

**United States Bankruptcy Court  
District of Delaware**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): <b>AbitibiBowater Inc.</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>98-0526415</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>1155 Metcalfe Street, Suite 800 Montreal, Quebec, Canada</b> ZIP CODE <b>H3B 5H2</b>	Street Address of Joint Debtor (No. and Street, City, and State): N/A ZIP CODE
County of Residence or of the Principal Place of Business: N/A	County of Residence or of the Principal Place of Business: N/A
Mailing Address of Debtor (if different from street address): ZIP CODE	Mailing Address of Joint Debtor (if different from street address): N/A ZIP CODE

Location of Principal Assets of Business Debtor (if different from street address above): (see attached) ZIP CODE

<b>Type of Debtor</b> (Form of Organization) (Check one box.) <ul style="list-style-type: none"> <li><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></li> <li><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</li> <li><input type="checkbox"/> Partnership</li> <li><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)</li> </ul>	<b>Nature of Business</b> (Check one box.) <ul style="list-style-type: none"> <li><input type="checkbox"/> Health Care Business</li> <li><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)</li> <li><input type="checkbox"/> Railroad</li> <li><input type="checkbox"/> Stockbroker</li> <li><input type="checkbox"/> Commodity Broker</li> <li><input type="checkbox"/> Clearing Bank</li> <li><input checked="" type="checkbox"/> Other</li> </ul>	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.) <table style="width:100%; border: none;"> <tr> <td style="width:50%; border: none;"> <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                         </td> <td style="width:50%; border: none;"> <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                         </td> </tr> </table>	<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
<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>Tax-Exempt Entity</b> (Check box, if applicable.) <ul style="list-style-type: none"> <li><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).</li> </ul>		<b>Nature of Debts</b> (Check one box.) <table style="width:100%; border: none;"> <tr> <td style="width:50%; border: none;"> <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 household purpose."                         </td> <td style="width:50%; border: none;"> <input checked="" type="checkbox"/> Debts are primarily business debts.                         </td> </tr> </table>	<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 household purpose."	<input checked="" type="checkbox"/> Debts are primarily business debts.
<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 household purpose."	<input checked="" type="checkbox"/> Debts are primarily business debts.			

<b>Filing Fee</b> (Check one box.) <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> Full Filing Fee attached.</li> <li><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.</li> <li><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.</li> </ul>	<b>Chapter 11 Debtors</b> <p><b>Check one box:</b></p> <ul style="list-style-type: none"> <li><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</li> <li><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</li> </ul> <p><b>Check if:</b></p> <ul style="list-style-type: none"> <li><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.</li> </ul> <p><b>Check all applicable boxes:</b></p> <ul style="list-style-type: none"> <li><input type="checkbox"/> A plan is being filed with this petition.</li> <li><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).</li> </ul>
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<b>Statistical/Administrative Information</b> <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.</li> <li><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.</li> </ul>	<b>THIS SPACE IS FOR COURT USE ONLY</b>										
<b>Estimated Number of Creditors</b> <table style="width:100%; border: none;"> <tr> <td><input checked="" type="checkbox"/> 1-49</td> <td><input type="checkbox"/> 50-99</td> <td><input type="checkbox"/> 100-199</td> <td><input type="checkbox"/> 200-999</td> <td><input type="checkbox"/> 1,000-5,000</td> <td><input type="checkbox"/> 5,001-10,000</td> <td><input type="checkbox"/> 10,001-25,000</td> <td><input type="checkbox"/> 25,001-50,000</td> <td><input type="checkbox"/> 50,001-100,000</td> <td><input type="checkbox"/> Over 100,000</td> </tr> </table>	<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	
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<b>Estimated Assets</b> <table style="width:100%; border: none;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input checked="" type="checkbox"/> More than \$1 billion</td> </tr> </table>	<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	
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<b>Estimated Liabilities</b> <table style="width:100%; border: none;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input checked="" type="checkbox"/> More than \$1 billion</td> </tr> </table>	<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	
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<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>AbitibiBowater Inc.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)</b>			
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 (If more than one, attach additional sheet.)</b>			
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> (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 style="text-align: center;"><b>Exhibit B</b></p> (To be completed if debtor is an individual whose debts are primarily consumer debts.)	
<input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.		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).	
		x <u>          N/A          </u> Signature of Attorney for Debtor(s) (Date)	
<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):

