

United States Bankruptcy Court District of Delaware		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): <b>ABH LLC 1</b>		Name of Joint Debtor (Spouse) (Last, First, Middle): N/A
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): N/A		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): N/A
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>27-1482280</b>		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): N/A
Street Address of Debtor (No. and Street, City, and State): <b>10 South Academy Street, Suite 300 Greenville, South Carolina</b> <div style="text-align: right;">ZIP CODE <b>29602</b></div>		Street Address of Joint Debtor (No. and Street, City, and State): N/A <div style="text-align: right;">ZIP CODE</div>
County of Residence or of the Principal Place of Business: <b>Greenville</b>		County of Residence or of the Principal Place of Business: N/A
Mailing Address of Debtor (if different from street address): <b>1155 Metcalfe Street, Suite 800 Montreal, Quebec, Canada</b> <div style="text-align: right;">ZIP CODE <b>H3B 5H2</b></div>		Mailing Address of Joint Debtor (if different from street address): N/A <div style="text-align: right;">ZIP CODE</div>
Location of Principal Assets of Business Debtor (if different from street address above): N/A		<div style="text-align: right;">ZIP CODE</div>
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <b>see attached</b>  <b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or house- hold purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. ----- <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
<b>Statistical/Administrative Information</b>  <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		<b>THIS SPACE IS FOR COURT USE ONLY</b>
<b>Estimated Number of Creditors</b> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000		
<b>Estimated Assets</b> <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion		

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>ABH LLC 1</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed: <b>N/A</b>	Case Number: <b>N/A</b>	Date Filed: <b>N/A</b>	
Location Where Filed: <b>N/A</b>	Case Number: <b>N/A</b>	Date Filed: <b>N/A</b>	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor: <b>(see attached)</b>		Case Number:	Date Filed:
District: <b>District of Delaware</b>		Relationship:	Judge:
<p style="text-align: center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<p style="text-align: center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X <u>      N/A      </u> Signature of Attorney for Debtor(s) (Date)</p>	
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____			
(Name of landlord that obtained judgment)			
_____			
(Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition  
(This page must be completed and filed in every case.)

Name of Debtor(s):  
ABH LLC 1

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notices required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (if not represented by attorney)

\_\_\_\_\_  
Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X \_\_\_\_\_  
(Signature of Foreign Representative)

\_\_\_\_\_  
(Printed Name of Foreign Representative)

\_\_\_\_\_  
Date

Signature of Attorney\*

X \_\_\_\_\_

Signature of Attorney for Debtor(s)  
Pauline K. Morgan & Sean T. Greecher

Printed Name of Attorney for Debtor(s)  
Young Conway Stargatt & Taylor, LLP

Firm Name  
1000 West Street, 17th Floor

Address  
Wilmington, Delaware 19801

(302) 571-6600

Telephone Number

12/21/09

Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

X \_\_\_\_\_

\_\_\_\_\_  
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
Signature of Authorized Individual

Printed Name of Authorized Individual  
Joel Inrig  
Vice-President

Title of Authorized Individual

Date  
12/21/09

**ATTACHMENT TO VOLUNTARY PETITION  
OF ABH LLC 1**

**Nature of Business**

The Debtor is a special purpose limited liability company formed in connection with and pursuant to the Court's order authorizing the relief sought in the *Debtors' Motion for an Order Pursuant to Sections 105(a), 363(b) and 364 of the Bankruptcy Code Authorizing the Debtors to Implement Certain Repayment Transactions* [Docket No. 1367] (the "Note Repayment Order"). A copy of the Note Repayment Order as entered by the Court is attached hereto.

