



This is the 1st affidavit of
J. Whittaker in this case and was
made on February 20, 2012

No. S-120712
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, AS AMENDED**

- AND -

**IN THE MATTER OF THE CANADA BUSINESS CORPORATIONS ACT,
R.S.C. 1985, c. C-44**

- AND -

IN THE MATTER OF THE BUSINESS CORPORATIONS ACT, S.B.C. 2002, c. 57

- AND -

**IN THE MATTER OF THE CATALYST PAPER CORPORATION AND THE
PETITIONERS LISTED IN SCHEDULE "A"**

**AFFIDAVIT OF JEFFREY GEORGE TRIMBLE WHITTAKER
(sworn February 20, 2012)**

I, Jeffrey George Trimble Whittaker of the District of West Vancouver, in the Province of British Columbia, MAKE OATH AND SAY AS FOLLOWS:

1. I am a former employee of Catalyst Paper Corporation, one of the Petitioners in these proceedings (collectively "Catalyst"). I hold a B.Sc. in Forestry (1970) and an M.B.A. (1978) from the University of Toronto.
2. I retired from Catalyst in June of 2005, after approximately 25 years of service with Catalyst and its predecessor and related companies.

3. I began working for the Pulp and Paper Controller Department of MacMillan Bloedel Ltd in 1980. In 1982, I moved on to the Pulp and Paper Marketing division, as the Financial Manager for Pulp and Paper.

4. From 1990 to 1996, I was the Newsprint Logistics Manager in the Pulp and Paper Marketing Department. After that, I worked as the Team Leader of Order Optimization. I held this position until approximately 1998, when I became the Team Leader on the Y2K/SAP implementation for MacMillan Bloedel Paper Ltd. During this time, my employment was transferred from MacMillan Bloedel Paper Ltd. to Pacifica Papers.

5. In 2001, Pacifica Papers Inc. merged with Norske Canada, and my position was Senior Planner in Order Optimization. The company shortly became Catalyst, and when I retired, I was on salary continuance with the newly formed company.

6. I am entitled to (and receive) a pension from the Catalyst Paper Corporation Retirement Plan for Salaried Employees, B.C. Registration No. 85400-1 (the "Salaried Pension Plan"). My wife, Maura Winifred Whittaker, is listed as a Survivor on my pension plan documents and will be entitled to payment from the Salaried Pension Plan in the event that she is still living at the time of my death. I am also entitled to certain health benefits from Catalyst, including the payment of my provincial health premium and certain prescription drug coverage (the "Health Care Plan"). A copy of my most recent pension pay stub is attached as Exhibit "A".

7. As a former employee and current retiree of Catalyst, I have knowledge of the matters to which I hereinafter depose, except where stated to be based upon information and belief.

8. On January 31, 2012, the Petitioners obtained an order, pursuant to the *Companies' Creditors Arrangement Act* (the "CCAA"), staying all proceedings and claims against them (the "Stay Order"). As a retiree now drawing a pension from the Salaried Pension Plan and accessing the Health Care Plan, I have a direct interest in the outcome of Catalyst's CCAA restructuring.

9. I have followed the affairs of Catalyst closely since leaving the company. I have done this through the media, and also through the quarterly reports and annual statements that I was sent as a shareholder of Catalyst.

10. I have read the affidavit of Ronald Gary McCaig, and I am in agreement with his assessment of the importance of appointing Koskie Minsky LLP as Representative Counsel to the class of employees and retirees identified therein. I have also read the Affidavit of Brian Baarda referred to in paragraph 11 of Mr. McCaig's affidavit, the Amended and Restated Initial Order referred to in paragraph 13 of Mr. McCaig's affidavit, and the information on the Monitor's website referred to in paragraph 14 of Mr. McCaig's affidavit. I am in agreement with Mr. McCaig's summary of the debt issues facing the company and the underfunding in the Salaried Pension Plan, as described in paragraphs 12 to 16 of his affidavit.

