

UNITED STATES DISTRICT COURT
DISTRICT OF MAINE

WILLIAM W. ADAMS, et al.,)	
)	
Plaintiffs)	
)	
v.)	Civil No. 00-12-B
)	
BOWATER INCORPORATED,)	
et al.,)	
)	
Defendants)	

RECOMMENDED DECISION

This matter is before the court on plaintiffs’ renewed motion for summary judgment on Counts I, II, and III of the amended complaint, seeking a declaration from this court that defendant Bowater Incorporated (“Bowater”) violated ERISA § 204(g), 29 U.S.C. § 1054(g), when it adopted an amendment to the Bowater Incorporated Pension Plan for Certain Employees of Great Northern Paper, Inc. (“the Plan”) in the summer of 1999 in connection with Bowater’s sale of its subsidiary, Great Northern Paper (“GNP”). Following the commencement of this litigation, the offending amendment was effectively repealed by subsequent amendment on April 25, 2000, and I recommended that the District Court Judge dismiss Count I as moot. The court adopted my recommendation and dismissed that count. Some months later, following limited discovery, I recommended that Counts II and III likewise be dismissed because of additional amendments to the Plan. The First Circuit Court of Appeals vacated those dismissals and remanded the case for further proceedings. Adams v. Bowater Inc., 313 F.3d 611, 615 (1st Cir. 2002).

In February, 2003, I held a conference of counsel to discuss further proceedings. (Docket No. 126). Plaintiffs were ordered to file a renewed dispositive motion addressing the issues under ERISA § 204(g) by February 25, 2003. At the same conference, defendants requested leave to renew their motion to dismiss because of mootness. I indicated that they could file such a motion, but that since the matter had again been referred to me, I intended to issue a recommended decision regarding the merits of the ERISA § 204(g) claim in light of the remand order. Accordingly, on March 18, 2003, defendants filed in conjunction with their response to the plaintiffs' renewed motion for summary judgment, a motion for summary judgment based upon mootness. I now **RECOMMEND** that the court **DENY** the defendants' motion for summary judgment (Docket No. 130); **GRANT** the plaintiffs' motion for summary judgment (Docket No. 127); declare that Bowater violated ERISA § 204(g) when it amended the subject plan in August 1999 to preclude plaintiffs from aging into their accrued benefits; and enjoin Bowater from again amending the plan in a manner that will "decrease," "reduce," or "eliminate" accrued benefits.

Facts and Procedural History

In my Recommended Decision of August 2, 2000, I set forth the undisputed summary judgment facts. I reproduce them here for ease of reference.

Plaintiffs, retirees and employees of Great Northern Paper (GNP), bring this suit alleging that prior to the sale of GNP, Bowater violated ERISA by enacting an amendment to the GNP pension plan that prevented GNP employees from "growing into" their early retirement benefits after September 1, 1999. 29 U.S.C. § 1054(g)(1). Before reciting the facts that led to this suit, it is important to understand the contents of the pension plan at issue.

Under the pension plan, GNP employees could chose three options for early retirement. First, the plan provided early retirement for those employees that reached age fifty-five and had thirty years of service at GNP (55/30 pension). Once age sixty, the pension plan provided those 55/30 employees the same retirement benefits they would have received had they been 65. Further, those

employees who retired between the ages of fifty-five and fifty-nine would receive a four percent reduction for each year their retirement date preceded their sixtieth birthday.

Second, the plan offered early retirement benefits to those employees who reached age fifty-five and completed fifteen years of service with GNP (55/15 pension). Under the plan, those employees received a pension reduced by five to six percent a year from the date of the employee's sixty-fifth birthday.

Third, the plan provided early retirement to those employees who reached age sixty and completed thirty years of service (optional retirement). This optional retirement offered enhancements [sic] to retire by providing additional monthly payments above the pension the employee was entitled to under the plan. Id.

In the summer of 1999 Bowater announced that in connection with the sale of Great Northern Paper (GNP) the name of the pension plan for GNP employees would be changed to Bowater Incorporated Pension Plan for Certain Employees Of Great Northern Paper (hereinafter referred to as "the Plan"). . . . On August 17, 1999, Bowater sold its subsidiary, Great Northern Paper (GNP).