**Pending Bankruptcy Cases filed by Affiliates of this Debtor**

1. The following affiliates of the Debtor each having pending cases under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"):

<u>Debtor</u>	<u>Case No.</u>
ABH Holding Company LLC	
ABH LLC 2	
AbitibiBowater Inc.	09-11296 (KJC)
AbitibiBowater US Holding 1 Corp.	09-11331 (KJC)
AbitibiBowater Canada Inc.	09-11321 (KJC)
Abitibi-Consolidated Alabama Corporation	09-11300 (KJC)
Abitibi-Consolidated Corporation	09-11302 (KJC)
Abitibi-Consolidated Finance LP	09-11305 (KJC)
Abitibi Consolidated Sales Corporation	09-11299 (KJC)
Alabama River Newsprint Company	09-11301 (KJC)
Augusta Woodlands, LLC	09-11303 (KJC)
Bowater Alabama LLC	09-11309 (KJC)
Bowater America Inc.	09-11316 (KJC)
Bowater Canada Finance Corporation	09-11319 (KJC)
Bowater Canadian Forest Products Inc.	09-11322 (KJC)
Bowater Canadian Holdings Incorporated	09-11320 (KJC)
Bowater Canadian Limited	09-11326 (KJC)
Bowater Finance Company Inc.	09-11314 (KJC)
Bowater Finance II LLC	09-11308 (KJC)
Bowater Incorporated	09-11311 (KJC)
Bowater LaHave Corporation	09-11325 (KJC)
Bowater Maritimes Inc.	09-11324 (KJC)
Bowater Newsprint South LLC	09-11306 (KJC)
Bowater Newsprint South Operations LLC	09-11307 (KJC)
Bowater Nuway Inc.	09-11328 (KJC)
Bowater Nuway Mid-States Inc.	09-11329 (KJC)
Bowater South American Holdings Incorporated	09-11315 (KJC)
Bowater Ventures Inc.	09-11330 (KJC)
Catawba Property Holdings, LLC	09-11312 (KJC)

Coosa Pines Golf Club Holdings LLC  
Donohue Corp.  
Lake Superior Forest Products Inc.  
Tenex Data Inc.

09-11310 (KJC)  
09-11298 (KJC)  
09-11317 (KJC)  
09-11304 (KJC)

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

In re:	)	Chapter 11
	)	
ABITIBIBOWATER INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 09-11296 (KJC)
	)	Jointly Administered
Debtors.	)	
	)	

**ORDER PURSUANT TO SECTIONS 105(a), 363(b) AND 364 OF THE  
BANKRUPTCY CODE AUTHORIZING THE DEBTORS TO  
IMPLEMENT CERTAIN REPAYMENT TRANSACTIONS**

Upon the Motion<sup>2</sup> of the above-captioned debtors and debtors-in-possession for entry of an order pursuant to sections 105(a), 363(b) and 364 of title 11 of the United States Code (the "Bankruptcy Code") authorizing the Debtors (including LLC Holdco (defined below), LLC1 and LLC2 upon commencement of their chapter 11 cases) to (i) implement the Repayment Steps in furtherance of the ABH LLC Note Repayment, and (ii) enter into the Financing Amendments related thereto; and upon consideration of the Motion and all pleadings related thereto; and the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this matter is a

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal or Canadian tax identification number, are: AbitibiBowater Inc. (6415), AbitibiBowater US Holding 1 Corp. (6050), AbitibiBowater US Holding LLC (N/A), AbitibiBowater Canada Inc. (3225), Abitibi-Consolidated Alabama Corporation (4396), Abitibi-Consolidated Corporation (9050), Abitibi-Consolidated Finance LP (4528), Abitibi Consolidated Sales Corporation (7144), Alabama River Newsprint Company (7247), Augusta Woodlands, LLC (0999), Bowater Alabama LLC (7106), Bowater America Inc. (8645), Bowater Canada Finance Corporation (8810), Bowater Canadian Forest Products Inc. (2010), Bowater Canadian Holdings Incorporated (6828), Bowater Canadian Limited (7373), Bowater Finance Company Inc. (1715), Bowater Finance II LLC (7886), Bowater Incorporated (1803), Bowater LaHave Corporation (5722), Bowater Maritimes Inc. (5684), Bowater Newsprint South LLC (1947), Bowater Newsprint South Operations LLC (0186), Bowater Nuway Inc. (8073), Bowater Nuway Mid-States Inc. (8290), Bowater South American Holdings Incorporated (N/A), Bowater Ventures Inc. (8343), Catawba Property Holdings, LLC (N/A), Coosa Pines Golf Club Holdings LLC (8702), Donohue Corp. (9051), Lake Superior Forest Products Inc. (9305) and Tenex Data Inc. (5913). The Debtors' corporate headquarters are located at, and the mailing address for each Debtor is, 1155 Metcalfe Street, Suite 800, Montreal, Quebec H3B 5H2, Canada.

