



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

PETITIONERS

APPLICATION RESPONSE

Application Response of: Wilmington Trust, National Association (the "Application Respondent")

To: Service List

THIS IS A RESPONSE TO the Notice of Application of Ronald Gary McCaig, Jeff Whitaker, Janice Young, Peter Flynn, Patricia Dwornik, and Francesca Pomeroy, acting on their own behalf and on behalf of the Catalyst Salaried Employees and Pensioners Group ("CSEP") filed April 13, 2012.

Part 1: ORDERS CONSENTED TO

1. None.

Part 2: ORDERS OPPOSED

1. The Application Respondent opposes the granting of any of the orders sought in Part 1 of the Notice of Application.

Part 3: ORDERS ON WHICH NO POSITION IS TAKEN

1. None.

Part 4: FACTUAL BASIS

1. The factual basis is as set out in the pleadings and affidavits filed in these proceedings. The Application Respondent does not allege any additional facts.

Part 5: LEGAL BASIS

1. No actual or deemed trust is created by the claims of CSEP members nor do those claims enjoy priority over the 2016 Noteholder security.
2. The Application Respondent will 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 its Regulations, B.C. Reg. 433/93;
 - c. The inherent and equitable jurisdiction of this Honourable Court; and
 - d. Such further and other legal bases as counsel may advise.


Part 6: MATERIALS TO BE RELIED ON

1. The pleadings and materials filed in this action; and
2. Such further and other material as counsel may advise and this Honourable Court may permit.

The Application respondent Estimates that the application will take 3 days.

- ☒ The Application Respondent has filed in this proceeding a document that contains the Application Respondents' address for service.

Date: June 22, 2012



 Signature of Lawyer for the Application
 Respondent

William E.J. Skelly
Heenan Blaikie LLP