Efforts Personally Undertaken in Relation to Pension Issues

11. For several years now I have been personally engaged in lobbying efforts with the government and the provincial pension regulator to try to get more money put into the Salaried Pension Plan and to alleviate some of the impact of underfunding on the plan's beneficiaries.

12. For example, I have personally written several letters to the Superintendent on the question of whether it was appropriate to extend the time period in which Catalyst had to amortize the Salaried Pension Plan's solvency deficiency. A copy of correspondence I received from the Superintendent in response to one of my letters is attached as Exhibit "B".

13. I also enlisted the help of my MLA, Ralph Sultan, who wrote a letter to the Superintendent in an effort to alleviate some of the funding issues. Attached as Exhibit "C" are copies of letters that I wrote to Mr. Sultan, a letter he wrote the Superintendent on my behalf, and a letter from the Superintendent to Mr. Sultan responding to my inquiry.

14. In the time leading up to the last Federal Election, I spoke to several of the candidates in my riding about the implementing new regulations that would create a Federal agency which would adopt and administer "orphaned" pension plans.

15. I also spoke with Michael Ignatieff, the Federal Liberal Party leader at that time, and I received his assurances that an orphaned pension plan agency was a Liberal Party policy that would be implemented in the event of a liberal government being elected.

16. I also went on to have discussions with the Liberal Party candidate in West Vancouver, Dan Veniez, who was a former forest products executive and understood the issue intimately. He also pledged to work on an orphaned pension agency if elected.

17. Since the company filed for CCAA protection, I have been actively engaged, along with Ronald Gary McCaig, in trying to organize Catalyst's salaried retirees, employees, surviving spouses and employees on long-term disability.

RSEA has no Mandate to Represent me in these Proceedings

18. I am member of RSEA, but that group has never received a mandate from me to be my legal representative in proceedings involving my pension. The letter that was sent to me as an invitation to join RSEA when I retired clearly sets out what the purposes of RSEA are: 1) To help protect members from negative financial impact; 2) to monitor the Pension Funds of the relevant companies; and 3) to assist members in any aspect of their pension and retirement benefits that flowed from employment with the relevant companies. The letter closed by noting that RSEA "will keep you informed on matters pertaining to your pension and benefits". This letter is attached as Exhibit "D".

19. I understood RSEA to be an information-disseminating and government-lobbying group, and not the equivalent of a trade union for retirees. Nevertheless, they have been purporting to represent me in these proceedings. I do not want RSEA to be representing me in these proceedings, and after having done research and coming to an informed decision, I believe that Koskie Minsky is the best firm to represent the interests of myself and others in the CCAA proceeding.

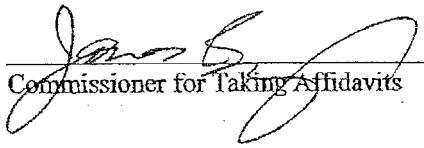
20. I support the appointment of myself and the other members of the Steering Committee as Representatives to the class identified in the affidavit of Ronald Gary McCaig, and the appointment of our counsel of choice, Koskie Minsky LLP, as Representative Counsel to that class.

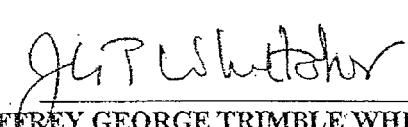
21. Although there are different employee groups represented on the Steering Committee, I believe that the appointment of a single Representative Counsel will ensure that the interests of all employees are put forward in the most efficient and cost-effective way possible.

22. Moreover, I believe that we all share common interests that outweigh any of our differences, insofar as we all want to work together to ensure that the company emerges as a healthy, going concern, and that our various entitlements are all protected.

23. I also believe it will be useful to have Koskie Minsky appointed to help us manage any potential differences in interest that may arise and ensure that such differences are resolved fairly and equitably, keeping in mind the purposes of the CCAA proceeding and the need to show compromise.

SWORN BEFORE ME at Vancouver,
in the province of British Columbia, on
February 20, 2012.