**AbitibiBowater Inc.**

**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 notice 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.

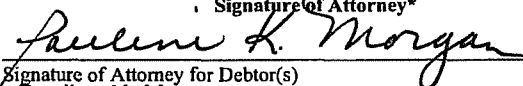
Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

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

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

\_\_\_\_\_  
Date

**Signature of Attorney\***

X   
Signature of Attorney for Debtor(s)

**Pauline K. Morgan**

Printed Name of Attorney for Debtor(s)

**Young Conaway Stargatt & Taylor, LLP**

Firm Name

**1000 West Street, 17th Floor**

Address **Wilmington, Delaware 19801**

**(302) 571-6600**

Telephone Number

**4/16/09**

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.

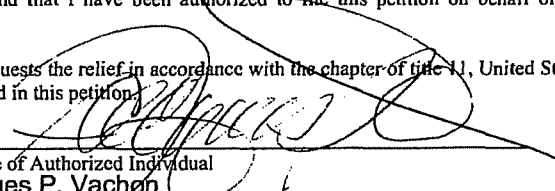
If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*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

**Jacques P. Vachon**

Printed Name of Authorized Individual

**Senior Vice-President and Chief Legal Officer**

Title of Authorized Individual

**4/16/09**

Date

[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 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]

# UNITED STATES BANKRUPTCY COURT

District of Delaware

In re AbitibiBowater Inc., ) Case No. \_\_\_\_\_  
 Debtor )  
 )  
 ) Chapter 11

## EXHIBIT "A" TO VOLUNTARY PETITION

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 001-33776.

2. The following financial data is the latest available information and refers to the debtor's condition on September 30, 2008.

a. Total assets		\$ <u>9,937,000,000.00</u>	
b. Total debts (including debts listed in 2.c., below)		\$ <u>2,213,000,000.00</u>	
c. Debt securities held by more than 500 holders:			Approximate number of holders:
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$ _____ 0 _____ 0
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$ _____ _____
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$ _____ _____
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$ _____ _____
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$ _____ _____
d. Number of shares of preferred stock		_____	_____
e. Number of shares common stock		<u>53,227,837</u>	_____

Comments, if any:

### 3. Brief description of debtor's business:

AbitibiBowater Inc. ("ABI") produces newsprint and coated and specialty papers, market pulp and wood products. ABI owns or operates pulp and paper facilities and wood products facilities in Canada, the United States, the United Kingdom and South Korea, and is one of the world's largest recyclers of newspapers.

### 4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or

more of the voting securities of debtor:

Steelhead Partners, LLC  
 Marathon Asset Management LLP

**ATTACHMENT TO VOLUNTARY PETITION  
OF ABITIBIBOWATER INC.**

**All Other Names Used by the Debtor in the Last 8 Years**

None

**Locations of the Debtor's Principal Assets**

1155 Metcalfe Street, Suite 800, Montreal, Quebec, H3B 5H2, Canada  
55 East Camperdown Way, Greenville, South Carolina, 29601

In addition to the locations listed above, the Debtor may have other assets throughout North America and around the world.

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

1. On April 16, 2009, the following affiliates of the Debtor each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code")::

AbitibiBowater US Holding 1 Corp.  
AbitibiBowater US Holding LLC  
AbitibiBowater Canada Inc.  
Abitibi-Consolidated 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  
Coosa Pines Golf Club Holdings LLC  
Donohue Corp.  
Lake Superior Forest Products Inc.  
Tenex Data Inc.