Adams v. Bowater Inc., Rec. Dec. on Defs.' Mot. Sum. J. and Pk.' Mot. Sum. J., Civ. No. 00-12-B, 2000 U.S. Dist. LEXIS 11613, 2000 WL 1092253 (D. Me. Aug. 2, 2000) (record citations omitted). Subsequently, in October 1999, Bowater amended the Plan to state the following: "Participants shall not receive additional credit for Continuous Service on account of employment with the Employer [i.e., GNP] . . . from and after the Closing Date." Following a period of negotiations, Plaintiffs filed suit in January 2000. On April 25, 2000, Bowater re-amended the disputed section to permit plan participants to receive credit for their continuous service at GNP. The April 2000 Amendment applied retroactively to August 1999.

In light of the April Amendment, I recommended that Count I be dismissed as moot and the District Court affirmed. Counts II and III proceeded through limited discovery and then became subject to a second motion for summary disposition. The pertinent summary judgment facts for purposes of that motion were as follows:

Count II and III plaintiffs consist of ten employees of Great Northern Paper (“GNP”) who are participants in the Bowater Incorporated Pension Plan for Certain Employees of Great Northern Paper, Inc. (“Plan”) that provides a “subsidized” early retirement benefit. The Plan, sponsored by Bowater Incorporated (“Bowater”), originally allowed GNP employee-participants to choose among various options for early retirement which, across the continuum, consist of the 55/15 Option, the 55/28 Option, the 55/29 Option, the 55/30 Option, and the 60/30 Option.¹ A participant who elects a higher Option ([e.g.,] 55/30 and 60/30) receives a greater monthly benefit than a participant who elects a lower Option ([e.g.,] 55/15 and 55/28).

...

In the remaining counts, Counts II and III, plaintiffs allege that defendants breached their fiduciary duties by misrepresenting plaintiffs’ rights to grow into benefits, thereby inducing plaintiffs to elect less favorable benefits. The alleged misrepresentations include defendants’ statements in the summer of 1999 that plaintiffs would have to apply for early pension benefits by October 1999, if they wished to preserve a portion of the pension they had earned. Plaintiffs further claim that defendants made misrepresentations when they announced the “illegal” 1999 Amendment. Plaintiffs assert that defendants’ statements and omissions constitute violations of defendants’ duty to accurately explain that employees have a right to receive their entire pension when they grow into the eligibility thresholds. Plaintiffs assert that the 2000 Amendment does not undo the harm caused by defendants’ actions, namely their forgone rights to elect a more favorable Plan Option after completing additional years of service. Although the parties dispute whether defendants made misrepresentations regarding plaintiffs’ benefits, they do not dispute that plaintiffs received less valuable benefits than they otherwise would have if they had not made their election.²

In October 2000, defendants mailed participants an “Important Notice Regarding Supplemental Distributions” (“Notice”) which states that plan participants, including those who took or take less favorable retirement options, are eligible to elect the more favorable options and receive supplemental distributions upon reaching the various thresholds described in the Plan as age and years of service requirements. Defendants subsequently filed a motion for summary judgment asserting that in light of the Notice, Counts II and III were moot. However, in a decision dated May 11, 2001, I recommended that the motion be denied because the Notice, without a plan amendment or court order, did not provide plaintiffs with certainty regarding their entitlement to future relief of their alleged harm. Adams v. Bowater, Inc., [2001 U.S. Dist. LEXIS 6326,] 2001 WL 506873 (D. Me. May 11, 2001), aff’d.

¹ The numbers pertain to the participant’s age and years of service, respectively.

² However, the plaintiffs’ own expert agrees that the June 2001 Amendment that is the subject of this motion will indeed provide these particular plaintiffs with complete relief when they reach their eligibility for supplemental benefits. See Adams v. Bowater, Inc., 2001 WL 506873, *2-3 (D. Me. May 11, 2001), aff’d, Docket No. 90. Plaintiffs have no dissatisfaction with the adequacy of their relief if the current amendment is implemented.

Soon thereafter, defendants adopted the June 15, 2001 Conforming Amendment, which allows certain plan participants to receive supplemental distributions upon reaching each threshold (i.e. 55/28, 55/29, 55/30, and 60/30).