<sup>2</sup> Capitalized terms used not defined herein shall have the meaning ascribed to them in the Motion.

core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and (c) 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 that:

1. The Motion is GRANTED.
2. The Debtors, together with LLC1, the immediate parent of LLC1, a newly formed limited liability company ("LLC Holdco"), and LLC2, are authorized, but not directed, pursuant to sections 105(a) and 363(b) of the Bankruptcy Code to implement the Repayment Steps in furtherance of the ABH LLC Note Repayment and to take all such actions as are necessary and appropriate to consummate the transactions contemplated thereby.
3. Upon completion of the Repayment Steps and the ABH LLC Note Repayment, the Debtors shall file a motion to dismiss LLC2's chapter 11 case pursuant to section 1112 of the Bankruptcy Code.
4. The Repayment Steps and ABH LLC Note Repayment will only be effective to extent that all such Repayment Steps are fully executed in the manner prescribed in the Motion. If the Debtors, together with LLC1, LLC Holdco and LLC2, fail to execute all of the Repayment Steps in the manner and order described therein, each such Repayment Step will be deemed *void ab initio* and any and all actions taken in furtherance thereof will be null and void.
5. The Debtors, together with LLC1, LLC Holdco and LLC2, are authorized pursuant to sections 105(a) and 364 of the Bankruptcy Code to enter into the

Financing Amendments, and to require parties to return collateral and accept replacement collateral, guarantees, and pledges related thereto, as appropriate and as required to effectuate the Repayment Steps and the ABH LLC Note Repayment, and to execute all other required transactions in furtherance of the foregoing.

6. ABH LLC, LLC1 and LLC Holdco are authorized, pursuant to sections 105(a) and 365 of the Bankruptcy Code, to enter into the Support Agreement (in a form consistent with Exhibit A hereto).

7. 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, together with LLC1, LLC Holdco and LLC2, are not subject to any stay in the implementation, enforcement or realization of the relief granted in this Order; and (c) the Debtors, together with LLC1, LLC Holdco and LLC2, 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.

8. The ACCC Term Agent, as defined in the Final Order pursuant to Sections 105, 362(d), 363(b)(1), 363(c)(2), 363(f), 363(l), 363(m), 364(c)(2), 364(e) and 365 of the Bankruptcy Code (1) Authorizing Entry into an Amended and Restated Guaranteed Receivables Purchase Facility, (2) Authorizing the Sale of Receivables and Related Rights Pursuant to an Amended and Restated Securitization Program, (3) Authorizing ACSC to Cause Payment of Certain Fees Pursuant to the Engagement Letters, (4) Modifying the Automatic Stay, (5) Authorizing the Use of Cash Collateral, (6) Granting Superpriority Administrative Expense Claims, (7) Granting Adequate Protection, (8) Scheduling a Hearing and (9) Granting Other Related Relief, as entered by



this Court on July 1, 2009 (the "Final Securitization Order"), shall deliver to the Debtors not later than three business days prior to the effective date of the ABH LLC Note Repayment the original ABH LLC Note (and any note powers related thereto), to be held by the Debtors pending consummation of the Repayment Steps and subject at all times to the liens and claims of the ACCC Term Agent.

9. Upon consummation of the Repayment Steps, the LLC2 Note shall be deemed to be a prepetition obligation of ABH LLC, representing the same priority of and claims against ABH LLC as the ABH LLC Note prior to the Repayment Steps.