**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-____(____)
	)	
Debtors.	)	(Joint Administration Pending)
	)	

**CONSOLIDATED LIST OF CREDITORS  
HOLDING THE 35 LARGEST UNSECURED CLAIMS**

The Debtor and certain of its affiliates (collectively, the “Debtors”) each have filed in this Court on the date hereof a petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). The following is the consolidated list of creditors (the “List of Creditors”) holding the thirty-five (35) largest unsecured claims against the Debtors. The List of Creditors reflects estimated amounts owed by the Debtors as of March 31, 2009.

The Debtors take no position at this time regarding whether any of the parties included in the List of Creditors are “insiders” of the Debtors, as that term is defined in section 101(31) of the Bankruptcy Code, and the inclusion or exclusion of any party to this List of Creditors shall not constitute an admission by, nor shall it be binding on, the Debtors in any respect. The Debtors expressly reserve the right to, in their sole discretion, challenge the validity, priority and/or amount of any obligation reflected herein.

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<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 I 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.

(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 <sup>2</sup>	(5) Amount of claim (if secured also state value of security) <sup>3</sup>
The Bank of New York Mellon Global Corporate Trust, as Trustee	Christie Leppert 10161 Centurion Parkway Jacksonville, FL 32256 Fax: 904-645-1921	Bowater Canada Finance Corporation 7.95% Notes due 2011		\$600,000,000.00
The Bank of New York Mellon Global Corporate Trust, as Trustee	Christie Leppert 10161 Centurion Parkway Jacksonville, FL 32256 Fax: 904-645-1921	Bowater Incorporated 6.5% Notes due 2013		\$400,000,000.00
The Bank of New York Mellon Global Corporate Trust, as Trustee	Christie Leppert 10161 Centurion Parkway Jacksonville, FL 32256 Fax: 904-645-1921	AbitibiBowater Inc. Convertible Notes due 2013		\$368,900,000.00
Wells Fargo Bank, National Association, as Trustee	Raymond Delli Colli Vice President Wells Fargo Bank, N.A. 45 Broadway, 14th Floor New York, NY 10006 Fax: 212-515-1589	Abitibi-Consolidated Company of Canada 15.5% Notes due 2010		\$292,629,000.00
The Bank of New York Mellon Global Corporate Trust, as Trustee	Christie Leppert 10161 Centurion Parkway Jacksonville, FL 32256 Fax: 904-645-1921	Bowater Incorporated 9.0% Debentures due 2009		\$248,092,000.00
The Bank of New York Mellon Global Corporate Trust, as Trustee	Christie Leppert 10161 Centurion Parkway Jacksonville, FL 32256 Fax: 904-645-1921	Bowater Incorporated Floating Rate Senior Notes due 2010		\$234,420,000.00
HSBC Bank USA, National Association, as Trustee	Anthony A Bocchino, Jr. Vice President 10 East 40th Street New York, NY 10016 Phone: 212-525-1111 Fax: 212-525-1300	Bowater Incorporated 9.375% Debentures due 2021		\$200,000,000.00

<sup>2</sup> As noted above, the Debtors reserve their rights to dispute the claims on this schedule on any basis.

<sup>3</sup> The Debtors account and report transactions in Canadian and U.S. dollars depending on whether a transaction occurs in Canadian or U.S. dollars (or both). This Top 35 List presents all figures in U.S. dollars, assuming a foreign currency exchange rate based on the April 15, 2009 exchange rate of U.S. \$1.00 : CDN \$1.21 published in The Wall Street Journal.

