

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re	:	CHAPTER 11
	:	(Jointly Administered)
ABITIBIBOWATER INC., et. al¹	:	
	:	Case No.09-11296(KJC)
Debtors	:	
	:	Docket Ref. 497

ORDER PURSUANT TO SECTION 365 OF THE BANKRUPTCY CODE AUTHORIZING
THE REJECTION OF A CERTAIN CALL AGREEMENT

Upon the Motion (docket no. 497) of AbitibiBowater Inc. and its affiliated debtors and debtors-in-possession in the above-captioned cases (each a “Debtor,” and collectively, the “Debtors”), requesting entry of an order authorizing the Debtors to reject that certain Amended and Restated Call Agreement made as of July 1, 2004 (as amended as of May 27, 2005 and February 23, 2007, the “Call Agreement”) between Woodbridge International Holdings Limited (“WIHL”), Woodbridge International Holdings S.A. (“WIHSA”), the Woodbridge Company Limited (“Woodbridge”)(together, “Woodbridge”), Abitibi Consolidated Sales Corporation (“ACSC”) and Abitibi-Consolidated Inc. (“ACI”); and upon consideration of the Motion and all pleadings related thereto, including Woodbridge’s Objection thereto (docket no. 628), and after

¹The following chapter 11 debtors are being jointly administered in this case: AbitibiBowater Inc., AbitibiBowater US Holding 1 Corp, AbitibiBowater US Holding LLC (N/A), AbitibiBowater Canada Inc., AbitibiConsolidated Alabama Corporation, Abitibi-Consolidated Corporation, Abitibi-Consolidated Finance LP, Abitibi Consolidated Sales Corporation, Alabama River Newsprint Company, Augusta Woodlands, LLC, Bowater Alabama LLC, Bowater America Inc., Bowater Canada Finance Corporation, Bowater Canadian Forest Products Inc., Bowater Canadian Holdings Incorporated, Bowater Canadian Limited, Bowater Finance Company Inc., Bowater Finance II LLC, Bowater Incorporated, Bowater LaHave Corporation, Bowater Maritimes Inc., Bowater Newsprint South LLC, Bowater Newsprint South Operations LLC, Bowater Nuway Inc. Bowater Nuway Mid-States Inc., Bowater South American Holdings Incorporated, Bowater Ventures Inc., Catawba Property Holdings, LLC (N/A), Coosa Pines Gold Club Holdings LLC, Donohue Corp., Lake Superior Forest Products Inc., and Tenex Data Inc. *See* Order dated April 17, 2009 (docket no. 61).

oral argument; and the Court finding that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (ii) this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and (iii) notice of the Motion was due and proper under the circumstances; and it appearing that the relief requested in the Motion is in the best interest of the Debtors' estates, their creditors and other parties-in-interest; and after due deliberation, and good and sufficient cause appearing therefore, it is hereby **ORDERED** and **DECREED** that:

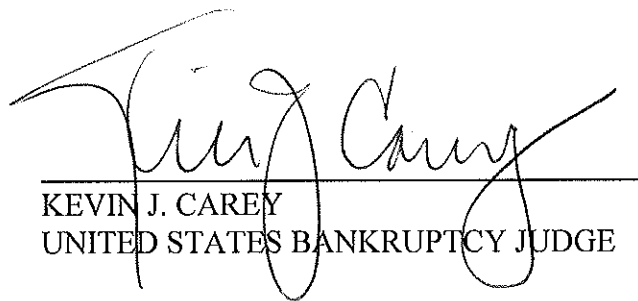
1. The Motion is **GRANTED**.
2. The Debtors' rejection of the Call Agreement is hereby approved, effective immediately.
3. Any claim for damages arising from the rejection of the Call Agreement shall be filed in accordance with the procedures for filing general unsecured claims to be established by further order of this Court pursuant to 11 U.S.C. §§ 105(a), 501, 502 and 1111(a) and Rules 2002(a)(7), 3003(c)(3) and 5005(a) of the Federal Rules of Bankruptcy Procedure for filing proofs of claim and approving form and manner of notice thereof. Any claims not timely filed in accordance therewith shall be forever barred.
4. Nothing herein shall be deemed a rejection or assumption by the Debtors of the partnership agreement originally entered into between Abitibi-Price Corporation, Abitibi-Price Inc., Thomson Newsprint Inc., and Thomson Newspapers Limited

dated August 17, 1981, as amended, (the "Partnership Agreement") or any related agreements.

5. Notwithstanding any provision in the Bankruptcy Rules to the contrary: (a) this Order shall be effective immediately and enforceable upon its entry; (b) the Debtors are not subject to any stay in the implementation, enforcement or realization of the relief granted in this Order; and (c) the Debtors are authorized and empowered to, and may in their discretion and without further delay, take any action and perform any act necessary to implement and effectuate the terms of this Order.
6. This Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the Motion or the implementation of this Order.

Dated: Wilmington, Delaware
October 27, 2009

BY THE COURT:



KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

cc: Sean T. Greecher, Esquire²

²Counsel shall serve a copy of this Order and the accompanying Memorandum upon all interested parties and file a Certificate of Service with the Court.