



No. S-120712
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

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

AND:

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

AND:

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*,
SBC 2002, c.-57

AND:

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

PETITIONERS

APPLICATION RESPONSE

Application response of: The Communications, Energy and Paperworkers' Union of Canada, Locals 1, 76, 592, 630, 686, 1123 and 1132 (the "Application Respondents").

To: Service List

THIS IS A RESPONSE TO the Notice of Application of the Catalyst TimberWest Retired Salaried Employees Association ("RSEA").

Part 1: ORDERS CONSENTED TO

1. None.

Part 2: ORDERS OPPOSED

1. All orders sought by the RSEA.

Part 3: ORDERS ON WHICH NO POSITION IS TAKEN

1. None.

Part 4: FACTUAL BASIS

1. The pleadings and Affidavits as filed herein. No additional facts are alleged by the Application Respondents.

Part 5: LEGAL BASIS

1. No deemed trust is created or has priority over secured claims in the circumstances of this case.
2. The Application Respondents rely upon:
 - (a) *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended;
 - (b) *Pension Benefits Standards Act*, R.S.B.C. 1996, c. 352, and the Regulations thereto;
 - (c) The common law;
 - (d) The inherent and equitable jurisdiction of this Court; and
 - (e) Such further and other legal bases as counsel may advise.

Part 6: MATERIAL TO BE RELIED ON

1. The pleadings and materials filed to date;
2. Written argument, to be provided; and
3. Such further material as counsel may advise and this Court may permit.

The Application Respondents estimate that the application will take: 2 to 3 days.

- [x] The Application Respondents have filed in this proceeding a document that contains the Application Respondents' address for service.
- [] The Application Respondents have not filed in this proceeding a document that contains an address for service. The Application Respondents' ADDRESS FOR SERVICE is:

Date: June 13, 2012



Signature of Donald W. Bobert
 [x] Lawyer for the Application Respondents

707 – 1281 West Georgia Street
Vancouver BC V6E 3J7
Tel: 604.681.5600 Fax: 604.681.1475