Commissioner for Taking Affidavits

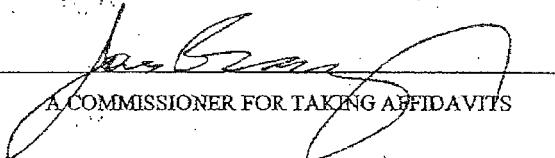

JEFFREY GEORGE TRIMBLE WHITTAKER

J. JAMES BAUGH
Barrister & Solicitor
Box 12101 - Nelson Square
1105-808 Nelson Street
Vancouver, BC V6Z 2M2

This is Exhibit "A"

referred to in the affidavit of George Trimble Whittaker

sworn before me, this 20th day of February 2012


A COMMISSIONER FOR TAKING AFFIDAVITS

CIBC MELLON

JEFFREY WHITTAKER
1750 17TH STREET
NORTH VANCOUVER BC
V7V 3V2

February 01, 2011

Payment Date / Date de paiement

CATALYST PAPER CORPORATION RET PLAN SALARIED EMP

Client / Promoteur du régime

Reference Number / Numéro de référence

SOURCES
SOURCES
BASE PEN.
BRIDGE
TOTAL

AMOUNT
MONTANT

YEAR-TO-DATE
À JOUR

DEDUCTIONS
DÉDUCTIONS
FED. TAX

AMOUNT
MONTANT

YEAR-TO-DATE
À JOUR

NET AMOUNT / MONTANT NET:

YEAR-TO-DATE / À JOUR:

Your payments will be deposited to the following account:
Vos prestations seront déposées au compte suivant:

TD CANADA TRUST, [REDACTED]

Please note the following changes / Notez les changements suivant : Tax Exemption Amount, Federal Tax Amount

Change Notification / Avis de changement

YOU MAY NOTICE A CHANGE TO YOUR NET PAYMENT DUE TO FEDERAL AND/OR PROVINCIAL TAX CHANGES. FOR FURTHER DETAILS CONTACT YOUR LOCAL TAXATION OFFICE OR VISIT WWW.CRA-ARC.GC.CA

Sponsor Message / Message du promoteur

P.O. Box 5858, Station B, London, Ont., N6A 6H2
1-800-565-0479 English, 1-800-268-1629 French, 1-800-263-4497 USA
www.cibcmellon.com

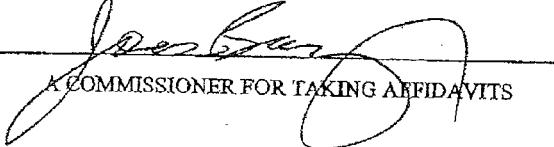
PAYMENT CONFIRMATION / CONFIRMATION DE PAIEMENT
NOT NEGOTIABLE / NON NÉGOCIABLE

3

This is Exhibit "B"

referred to in the affidavit of George Trimble Whittaker

sworn before me, this 20th day of February 2012


A COMMISSIONER FOR TAKING AFFIDAVITS



Financial Institutions Commission

November 25, 2010
Plan Number: P085400-1

Mr. Jeffrey Whittaker
1750 17th Street
West Vancouver, BC
V7V 3V2

Dear Mr. Whittaker:

Re: Catalyst Paper Corporation Retirement Plan for Salaried Employees (the "Plan")

Thank you for your letter of November 14, 2010, in which you enquire about the solvency funding relief granted to Catalyst Paper Corporation (the "Company") by the Superintendent of Pensions.

While I appreciate your concerns in this matter, the decision to grant solvency relief to the Company was taken by the Superintendent of Pensions (the "Superintendent") after careful review and analysis of the funding position of the Plan, the financial position of the Company and the benefits promised under the Plan.

In approving the request from the Company for solvency relief, the Superintendent tried to provide a balance between the financial challenges of the Company based on the economic realities of the time, and securing the benefits accrued by members of the Plan.

