MONITOR'S CERTIFICATE

CANADA

PROVINCE OF QUEBEC
DISTRICT OF MONTRÉAL

No. : 500-11-036133-094

SUPERIOR COURT

Commercial Division
(Sitting as a court designated pursuant to the *Companies' Creditors Arrangement Act*, R.S.C., c. C-36, as amended)

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 HEREIN

Petitioners

and

ERNST & YOUNG INC.,

Monitor

CERTIFICATE OF THE MONITOR

RECITALS:

WHEREAS on April 17, 2009, the Superior Court of Quebec (the "**Court**") issued an order (as subsequently amended and restated, the "**Initial Order**") pursuant to the *Companies' Creditors Arrangement Act* (the "**CCAA**") in respect of (i) Abitibi-Consolidated Inc. ("**ACI**") and subsidiaries thereof (collectively, the **"Abitibi Petitioners"**),[1] (ii) Bowater Canadian Holdings Inc. and subsidiaries and affiliates thereof (collectively, the **"Bowater Petitioners"**)[2] and (iii) certain partnerships[3]. Any undefined capitalized expression used herein has the meaning set forth in the Initial Order and in the CCAA Plan, as defined below;

WHEREAS pursuant to the terms of the Initial Order, Ernst & Young Inc. (the **"Monitor"**) was named monitor of, *inter alia*, the Abitibi Petitioners and the Bowater Petitioners;

WHEREAS on September 23, 2010, the Court issued the Sanction Order whereby it sanctioned and approved the Plan of Reorganization and Compromise (the **"CCAA Plan"**)[4] in respect of the Applicants (as defined therein) and all transactions contemplated thereby;

WHEREAS, the implementation of the CCAA Plan by the Applicants is subject to certain conditions precedent (each, a **"Condition Precedent"**) set out in section 8.5 of the CCAA Plan which, unless otherwise provided, may be waived;

WHEREAS, pursuant to subsection 8.5(f) of the CCAA Plan, it is a Condition Precedent that the Backstop Commitment Agreement in connection with the Rights Offering shall not have been terminated;

WHEREAS, on October 13, 2010, the Backstop Commitment Agreement was terminated in accordance with its terms;

WHEREAS, pursuant to subsection 8.5(h) of the CCAA Plan, it is a Condition Precedent that (i) a special funding relief regulation pursuant to the *Supplemental Pension Plans Act* (Quebec) for the benefit of ABH and its subsidiaries with respect to the funding of their Quebec-registered defined benefit registered pension plans and (ii) a special funding relief

---

1. The Abitibi Petitioners are Abitibi-Consolidated Inc., Abitibi-Consolidated Company of Canada, 3224112 Nova Scotia Limited, Marketing Donohue Inc., Abitibi-Consolidated Canadian Office Products Holdings Inc., 3834328 Canada Inc., 6169678 Canada Incorporated., 4042140 Canada Inc., Donohue Recycling Inc., 1508756 Ontario Inc., 3217925 Nova Scotia Company, La Tuque Forest Products Inc., Abitibi-Consolidated Nova Scotia Incorporated, Saguenay Forest Products Inc., Terra Nova Explorations Ltd., The Jonquière Pulp Company, The International Bridge and Terminal Company, Scramble Mining Ltd., 9150-3383 Québec Inc. and Abitibi-Consolidated (U.K.) Inc.
2. The Bowater Petitioners are Bowater Canadian Holdings Incorporated., Bowater Canada Finance Corporation, Bowater Canadian Limited, 3231378 Nova Scotia Company, AbitibiBowater Canada Inc., Bowater Canada Treasury Corporation, Bowater Canadian Forest Products Inc., Bowater Shelburne Corporation, Bowater LaHave Corporation, St. Maurice River Drive Company Limited, Bowater Treated Wood Inc., Canexel Hardboard Inc., 9068-9050 Québec Inc., Alliance Forest Products (2001) Inc., Bowater Belledune Sawmill Inc., Bowater Maritimes Inc., Bowater Mitis Inc., Bowater Guérette Inc. and Bowater Couturier Inc.
3. The partnerships are Bowater Canada Finance Limited Partnership, Bowater Pulp and Paper Canada Holdings Limited Partnership and Abitibi-Consolidated Finance LP.
4. For the purposes of this Monitor's Certificate the CCAA Plan is the Plan of Reorganization and Compromise (as modified, amended or supplemented by CCAA Plan Supplements 3.2, 6.1(a)(i) (as amended on September 13, 2010) and 6.1(a)(ii) dated September 1, 2010, CCAA Plan Supplements 6.8(a), 6.8(b) (as amended on September 13, 2010), 6.8(d), 6.9(1) and 6.9(2) dated September 3, 2010, and the First Plan Amendment dated September 10, 2010, and the Second Amended and Restated Plan of Reorganization and Compromise dated November 1, 2010, and as may be further modified, amended, or supplemented in accordance with the terms of such Plan of Reorganization and Compromise) included as Schedules E and F to the Supplemental 59th Report of the Monitor dated September 21, 2010.