10. Upon consummation of the Repayment Steps, LLC1 shall grant to the ACCC Term Agent, for the benefit of the ACCC Term Loan Creditors, a security interest in and continuing lien on all of its right, title and interest in, to and under all of the assets of LLC1, and LLC Holdco shall grant to the ACCC Term Agent, for the benefit of the ACCC Term Loan Creditors, a security interest in and continuing lien on all of its right, title and interest in, to or under the LLC1 Units. Upon consummation of the Repayment Steps, the assets of LLC1 and the LLC1 Units (i) shall constitute "ACCC Term Loan Collateral" as such term is defined in the Final Securitization Order, and (ii) shall be subject to the ACCC Term Loan Liens as such term is defined in the Final Securitization Order.

11. Upon consummation of the Repayment Steps and to secure its obligations under the Support Agreement, LLC1 shall grant to ACCC a security interest in and continuing lien on all of its right, title and interest in, to or under the LLC2 Note, and LLC Holdco shall grant to ACCC a security interest in and continuing lien on all of its right, title and interest in, to or under the LLC1 Units, which security interests in and

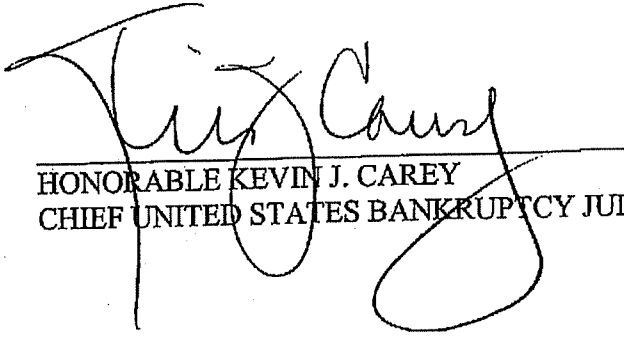
continuing liens on are all subject and subordinate to the ACCC Term Loan Liens, as such term is defined in the Final Securitization Order.

12. Upon consummation of the Repayment Steps, and except as set forth in any plan of reorganization or arrangement confirmed by this Court or the Canadian Court, LLC Holdco will cause LLC1 to, and LLC1 shall, perform its obligations under the LLC2 Note and take, or cause to be taken, such steps as may be necessary for the purposes of ensuring that the economic value of the LLC2 Note is preserved and that ACCC is in no way adversely affected by the ABH LLC Note Repayment.

13. Upon consummation of the Repayment Steps, and except as set forth in any plan of reorganization or arrangement confirmed by this Court or the Canadian Court, ABH LLC and LLC1 shall not make any payment or otherwise reduce any amount owing under the LLC2 Note without an order of the Canadian Court and this Court.

14. 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  
November 24, 2009

  
HONORABLE KEVIN J. CAREY  
CHIEF UNITED STATES BANKRUPTCY JUDGE

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

In re:	)	
	)	Chapter 11
ABH LLC 1,	)	
	)	Case No. 09-____(____)
Debtor.	)	(Joint Administration Pending)
	)	

**LIST OF CREDITORS HOLDING UNSECURED CLAIMS**

ABH LLC 1, a Delaware limited liability company, the debtor and debtor in possession in the above captioned case (the “Debtor”), filed a voluntary petition with this Court for relief under chapter 11 of the United States Bankruptcy Code on the date hereof (the “Petition Date”). This list of creditors holding unsecured claims (the “Creditor List”) has been prepared from the Debtor’s books and records as of the Petition Date. The Creditor List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure. The Creditor List does not include: (1) persons who come within the definition of an “insider” set forth in 11 U.S.C. § 101(31); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of unsecured claims. The information presented in the Creditor List shall not constitute an admission by, nor is it binding on, the Debtor. The information presented herein, including, without limitation (a) the failure of the Debtor to list any claim as contingent, unliquidated, disputed or subject to a setoff or (b) the listing of any claim as unsecured, does not constitute a waiver of the Debtor’s rights to contest the validity, priority, nature, characterization and/or amount of any claim.

(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number, and fax number of employee, agent or department of creditor familiar with claim	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim (if secured also state value of security)
The Wilmington Trust Company, as Trustee	Wilmington Trust Company Attn: James J. McGinley Rodney Square North 1100 North Market Street Wilmington, DE 19890	Abitibi-Consolidated Company of Canada 15.5% Notes due 2010		\$292,969,000.00

<sup>1</sup> As noted above, the Debtor reserves its right to dispute the claims on this schedule on any basis.