While we cannot predict the future financial status of the Company, we continue to monitor the funding position of the Plan and work with the Company to ensure that the Plan will be able to provide the benefits promised to its members at retirement.

It is the policy of my office not to comment on hypothetical situations or make commitments to members about what our actions would be in future. We analyse every request received on its own merit.

We wish to point out that it is the responsibility of the plan administrator to keep members informed of the status of their plan. We would encourage you to contact the administrator if you require any information about the plan or work through your retiree association to maintain information flow between yourself and the administrator.

.../2

- Superintendent of Financial Institutions
- Superintendent of Pensions
- Superintendent of Real Estate
- Registrar of Mortgage Brokers

1200 – 13450 102nd Avenue
Surrey, BC V3T 5X3
Telephone: 604 953-5300
Facsimile: 604 953-5301
www.fic.gov.bc.ca

-2-

We appreciate your concern about this matter and will continue to ensure that the company meets its obligations under the Act.

Thank you for writing me on this matter.

Yours truly,



Michael Grist
A/Superintendent of Pensions

pc: Honourable Colin Hansen
Minister, Deputy Premier
and Minister Responsible for Small Business

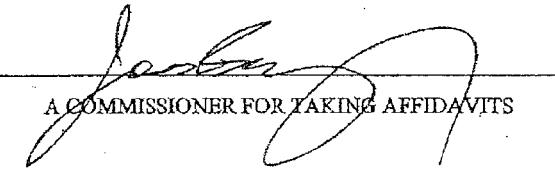
Ralph Sultan, MLA.

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This is Exhibit "C"

referred to in the affidavit of George Trimble Whittaker

sworn before me, this 24th day of February 2012


A COMMISSIONER FOR TAKING AFFIDAVITS

604-981-0050

JEFFREY G.T. WHITTAKER

1750-17th Street
West Vancouver
V7V 3V2
604-922-2738
e-mail: jgwhittaker@hotmail.com

November 23, 2010

Mr. Ralph Sultan,
MLA West Vancouver-Capilano,
409-545 Clyde Avenue,
West Vancouver, BC,
V7T 1C5

Dear MLA Sultan;

I am a pensioner of Catalyst Paper Ltd., whose Defined Benefit Pension Plan for Salaried Employees (Plan) is currently only about 73% funded, corresponding to an estimated deficit of \$81 million at the end of 2009. As such, most of us are quite worried about the security of our pension, fearing a Nortel-like situation is rapidly developing.

As you will see from the enclosed letter to the Superintendent of Pensions, I have requested a review of the decision to grant Catalyst solvency funding relief in 2009 and further, seriously consider refusing any further relief until such time as the Plan is on a fully funded and secure footing.

The financial problems of Catalyst Paper Ltd. and the many challenges to its survival have been well publicized by company executives. The failure or re-organization of Catalyst would leave at least a thousand pensioners, like me, facing the loss of a substantial portion of the pensions they earned during their careers with the company.

To minimize the risks to pensioners, it is imperative that Catalyst contribute the "make-up" payments, required by law, in order to restore full funding to our Plan. And yet, mysteriously, the Superintendent of Pensions approved "solvency funding relief" for 2009 and 2010, reducing the amount Catalyst was required to pay into the Plan. In 2010 Catalyst was only required to pay \$4 million of make-up, which does almost nothing to reduce their \$81 million deficit.

As you may know the Superintendent of Pensions has published specific criteria for the granting of such relief, the first and most important being that relief is "demonstrably in the best interests of the plan members". None of the key criteria were satisfied in this case. The relief granted will do little to ensure the on-going viability of Catalyst. All it will do is reduce the funds available for pension plan

members if the company fails. The money withheld from my pension plan will go to secured creditors such as government, banks and bondholders.

Further to this, I understand that the decision for relief is the result of a private process between the Superintendent's Office and the Plan Administrator who is employed by the company. Although the interests of plan members are supposed to be placed foremost, they are not consulted and are given no opportunity for input. This is further evidence of how badly the process is flawed.