Adams v. Bowater Inc., Rec. Dec. on Pls.' Mot. Sum. J. and Defs.' Mot. Sum. J., Civ. No. 00-12-B, 2001 U.S. Dist. LEXIS 19241, 2001 WL 1497096 (D. Me. Nov. 26, 2001) (record citations omitted). In light of the June 2001 Conforming Amendment, I recommended that Counts II and III be dismissed as moot as Count I had been. Id. Once more the District Court affirmed my recommendation. Plaintiffs appealed.

Following its review, the First Circuit Court of Appeals issued a decision describing the mootness issue as "quite close," but ultimately concluding that certain "considerations work in favor of litigating this case to judgment." Adams, 313 F.3d at 614. The primary considerations were Bowater's persistent unwillingness "either to admit that its amendment was unlawful or to say that it will not be introduced" and the fact that "plaintiffs had already briefed their summary judgment motion on the merits when count I was dismissed." Id. Yet, the Court postulated, "On remand, we do not foreclose the possibility that defendants can make commitments so firm and effective as to preclude the need for litigation." Id. at 615. What might suffice was also suggested by the Court as follows:

Bowater could easily have said on the record that it would not in the future reintroduce for Great Northern workers the substance of the challenged amendment. If this had been done without hesitation in the district court, this almost certainly would have persuaded us that the quarrel was moot.

Id. at 614.

Attempting to satisfy the First Circuit, Bowater has now supplemented its position by incorporating into a new statement of material facts the Declaration of Harry F. Gear, Bowater's Vice President, General Counsel and Secretary. Mr. Gear declares, under penalty of perjury, "Under no circumstances will Bowater adopt any Plan amendment or take any other action

which would rescind the April 25, 2000 or June 25, 2001 Plan amendments.” (Defs.’ St. of Add’l Facts, Docket No. 131, ¶ 4; citing Gear Dec., ¶ 4, attached thereto.) Plaintiffs do not admit, deny, or qualify this declaration, but cryptically state, “The Declaration of Gear speaks for itself. . . . [T]here is no Plan Amendment dated June 25, 2001. Possibly Defendants refer to the Plan Amendment of June 15, 2001 which Plaintiffs request be made secure by Court Order.”

Discussion

Summary judgment is appropriate when the record shows “that there is no genuine issue as to any material fact and that the moving party is entitled to a judgment as a matter of law.” Fed. R. Civ. P. 56(c). A fact is “material” when it has the “potential to affect the outcome of the suit under the applicable law.” Nereida-Gonzalez v. Tirado-Delgado, 990 F.2d 701, 703 (1st Cir. 1993) (citing Anderson v. Liberty Lobby, Inc., 477 U.S. 242, 248 (1986)). A “genuine issue” exists when the evidence is “sufficient to support rational resolution of the point in favor of either party.” Id. In the present case there are no material facts in dispute.

1. The Renewed Claim of Mootness

Bowater’s latest declaration, in my view, does nothing more than recite the present intention of its current corporate officer with responsibility for this litigation. Plaintiffs’ lingering dissatisfaction with Bowater’s position has always been what I have viewed as Bowater’s “litigation strategy” of refusing to concede that the August 1999 Plan Amendment violated ERISA § 204(g). Nothing in the current declaration changes that fact. Indeed, Bowater has aggressively briefed the issue of the asserted legality of the amendment. I therefore do not believe that the issue is rendered moot by the Gear Declaration in light of the Court of Appeals determination that Bowater’s earlier conduct did not render this dispute moot. The Gear

Declaration, in my estimation, does not alter the crucial finding “that the possibility of recurrence is not wholly fanciful.” Adams, 313 F.3d at 614.

