtain the approval of certain agreements to be entered into by the Petitioners (the "**Motion**").
- [3] **EXEMPTS**, if applicable, the Petitioners from having to serve the Motion and from any notice or delay of presentation.
- [4] **ORDERS AND DECLARES** that Petitioners are authorized to implement and complete the Agreements with such alterations, amendments, deletions or additions as the parties thereto may agree to, with the consent of the Monitor, and to perform the obligations contained in the Agreements (Exhibits **P-8**, **P-9**, **P-10** and **P-11**).
- [5] **ORDERS** that in completing the Agreements, subject to the terms and conditions of the Agreements, the Petitioners be authorized:
  - (a) to execute the Agreements and to execute and deliver any documents and assurances governing or giving effect to the Agreements as the Petitioners, in their discretion, may deem to be reasonably necessary or advisable to conclude the Agreements, including the execution of such deeds, contracts or documents, as may be contemplated in the Agreements and all such deeds, contracts or documents are hereby ratified, approved and confirmed; and
  - (b) to take such steps as are, in the opinion of the Petitioners, necessary or incidental to the performance of their obligations pursuant to the Agreements.
- [6] **ORDERS AND DECLARES** that the present order shall constitute the only authorization required by the Petitioners to proceed with the Agreements and that no shareholder or regulatory approval shall be required in connection with the Agreements.
- [7] **ORDERS** that certain portions of the (i) Sale Agreement, (ii) the Supply Agreement, and (iii) the Letter Agreement between Smurfit-Stone Container Entreprises, Inc. and Bowater Canadian Forest Products, Inc., dated September 30, 2008 (the "**Letter Agreement**") shall be treated as confidential and that an un-redacted copy of the Sale Agreement (Exhibit **P-5**), the Supply Agreement (Exhibit **P-8**) and the Letter Agreement (Exhibit **P-2**) shall be segregated from other documents or information filed in connection with this motion and shall be provided to this honourable Court in a sealed envelope and the sealed envelope shall not be opened until further order of this Court.

- [8] **ORDERS** the provisional execution of the present order notwithstanding any appeal and without the necessity of furnishing any security.
- [9] **THE WHOLE WITHOUT COSTS.**

  
CLÉMENT GASCON, J.S.C. J.S.C.

Me Alain N. Tardif  
McCarthy Tétrault LLP  
Attorney for Petitioners

Date of hearing : August 26, 2009

  
Jeanette Quirion