When you read my letter to the Superintendent, I believe you will see the need for a full review of both the decision to grant solvency funding relief to Catalyst and the process under which it was made. I would ask you to follow-up on our behalf with both the Minister of Finance and the Superintendent of Pensions, to ensure some responsible action and to require them to engage in a fully open process, visible to plan members and recipients of DB pensions from Catalyst.

Respectfully,

Jeffrey GT Whittaker

Constituency Office:
409 - 545 Clyde Avenue
West Vancouver, B.C.
V7T 1C5
Phone: 604 981-0050
Fax: 604 981-0055
e-mail: ralph.sultan.mla@leg.bc.ca



RALPH SULTAN, M.L.A.
Member of the Legislative Assembly
West Vancouver-Capilano

Legislative Office:
Parliament Buildings
Victoria, B.C.
V8V 1X4
Phone: 250 356-9495
Fax: 250 952-0222
website: www.ralphsultan.mla.ca

November 25, 2010

Ms. Carolyn Rogers
Superintendent of Pensions
Financial Institutions Commission
Suite 1200 – 13450 102nd Avenue
Surrey, B.C. V3T 5X3

Dear Ms. Rogers:

Re: Catalyst Paper Pensioners

One of my constituents is a pensioner of Catalyst Paper, and as such is the recipient of a defined benefit plan payment from the pension fund of that struggling company. He questions certain aspects of decisions taken by your office recently allowing Catalyst to shelter its cash flow by eliminating payments into its employees' and pensioners' pension fund.

Here is the situation as explained to me -- and I recognize there may be dimensions of the situation on which I am not well informed:

I am told that Catalyst Paper has \$81 million of unfunded pension obligations. We read in the press that it has been fighting outrageous municipal property tax burdens around the province, as well as taking other serious measures to preserve cash flow in a difficult economic environment. In this regard it has closed its Elk Falls facility at Campbell River.

My constituent was first engaged in 1980 by predecessor company MacMillan Bloedel as an executive in the marketing and logistics aspects of the pulp and paper business. Some time in the mid-90's, a new president and new board of directors were installed. They sold their Harmac mill to Pope and Talbot Canada, which subsequently went bust. Pensioners of MacBlo-cum-Pope and Talbot now receive about 65% of their originally promised defined benefit pension payments. A Retired Employees Association has been formed and Catalyst pensioners have been attending the Harmac pensioners' meetings.

It was also pointed out to me that, operating under provincial legislation, the Superintendent of Pensions seems to have developed a fairly sympathetic relationship with Catalyst which has received permission to reduce payments into the pension fund -- without stakeholder hearings, particularly involving the voice of pensioners past and future.

Some pensioners – it is said – appear embittered by the fact that when they were in their prime, they were induced to work for lower salaries at MacBlo under the argument that their pension benefits were so generous. Increasing their disenchantment today is the fact that, as a result of the apparently "generous" pension plan in operation, employees of the day were prevented from making any RRSP contributions which might have ameliorated their present economic prospects.

Now, they believe – I am told – Catalyst is being allowed to renege on its commitments and reduce pension funding in lieu of more pressing immediate cash needs.

My constituent advances two requests:

1. It is suggested to me that Ficom and the Superintendent of Pensions should revisit the decision to grant permission to Catalyst, under "solvency funding relief for 2009-2010," to reduce payments into the pension fund. The consequence of this relief is that the pension fund is now being drawn down on an actuarially unsound basis. This threatens the long-term solvency of the plan. Ficom's granting of such permission, it is argued, must be demonstrably in the best interest of the plan members. It is hard to see how allowing Catalyst to reduce payments in an already underfunded situation is in the best interest of the pension fund or its members. In assessing Catalyst's obligations, one may question the ranking of priorities among other interested parties, including municipal tax authorities and bond holders.
2. It is also suggested to me that Provincial pension legislation requires, in event of bankruptcy or CCA proceedings leading to some form of a reorganization, that if a pension fund is wound up as agreed by the pre-reorganization company, an annuity must be purchased with whatever proceeds are left in the pension fund.