2. *The Merits of the ERISA § 204 (g) Claim*

ERISA was enacted by Congress to ensure that workers receive promised pension benefits upon retirement. See Nachman Corp. v. Pension Benefit Guar. Corp., 446 U.S. 359, 375 (1980). ERISA Section 204(g), codified at 29 U.S.C. § 1054(g), prohibits an employer from decreasing or eliminating a plan participant’s accrued retirement benefits by plan amendment. It is commonly referred to as ERISA’s “anti-cutback” provision. See, e.g., Bellas v. CBS, Inc., 221 F.3d 517, 522 (3d Cir. 2000). Since 1984, ERISA has defined early retirement benefits and retirement-type subsidies as being “accrued” for purposes of ERISA’s anti-cutback provisions.³ The parties have never disputed in the context of this litigation that the retirement benefits at issue herein are the kind to which § 204(g) affords protection. The question presented by this case is whether Bowater’s August 13, 1999 Plan Amendment violated ERISA § 204(g)(1) where the Plan Amendment purported to prohibit Plaintiff participants from using continued service with GNP to “grow into” certain retirement benefits. I conclude that it did.

Bowater was the parent company of GNP. At the time of GNP’s sale to a third party—not subject to this litigation—GNP employees remained employed at GNP and remained covered by the same pension plan that had been in place since at least 1997. Bowater essentially retained

³ ERISA § 204 (g), as amended by the Retirement Equity Act (“REA”), Pub.L. No. 98-397, provides:

(g) Decrease of accrued benefits through amendment of plan

(1) The accrued benefit of a participant under a plan may not be decreased by an amendment of the plan, other than an amendment described in section 1082 (c)(8) or 1441 of this title.

(2) For purposes of paragraph (1), a plan amendment which has the effect of –

(A) eliminating or reducing an early retirement benefit or a retirement-type subsidy (as defined in regulations), or

(B) eliminating an option form of benefit, with respect to benefits attributable to service before the amendment shall be treated as reducing accrued benefits. In the case of a retirement-type subsidy, the preceding sentence shall apply only with respect to a participant who satisfies (either before or after the amendment) the pre-amendment conditions for the subsidy.

the obligations of the pension plan, renaming it the “Bowater Incorporated Pension Plan for Certain Employees Of Great Northern Paper.” Bowater then passed the ill-fated October 1999 Amendment, retroactive to August 1999, stating that continuous service at GNP would no longer “count” toward eligibility for the subsidized early retirement plans then available. Even though the effects of the Amendment have long since been undone by subsequent amendments, the Plaintiffs seek and have a right to obtain a declaration from this court regarding the propriety of that amendment. See Adams, 313 F.3d at 614 (“All that plaintiffs have asked is the chance to put the matter completely to rest.”)

A plain reading of § 204(g) would indicate that Bowater engaged in a prohibited cut-back of accrued benefits. This is so because Bowater’s October 1999 Amendment prevented Plaintiffs from aging into their accrued benefits through continued service with GNP. 29 U.S.C. § 1054(g)(1) (“The accrued benefit of a participant under a plan may not be decreased by an amendment of the plan . . .”). Bowater contends that the October 1999 Amendment did not violate ERISA § 204(g) because, due to the prior sale of GNP to a third party, GNP was no longer part of the Bowater “controlled group”⁴ of companies at the time the Amendment took

⁴ The “controlled group” concept is an invention of the Tax Code and is designed to prevent tax evasion in various contexts. For example, Title 26 U.S.C. § 482 provides:

In any case of two or more organizations, trades, or businesses (whether or not incorporated, whether or not organized in the United States, and whether or not affiliated) owned or controlled directly or indirectly by the same interests, the Secretary or his delegate may distribute, apportion, or allocate gross income, deductions, credits, or allowances between or among such organizations, trades, or businesses, if he determines that such distribution, apportionment, or allocation is necessary in order to prevent evasion of taxes or clearly to reflect the income of any of such organizations, trades, or businesses.

See also 26 U.S.C. § 1563(a). Still, the controlled group concept has found its way into several ERISA sections, including 29 U.S.C. § 1060, which provides,

For purposes of sections 1052, 1053, and 1054 of this title, all employees of all corporations which are members of a controlled group of corporations (within the meaning of section 1563(a) of Title 26, determined without regard to section 1563(a)(4) and (e)(3)(C) of Title 26) shall be treated as employed by a single employer.