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

In re: )  
ABH LLC 1, ) Chapter 11  
)  
) Case No. 09-\_\_\_\_(\_\_\_\_)  
)  
Debtor. ) (Joint Administration Pending)

**DECLARATION CONCERNING THE LIST  
OF CREDITORS HOLDING UNSECURED CLAIMS**

I, Joel Ihrig, Vice-President of ABH LLC 1 named as the Debtor in this case, declare under penalty of perjury that I have read the foregoing List of Creditors Holding Unsecured Claims submitted herewith and that the information contained therein is true and correct to the best of my information and belief.

Date: December 21, 2009

  
\_\_\_\_\_  
Name: Joel Ihrig  
Title: Vice-President

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

In re:	)	
	)	Chapter 11
ABH LLC 1,	)	
	)	Case No. 09-____(____)
	)	
Debtor.	)	(Joint Administration Pending)

**STATEMENT PURSUANT TO RULES 1007(A)(1), 1007(A)(3)  
AND 7007.1 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Pursuant to Rules 1007(a)(1), 1007(a)(3) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the above-captioned Debtor (the “Debtor”) states as follows:

1. AbitibiBowater Inc., 1155 Metcalfe Street, Suite 800, Montreal, Quebec, H3B 5H2, Canada, owns 100% of the equity interests in the Debtor.

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

In re: )  
ABH LLC 1, ) Chapter 11  
Debtor. ) Case No. 09-\_\_\_\_(\_\_\_\_)  
) (Joint Administration Pending)

**DECLARATION REGARDING STATEMENT PURSUANT TO  
RULES 1007(A)(1), 1007(A)(3) AND 7007.1  
OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

I, Joel Ihrig, Vice-President of ABH LLC 1 named as the Debtor in this case, declare under penalty of perjury that I have read the foregoing Statement Pursuant to Rules 1007(a)(1), 1007(a)(3) and 7007.1 of the Federal Rules of Bankruptcy Procedure submitted herewith and that the information contained therein is true and correct to the best of my information and belief.

Date: December 21, 2009

  
\_\_\_\_\_  
Name: Joel Ihrig  
Title: Vice-President

**ABH LLC 1**

**Written Consent in Lieu of First Meeting of Board of Managers**

The undersigned, being all the managers of the board of managers (the "Board of Managers") of ABH LLC 1, a Delaware limited liability company (the "Company"), hereby adopt the resolutions attached hereto as Annex 1 with the same force and effect as if such resolutions were approved and adopted at a duly constituted meeting of the Board of Managers.

This consent may be executed in counterparts that when so executed shall constitute one consent, notwithstanding that all the managers are not signatories to the original or the same counterpart.

IN WITNESS WHEREOF, these resolutions have been adopted as of  
December 21, 2009.

  
\_\_\_\_\_  
Joe Inrig

\_\_\_\_\_  
Duane A. Owens

\_\_\_\_\_  
William G. Harvey

**ABH LLC 1**

**Written Consent in Lieu of First Meeting of Board of Managers**

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IN WITNESS WHEREOF, these resolutions have been adopted as of  
December 21, 2009.

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Joel Ihrig

*Duane A. Owens*

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Duane A. Owens

---

William G. Harvey



**ABH LLC 1**

**Written Consent in Lieu of First Meeting of Board of Managers**

The undersigned, being all the managers of the board of managers (the "Board of Managers") of ABH LLC 1, a Delaware limited liability company (the "Company"), hereby adopt the resolutions attached hereto as Annex 1 with the same force and effect as if such resolutions were approved and adopted at a duly constituted meeting of the Board of Managers.

This consent may be executed in counterparts that when so executed shall constitute one consent, notwithstanding that all the managers are not signatories to the original or the same counterpart.

IN WITNESS WHEREOF, these resolutions have been adopted as of  
December 21, 2009.