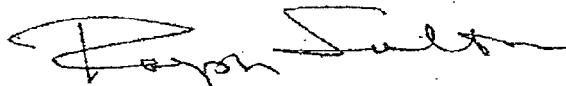
It appears that there are sufficient monies left in the fund today to cover 73% of payment obligations. The problem with the eventuality of reorganization, insolvency or CCAA, is what happens to the pension monies. Cash recovered must be used to purchase annuities. Unfortunately, in today's markets, investing in an annuity suffers from just about the worst timing one could conceive.

My constituent would prefer that pensioners have the option to either accept an annuity as outlined in current legislation, or alternatively, to be allowed to roll funds into an RRSP, or – and this is a bit of a stretch – be allowed (as the current Federal Liberal Party proposes) to roll such monies into a "stranded pension agency" which would offer professional pension fund management.

I also note that my constituent estimates up to 300 persons in my riding of West Vancouver-Capilano are former MacBlo and Catalyst employees who have genuine concerns. The residual of the MacBlo pension plan is now managed by Weyerhaeuser, which does not release information. Weyerhaeuser is winding down its Canadian operation so any solution might apply to both Catalyst and Weyerhaeuser (all of them ex-MacBlo) employees.

So the fundamental point of my letter to you, is to emphasize my view that one should not shelter the cash flow of this struggling enterprise on the backs of current and future pensioners, and that furthermore, pensioners should be consulted before further action is taken. In addition, if some flexibility could be built into the statutory investment options if worse comes to worse that would be a laudable Ficom objective for the reasons my constituent so eloquently defined.

Yours truly,



Ralph Sultan, MLA
West Vancouver-Capilano

bcc: Jeffrey Whittaker



Financial Institutions
Commission

RECEIVED
Dec 13/10

12
December 10, 2010

Mr. Ralph Sultan, MLA
West Vancouver-Capilano
409 - 545 Clyde Avenue
West Vancouver, BC V7T 1C5

Dear Mr. Sultan:

Re: Catalyst Paper Corporation Retirement Plan for Salaried Employees (the "Plan")

Thank you for your letter of November 25, 2010 concerning solvency relief granted to the Catalyst Paper Corporation (the "Company") by the Superintendent of Pensions (the "Superintendent").

Your letter advances two requests on behalf of your constituent.

1. The Superintendent should revisit the decision to grant solvency relief to the Company.

While I appreciate the concerns of your constituent, the decision to grant solvency relief was taken after careful review and analysis of the funding position of the Plan, and the financial position of the company, and consideration of the long term interests of all plan members. A guideline outlining major considerations this office uses in its review of solvency requests is attached.

The objective of solvency relief is to provide payment extensions to plan sponsors facing extraordinary circumstances. In the Catalyst decision, a major concern was the ability of the Company to deal with cashflow problems after the most severe economic and financial market shock in decades. While granting the solvency relief was estimated to make a difference of only two per cent to the solvency position of the Plan by 2010, it provided the company with the opportunity to marshal its resources and continue to operate. The decision also allowed current staff to continue their employment as well as accrue additional pension benefits.

The Plan is required to file a new actuarial valuation report by September 2011, which will provide updated results.

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- Superintendent of Financial Institutions
- Superintendent of Pensions
- Superintendent of Real Estate
- Registrar of Mortgage Brokers

1200 - 13450 102nd Avenue
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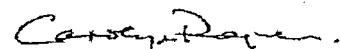
2. **Pensioners should be provided with an option to roll pension benefits in pay into an RRSP or a "Stranded Pension Agency".**

The *Pension Benefits Standards Act* (the "Act") provides that an administrator appointed by the Superintendent as a result of a filing for bankruptcy of the sponsoring company, would administer the plan in accordance with the provisions of the plan at the date of the filing. The provisions of the Plan do not provide for the commutation of benefits already in pay and as such the option to transfer to an RRSP is not available. Only the administrator has the option to amend the Plan to provide this option upon plan wind up.