regulation pursuant to the *Pension Benefits Act* (Ontario) for the benefit of ABH and its subsidiaries with respect to the funding of their Ontario-registered defined benefit registered pension plans (collectively, the "**Funding Relief Regulations**") be adopted in form and substance satisfactory to the Applicants;

WHEREAS, the Funding Relief Regulations have not yet been adopted but the Applicants have entered into satisfactory agreements with and/or received sufficient comfort from the Provinces of Ontario and Quebec as to their pending adoption;

WHEREAS, pursuant to subsection 8.5(d) of the CCAA Plan, it is a Condition Precedent that all applicable appeal periods in respect of the Sanction Order and any other Order made by the Bankruptcy Court pursuant to subsection 8.5(c) of the CCAA Plan shall have expired and any appeals therefrom shall have been finally disposed of by the applicable appellate tribunal (collectively, the "**Appeal Periods**");

WHEREAS, on December 6, 2010, a holder of ABH's common shares filed an appeal of the Order made by the Bankruptcy Court on November 22, 2010 confirming the U.S. Plan;

WHEREAS the Appeal Periods expired at Midnight December 7, 2010;

WHEREAS, pursuant to Section 8.6 of the CCAA Plan, the Applicants may waive the preceding Conditions Precedent without any other notice to parties in interest or to the Court and without a hearing;

WHEREAS, each of the Applicants waived (i) on December 6, 2010 the Conditions Precedent set out in subsections 8.5(f) and 8.5(h) relating to the Backstop Commitment Agreement and the Funding Relief Regulations, respectively and (ii) on December 7, 2010 the Condition Precedent set out in subsection 8.5(d) relating to the Appeal Periods;

WHEREAS, the Conditions Precedent set out in subsections 8.5(a), 8.5(b), 8.5(c), 8.5(e), 8.5(g), 8.5(i), 8.5(j), 8.5(k) and 8.5(l) have been satisfied in accordance with the CCAA Plan; and

WHEREAS pursuant to subsection 8.5(m) of the CCAA Plan, it is a Condition Precedent that all conditions precedent to the implementation of the U.S. Plan but for the implementation of the CCAA Plan shall have been satisfied or waived;

THE MONITOR CERTIFIES THAT IT HAS BEEN ADVISED BY THE PETITIONERS THAT:

(a) Subject to all conditions precedent to the implementation of the U.S. Plan having been satisfied or waived, each Condition Precedent has been satisfied or waived in accordance with the CCAA Plan.

This Certificate was delivered by the Monitor at 3:09 pm **[TIME]** on December 8, 2010 **[DATE]**.

#10621590

Ernst & Young Inc. in its capacity as the monitor for the restructuration proceedings under the CCAA undertaken by AbitibiBowater Inc., Abitibi-Consolidated Inc., Bowater Canadian Holdings Inc. and the other Petitioners listed herein, and not in its personal capacity

Name: ______________________

Title: Senior Vice President

*****

#10621590