(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 <sup>2</sup>	(5) Amount of claim (if secured also state value of security) <sup>3</sup>
The Bank of New York Mellon Global Corporate Trust, as Trustee	Christie Leppert 10161 Centurion Parkway Jacksonville, FL 32256 Fax: 904-645-1921	Bowater Incorporated 9.5% Debentures due 2012		\$125,000,000.00
Computershare Trust Company of Canada, as Trustee	Nelia Andrade 1500 University St., 7th Fl. Montreal, Quebec H3A 3S8 Phone: 514-982-7888 Fax: 514-982-7677	Bowater Pulp and Paper Canada Inc. 10.85% Debentures due 2014		\$102,417,000.00
Computershare Trust Company of Canada, as Trustee	Nelia Andrade 1500 University St., 7th Fl. Montreal, Quebec H3A 3S8 Phone: 514-982-7888 Fax: 514-982-7677	Bowater Pulp and Paper Canada Inc. 10.60% Senior Notes (Series C) due 2011		\$70,000,000.00
Computershare Trust Company of Canada, as Trustee	Nelia Andrade 1500 University St., 7th Fl. Montreal, Quebec H3A 3S8 Phone: 514-982-7888 Fax: 514-982-7677	Bowater Pulp and Paper Canada Inc. 10.50% Senior Notes (Series B) due 2010		\$20,400,000.00
Computershare Trust Company of Canada, as Trustee	Nelia Andrade 1500 University St., 7th Fl. Montreal, Quebec H3A 3S8 Phone: 514-982-7888 Fax: 514-982-7677	Bowater Pulp and Paper Canada Inc. 10.26% Senior Notes (Series D) due 2011		\$6,600,000.00
Dow Chemical Canada Inc	Lockbox B2908 C.P. 1155 Succ Centre Ville Montreal, Quebec H3C 5N7 Fax: 905-238-6639	Trade Debt		\$3,564,873.28
Shell Canada Products	400 4th Avenue SW P.O. Box 100 Stn M Attn: Settlement CP1, 24th Fl. Calgary, Alberta T2P 2H5 Fax: 403-691-3998	Trade Debt		\$3,294,340.99
McBurney Power	1650 International Cte, Suite 100 P.O. Box 1827 Norcross, GA 30091 Fax: 770-925-7400	Trade Debt		\$3,105,852.86
Computershare Trust Company of Canada, as Trustee	Nelia Andrade 1500 University St., 7th Fl. Montreal, Quebec H3A 3S8 Phone: 514-982-7888 Fax: 514-982-7677	Bowater Pulp and Paper Canada Inc. 10.625% Senior Notes (Series A) due 2010		\$2,725,000.00
Minis. Des Ressources Naturelles -CAAF	PFD La Dore # 11524501 5700, 4E Ave. Ouest, Bureau D-409 Charlesbourg, Quebec G1H 6R1 Fax: 418 644-6513	Trade Debt		\$2,353,405.90

(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 <sup>2</sup>	(5) Amount of claim (if secured also state value of security) <sup>3</sup>
Imerys Canada LP	Lockbox £ T57009C P.O. Box £ 57009 Postal Station A Toronto, Ontario M5W 5M5 Fax: 770-645-3771	Trade Debt		\$2,327,465.64
Metso Papier Ltd	c/o TH1034 P.O. Box 4283 Toronto, Ontario M5W 5M6 Fax: 770-242-3323	Trade Debt		\$1,536,378.80
FP Innovations – Paprican	570 Boul St-Jean Pointe-Claire, Quebec H9R 3J9 Fax: 514-630-4134	Trade Debt		\$1,310,558.51
Reseau C.B.	1600 Drew Road Mississauga, Ontario L5S 1S5 Fax: 514-694-4724	Trade Debt		\$1,279,990.47
Clow Darling Limited	1201 Cameron Street P.O. Box 27087 Thunder Bay, Ontario P7C 0A1 Fax: 807-622-2569	Trade Debt		\$1,220,742.04
Ville De Saguenay	A/S Taxation Case Postale 129 Chicoutimi, Quebec G7H 5B8 Fax: 418-698-3279	Trade Debt		\$1,204,948.76
Minis. Des Ressources Naturelles	Dir. Ressources Financieres 5700, 4E Ave. Ouest, Bur.D-316 Charlesbourg, Quebec G1H 6R1 Fax: 418-643-2816	Trade Debt		\$1,110,667.36
Goodfellow Inc.	225 Rue Goodfellow Delson, Quebec J0L 1G0 Fax: 450-635-3729	Trade Debt		\$1,105,581.16
Metso Automation	44 Bowditch Dr. P.O. Box 8004 Shrewsbury, MA 01545 Fax: 508-852-8172	Trade Debt		\$1,004,290.00
Ontario Power Generation	LB T27527C P.O. Box 4275 Station A Toronto, Ontario M5W 5V8 Fax: 416-592-3621	Trade Debt		\$978,307.78
Forest Products Association of Canada	99 Bank Street Suite 410 Ottawa, Ontario K1P 6B9 Fax: 613-563-4720	Trade Debt		\$895,763.88
Municipalite St-David-De-Falardeau	140 Boul. St-David St-David-De-Falardeau, Quebec G0V 1C0 Fax: 418-673-3266	Trade Debt		\$830,695.16