The option of directing pension assets of bankrupt companies in British Columbia into a "Stranded Pension Agency" is outside of the purview of my office at this time. I have taken the liberty of forwarding this suggestion to the Financial and Corporate Sector Policy Branch of the Ministry of Finance.

Thank you for writing to me on this matter. I appreciate your concerns, and will continue to monitor this plan closely in coming months.

Yours truly,



Carolyn Rogers
Superintendent, Pensions

cc: Honourable Colin Hansen
Minister and Deputy Premier

Mary Tkachyk, A/Executive Director
Financial and Corporate Sector Branch

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14
JEFFREY G.T. WHITTAKER

1750-17th Street
West Vancouver
V7V 3V2
604.822.2738
e-mail: jgtwhittaker@hotmail.com

August 29, 2011

Mr. Ralph Sultan,
MLA West Vancouver-Capilano,
409-545 Clyde Avenue,
West Vancouver, BC,
V7T 1C5

Dear MLA Sultan,

On November 23, 2010, I wrote you to enlist your support in regards to an application to the Superintendent of Pensions by Catalyst Paper Ltd for "solvency funding relief" for 2009 and 2010. The reason for my request was that the Defined Benefit Pension Plan for Salaried Employees (Plan) was only about 73% funded, corresponding to an estimated deficit of \$81 million at the end of 2009. Salaried Employees receiving pensions as retirees from Catalyst Paper (and predecessor companies including MacMillan Bloedel) faced significant reductions to their pensions if the unfunded liability was not repaired expeditiously.

I have learned that Catalyst Paper is again requesting "solvency funding relief" for 2011 and subsequent years. With the minimal funding payments made in 2009 and 2010 and the results generally available from investments in 2009 & 2010, the unfunded liability reported at the end of 2009 has very likely not changed to any extent.

As you will have seen in the recent article published by The Vancouver Sun Business section dated August 22, 2011, the financial situation of Catalyst Paper is not strong, they are seeking a merger partner, and simultaneously negotiating with the unsecured bondholders.

My concern is that none of this information will be considered by the Superintendent of Pensions, yet it has a significant impact on Catalyst's ability to fund the pension liabilities and put the Plan on a fully funded and secure footing, which must be of paramount concern to the Superintendent.

To minimize the risks to pensioners and soon-to-be pensioners, it is imperative that Catalyst contribute the "make-up" payments, required by law, in order to restore full funding to our Plan. In 2010, Catalyst was only required to pay \$4 million of make-up, which does almost nothing to reduce their \$81 million deficit.

As you may know, the Superintendent of Pensions has published specific criteria for the granting of such relief, the first and most important being that relief is "demonstrably in the best interests of the plan members". In my opinion, none of the key criteria were satisfied in the Catalyst application for funding relief application relating to 2009 & 2010. And, the same is true for their application relating to 2011 and subsequent years. Any relief granted will have little impact the on-going viability of Catalyst. All it will do is increase the funds available for bondholders in the event the company fails. The make-up payments withheld from my pension plan will go to secured creditors such as government, banks and bondholders.

As I mentioned in my earlier letter, I understand that the decision for relief is the result of a confidential process between the Superintendent's Office and the Plan Administrator, who is employed by the company. Although the interests of plan members are supposed to be placed foremost, they are not consulted and are given no opportunity for input. This is further evidence of how badly the process is flawed.

I would ask you to follow-up on our behalf with both the Minister of Finance and the Superintendent of Pensions, to ensure a responsible review "demonstrably in the best interests of the plan members" and to require the Superintendent to engage in a fully open process, visible to Plan members and recipients of DB pensions from Catalyst. I would further ask that you strongly suggest to the Superintendent that she conduct a thorough, independent analysis of how Catalyst and the Plan 'benefitted' from the relief granted for 2009 & 2010, the results of which should be made public and factor into her decision on the current application from Catalyst Paper.

