

**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	:	(Re: D.I. 2796, 3265)

ORDER OVERRULING PLAN OBJECTIONS

AND NOW, this 22nd day of November, 2010, upon consideration of the objections to confirmation of the Second Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (as amended) (the “Plan”)² and after the Confirmation Hearing, and for the reasons set forth in the foregoing Opinion on Confirmation, it is hereby **ORDERED** and **DECREED** that:

1. The Remaining BCFC Minority Noteholder Objections, the Ponderay Newsprint Company Objections, the Retiree Objections, the Shareholders’ Objections, and the Haack Objection (all as defined in the foregoing Opinion on Confirmation)

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. (collectively referred to herein as the “Debtors”). See Order dated April 17, 2009 (D.I. 61) and Order dated January 15, 2010 (D.I. 1567).

²The Plan was dated August 2, 2010 (D.I. 2796) and amended with the following supplements: D.I. 3093 dated 9/1/2010; D.I. 3109 dated 9/2/2010; D.I. 3122 dated 9/3/2010; D.I. 3187 dated 9/10/2010; D.I. 3245 dated 9/13/2010; D.I. 3334 dated 9/17/2010; D.I. 3335 dated 9/17/10; D.I. 3425 dated 9/23/2010; D.I. 3732 dated 11/3/2010; and D.I. 3869 dated 11/15/2010.

are **OVERRULED**, and

2. The Court's Order to show cause why a chapter 11 trustee should not be appointed in the case of BCFC (D.I. 3265) is hereby **VACATED**,
3. The parties are directed to review the proposed Findings of Facts, Conclusions of Law, and Order Confirming Debtors' Second Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (as Amended) (D.I. 3872) in light of the Court's Opinion on Confirmation and recast it accordingly, and
4. The parties should be prepared to discuss the form of a proposed confirmation order at the hearing scheduled for November 23, 2010.

BY THE COURT:



KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

cc: Pauline K. Morgan, Esquire ³

³Counsel shall serve a copy of this Order and the accompanying Opinion on Confirmation upon all interested parties and file a Certificate of Service with the Court.