(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 <sup>2</sup>	(5) Amount of claim (if secured also state value of security) <sup>3</sup>
Ville De Baie-Comeau	19 Av. Marquette Baie-Comeau, Quebec G4Z 1K5 Email: vbc@ville.baie-comeau.qc.ca	Trade Debt		\$830,695.20
Diversified Energy Inc	8874 Kingstone Pike, Suite 200 Knoxville, TN 37923 Fax: 865-691-4276	Trade Debt		\$819,454.00
Ville D'Amos	182 IERE Rue Est Amos, Quebec J9T 2G1 Fax: 819-727-9792	Trade Debt		\$812,006.04
Process Equipment	2770 Wellborn Street P.O. Box 1607 Pelham, AL 35124 Fax: 205-663-6037	Trade Debt		\$292,088.00
Ernst & Young LLP	Ernst & Young LLP 75 Beattie Place, Suite 800 Greenville, SC 29601 Fax: 864-370-4407	Trade Debt		\$231,148.00
AIM Construction Corporation	P.O. Box 1405 Pascagoula, MS 39568 Fax: 228-588-4850	Trade Debt		\$221,092.00

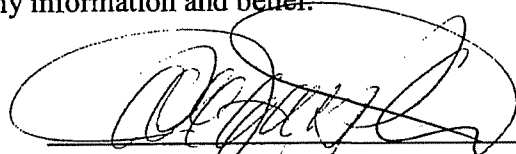
**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
ABITIBIBOWATER INC.,	)	
	)	Case No. 09-____(____)
	)	
Debtor.	)	(Joint Administration Pending)

**DECLARATION CONCERNING THE DEBTORS' CONSOLIDATED  
LIST OF CREDITORS HOLDING THE 35 LARGEST UNSECURED CLAIMS**

I, Jacques P. Vachon, Senior Vice-President Corporate Affairs and Chief Legal Officer of AbitibiBowater Inc. named as the Debtor in this case, declare under penalty of perjury that I have read the foregoing Consolidated List of Creditors Holding the 35 Largest Unsecured Claims submitted herewith and that the information contained therein is true and correct to the best of my information and belief.

Date: April 16, 2009

  
\_\_\_\_\_  
Name: Jacques P. Vachon  
Title: Senior Vice-President Corporate  
Affairs and Chief Legal Officer

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

In re:	)	
	)	Chapter 11
ABITIBIBOWATER INC.,	)	
	)	Case No. 09-____(____)
	)	
Debtor.	)	(Joint Administration Pending)

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

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

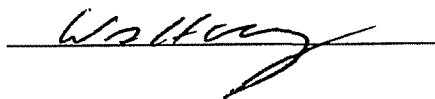
1. The following entity directly or indirectly owns 10% or more of  
the equity interests in the Debtor:

Steelhead Partners, LLC

**RESOLUTIONS**  
**OF THE**  
**THE BOARD OF DIRECTORS**  
**OF**  
**ABITIBIBOWATER INC.**

I, William G. Harvey, Senior Vice-President and Chief Financial Officer of AbitibiBowater Inc., a Delaware corporation (the "Corporation"), hereby certify that upon motion duly made, seconded and carried, the resolutions attached hereto as Annex A were adopted by affirmative vote of a majority of the directors present at the time of the vote, at a duly convened meeting of the Board of Directors of the Corporation held on April 16, 2009, at which a quorum was present, in each case, in accordance with the Certificate of Incorporation and by-laws of the Corporation.