Respectfully,

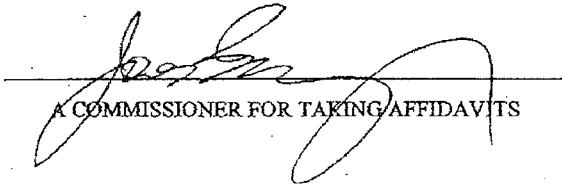

Jeffrey G. Whittaker

16

This is Exhibit "D"

referred to in the affidavit of George Trimble Whittaker

sworn before me, this 20th day of February 2012


A COMMISSIONER FOR TAKING AFFIDAVITS

17

NORSKE SKOG CANADA LTD - TIMBERWEST FOREST CORP.

RETIRED SALARIED EMPLOYEES ASSOCIATION

P.O. Box 19084
1153-56 St
Delta, BC,
V4L 2P8

November 9, 2003

Dear Retiree,

As a salaried retiree, you will likely be interested in our organization which has, as its members, retired salaried employees whose pension and/or benefits are now being provided by TimberWest or Norske Skog. Please take a few minutes to read this note from our non-profit organization interested in maintaining your pension and retirement benefits.

The NSCL/TWFC Retired Salaried Employees Association was formed by a few retirees in 1993, and was incorporated under the Societies Act of British Columbia on October 5th of that year. Its purposes are:

1. To help protect members from negative financial impact.
2. To monitor the Pension funds of NSCL-TWFC and keep members advised thereof.
3. To assist members in any aspect of their pension and retirement benefits that flowed from employment with NSCL-TWFC, their subsidiaries, predecessor companies and successor companies.

Our executive meets with TimberWest Forest Corp, Norske Skog Canada Ltd, and the Pension Standards Branch to keep current with pension and benefit issues.

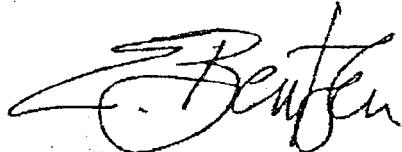
The association is open to any former member or beneficiary of British Columbia Forest Products, Crown Zellerbach Canada Ltd, Crown Forest, Fletcher Challenge Canada, Norske Skog Canada Ltd, TimberWest Forest Corp or any subsidiary or division of these companies, past or present.

Our current membership is 1430, out of an eligible group of about 1700 retirees. Our executive is; Bill Sharkey, President; Alan Statham, Treasurer and Erik Beutzen, Secretary. Jim Rainer, Dick Drake, Don Polak, Bob Beard, Art Braun, Ted Wainwright, Walt Pumfrey and John Fenton are directors representing most predecessor companies and operating regions.

Membership dues are \$10 annually. Upon joining, we will send you a report of the last Annual General Meeting, held in Vancouver each April; the financial report of the last fiscal year; a list of directors with addresses and telephone numbers; and a membership list with names and addresses of all current members and a list of company contacts should you need to discuss your personal pension or benefit matters. We also hold regional meetings annually in Campbell River, Duncan, Victoria, Vancouver and Kelowna in October and November. We will be sending you a notification of the upcoming meeting dates with hope that you will be able to attend one at a location near you.

Please join by sending your cheque made payable to: Retired Salaried Employees Association to the address indicated at the start of this letter. We will keep you informed on matters pertaining to your pension and benefits.

Yours truly,



Erik Bentsen
Secretary

Action No. SI120712
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN:

**IN THE MATTER OF THE COMPANIES' CREDITORS' ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, AS AMENDED**

AND:

**IN THE MATTER OF THE CANADA BUSINESS CORPORATIONS ACT, R.S.C.
1985, c. C-44**

AND:

**IN THE MATTER OF THE BUSINESS CORPORATIONS ACT, S.B.C. 2002, c. 57
PETITIONERS LISTED IN SCHEDULE "A"**

AFFIDAVIT #1 OF JEFFREY GEORGE TRIMBLE WHITTAKER

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