\_\_\_\_\_  
Joel Ihrig

\_\_\_\_\_  
Duane A. Owens

  
\_\_\_\_\_  
William G. Harvey

## ANNEX 1

### **RESOLUTIONS OF BOARD OF MANAGERS OF ABH LLC 1**

RESOLVED, that in the judgment of the Board of Managers of the Company, it is desirable and in the best interests of the Company, its creditors and other interested parties that a voluntary petition (the "Petition") be filed by the Company under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware; and be it further

RESOLVED, that the Company shall be, and it hereby is, authorized, directed and empowered (i) to file the Petition, and (ii) to perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect any of the foregoing; and be it further

RESOLVED, that the officers of the Company (collectively, the "Designated Officers") be, and each of them, acting alone, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company (i) to execute and verify the Petition as well as all other ancillary documents and to cause the Petition to be filed with the United States Bankruptcy Court for the District of Delaware and to make or cause to be made prior to the execution thereof any modifications to the Petition or ancillary documents, and (ii) to execute, verify and file or cause to be filed all petitions, schedules, lists, motions, applications and other papers or documents necessary or desirable in connection with the foregoing; and be it further

RESOLVED, that the law firm of Paul, Weiss, Rifkind, Wharton & Garrison LLP ("Paul Weiss") be, and hereby is, authorized, empowered and directed to represent the Company as its counsel in connection with any case commenced by the Company under the Bankruptcy Code and all related matters; and be it further

RESOLVED, that the law firm of Young Conaway Stargatt & Taylor, LLP be, and hereby is, authorized, empowered and directed to represent the Company, as co-counsel with Paul Weiss, in connection with any case commenced by the Company under the Bankruptcy Code; and be it further

RESOLVED, that the law firm of Troutman Sanders LLP be, and hereby is, authorized, empowered and directed to represent the Company as its conflicts counsel and further with respect to any corporate, securities, financing, or other matter in connection with any case commenced by the Company under the Bankruptcy Code; and be it further

RESOLVED, that Blackstone Advisory Services L.P. be, and hereby is, authorized, empowered and directed to represent the Company as its financial advisor in

connection with any case commenced by the Company under the Bankruptcy Code; and be it further

RESOLVED, that Epiq Bankruptcy Solutions, LLC be, and hereby is, authorized, empowered and directed to serve as the notice, claims, solicitation and balloting agent in connection with any case commenced by the Company under the Bankruptcy Code; and be it further

RESOLVED, that the Designated Officers be, and hereby are, authorized to cause the Company to employ other special counsel, financial advisors, investment bankers, accountants and other professionals as appropriate in connection with any case commenced by the Company under the Bankruptcy Code; and be it further

RESOLVED, that, in addition to the specific authorizations heretofore conferred, the Designated Officers be, and each of them acting alone hereby is, authorized, directed and empowered, in the name and on behalf of the Company, to do or cause to be done all such further acts and things, including the payment of all fees and expenses and other amounts payable by the Company with respect to the foregoing, and to execute and deliver all such other instruments, certificates, agreements and documents as they or any of them may consider necessary or appropriate to enable the Company to carry out the intent and to accomplish the purpose of the foregoing resolutions; and be it further

RESOLVED, that the Designated Officers be, and each of them acting alone hereby is, authorized, directed and empowered from time to time in the name and on behalf of the Company, to (i) take such further actions and execute and deliver such certificates, instruments, guaranties, notices and documents as may be required or as such officer may deem necessary, advisable or proper to carry out the intent and purpose of the foregoing resolutions, including the execution and delivery of any credit or security agreements, pledges, financing statements and the like, and (ii) perform the obligations of the Company under the Bankruptcy Code, with all such actions to be performed in such manner, and all such certificates, instruments, guaranties, notices and documents to be executed and delivered in such form as the officer performing or executing the same shall approve, and the performance or execution thereof by such officer shall be conclusive evidence of the approval thereof by such officer and by the Company; and be it further

RESOLVED, that all actions heretofore taken or performed by any officer, manager, employee or agent of the Company in connection with the foregoing resolutions be, and they hereby are, confirmed, ratified and approved in all respects.