Dated: April 16, 2009



## ANNEX A

### **RESOLUTIONS OF THE BOARD OF DIRECTORS OF ABITIBOWATER INC.**

RESOLVED, that in the judgment of the Board of Directors of the Corporation, it is desirable and in the best interests of the Corporation, its creditors and other interested parties that a voluntary petition (the "Petition") be filed by the Corporation 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 Corporation 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 President and Chief Executive Officer, the Senior Vice-President and Chief Financial Officer, the Senior Vice-President Corporate Affairs and Chief Legal Officer, the Vice-President and Treasurer and the Vice-President, Finance (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 Corporation (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 in the judgment of the Board of Directors of the Corporation, it is desirable and in the best interests of the Corporation, its creditors and other interested parties that an application (the "Application") be made by the Corporation under Canada's *Companies' Creditors Arrangement Act*, (the "CCAA") to the the Superior Court, Commercial Division, for the Judicial District of Montréal, Canada (the "Canadian Court"); and be it further

RESOLVED, that the Corporation shall be, and it hereby is, authorized, directed and empowered (i) to make the Application, 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 Designated Officers be, and each of them, acting alone, hereby is, authorized, directed and empowered, on behalf of and in the name of the Corporation (i) to cause the Application to be made to the Canadian Court and to make or

cause to be made prior to the execution thereof any modifications to the Application or ancillary documents, and (ii) to execute and file or cause to be filed all other papers or documents necessary or desirable in connection with the foregoing; and be it further

RESOLVED, that 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 Corporation in its capacity as sole member of AbitibiBowater US Holding LLC ("ABUSH") to take any and all actions as may be reasonable, advisable, expedient, convenient, proper or necessary to cause ABUSH to file a voluntary petition under the provisions of chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware, including, but not limited to, (i) the filing of any petitions, schedules, lists, motions, applications and other papers in connection with the foregoing; and (ii) the employment of special counsel, financial advisors, investment bankers, accountants and other professionals in connection with the foregoing; and be it further

RESOLVED, that 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 Corporation in its capacity as sole member of Bowater Newsprint South LLC ("BNS") to take any and all actions as may be reasonable, advisable, expedient, convenient, proper or necessary to cause BNS to file a voluntary petition under the provisions of chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware, including, but not limited to, (i) the filing of any petitions, schedules, lists, motions, applications and other papers in connection with the foregoing; and (ii) the employment of special counsel, financial advisors, investment bankers, accountants and other professionals in connection with the foregoing; and be it further

RESOLVED, that 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 Corporation in its capacity as shareholder of Abitibi-Consolidated Inc. ("ACI") to take any and all actions as may be reasonable, advisable, expedient, convenient, proper or necessary to cause ACI to file a petition and to act as foreign representative on behalf itself and Abitibi-Consolidated Company of Canada under the provisions of chapter 15 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware, including, but not limited to, (i) the filing of any petitions, schedules, lists, motions, applications and other papers in connection with the foregoing, and (ii) the employment of special counsel, financial advisors, investment bankers, accountants and other professionals 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 Corporation as its counsel in connection with any case commenced by the Corporation 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

Corporation, as co-counsel with Paul Weiss, in connection with any case commenced by the Corporation under the Bankruptcy Code; and be it further

RESOLVED, that the law firm of Stikeman Elliot LLP be, and hereby is, authorized, empowered and directed to represent the Corporation as its counsel in connection with any Application filed by the Corporation under the CCAA and all related matters; and be it further

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

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

RESOLVED, that, in addition to the specific authorizations heretofore conferred upon the Designated Officers, each of the officers of the Corporation be, and each of them acting alone hereby is, authorized, directed and empowered, in the name and on behalf of the Corporation, 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 Corporation 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 Corporation to carry out the intent and to accomplish the purpose of the foregoing resolutions; and be it further

RESOLVED, that each and every officer of the Corporation 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 Corporation, 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 Corporation under the Bankruptcy Code and the CCAA,

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 Corporation; and be it further

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