effect and, thus, Plaintiffs had already been effectively “terminated” from employment with Bowater, the Plan sponsor, and, hence, from participation in the Bowater-sponsored Plan. (Defs.’ Brief in Opp., Docket No. 130, at 3-4.) Interestingly, if this position is correct, then Plaintiffs’ accrued benefits were forfeited as of the closing of the sale, regardless of the subsequent Amendment. I find Bowater’s rationale to be unpersuasive because nothing in ERISA appears to preclude a plan sponsor from continuing to administer accrued benefits for plan participants, simply because those participants are no longer affiliated with the plan sponsor. In the absence of a clear ERISA provision or common law to this effect, I conclude that a participant remains eligible to age into accrued benefits after separation from the sponsor so long as he or she continues to satisfy the requirements set forth in the plan at issue. Here, pursuant to the governing language of the 1997 Bowater Incorporated Pension Plan for Certain Employees of Great Northern Paper, Inc., Plaintiffs continued to qualify as participants and continued to qualify for continuous service credit, even after the sale of GNP’s stock to an entity unaffiliated with Bowater. Indeed, it is precisely because of Plaintiffs’ continued ability to meet the Plan’s participation prerequisites that Bowater sought to cut off their accrued benefits by means of a plan amendment. Unfortunately for Bowater, this approach violated ERISA § 204(g).

The cases relied upon by Bowater do not call this conclusion into question. First, in Andes v. Ford Motor Company, 70 F.3d 1332, 1336 (D.C. Cir. 1995), it was undisputed that the plaintiff-employees of a certain Ford subsidiary/business division were essentially terminated and rehired by a new business entity, and that by virtue of this termination from employment with the former Ford division, the plaintiffs could no longer qualified as participants in Ford’s General Retirement Plan. Andes, 70 F.3d at 1333 (“The DCS employees were given the option

of either working for [the new entity] at 100% of their Ford salaries, excluding benefits, or lose their jobs.”); see also id. (indicating that Ford’s General Retirement Plan provided early retirement benefits to certain “active members” employed “at Ford”) (emphasis added). Thus, unlike the Plaintiffs herein, the plaintiffs in Andes fell outside of the coverage language of their former plan once they became employed by the new entity. Furthermore, when considering the relative persuasiveness of the Andes ruling, it cannot be overlooked that Andes simply did not involve a plan amendment, only an appeal by the plaintiffs therein to have the court construe their termination as a constructive plan amendment. Id. at 1334 (“It is argued that since the [plaintiffs], because of the sale and their termination as Ford employees, could no longer receive credit toward early retirement . . . , the plan was ‘constructively amended.’”). Andes simply does not bear on the facts of this case.

Dade v. North American Philips Corporation, 68 F.3d 1558 (3d Cir. 1995), is to the same effect. There, “[t]he unambiguous terms of the Plan [did] not require [continuing service] credit for service with [the unaffiliated successor employer].” Id. at 1561. In light of the fact that the Dade plaintiffs’ new employment with an unaffiliated employer placed them outside of the plan’s coverage language, Dade similarly presented a situation in which the plaintiffs were appealing to the court for a expansive construction of § 204(g). Id. at 1561-62. The court declined this invitation, observing that the case did not involve a cut-back amendment and that § 204(g) did nothing to modify or redefine the benefit promises made in a given plan. Thus:

Section 204(g) is not applicable under the facts of this case because there has been no amendment of the Plan that reduced a benefit, accrued or otherwise. . . .

In arguing that § 204(g) requires Philips to credit plaintiffs for service with MESCESI, plaintiffs ignore the fact that the REA does not override the conditions originally imposed by the Plan which defined the early retirement benefits when they were created. . . . The early retirement benefits plaintiffs seek were neither promised nor contractually defined.

Id. at 1562. Indeed, if there is a lesson to be drawn from Dade, it is that the Court should “enforce the Plan as written unless [it] find[s] a provision of ERISA that contains a ‘contrary directive.’” Id.; see also Bellas, 221 F.3d at 522, cert. den., 531 U.S. 1104 (2001); cf. Harris v. Harvard Pilgrim Health Care, Inc., 208 F.3d 274, 279 (1st Cir. 2000) (“A primary purpose of ERISA is to ensure the integrity and primacy of the written plans . . . [so that] the plain language of an ERISA plan should be given its literal and natural meaning.”). In my view, Bowater’s highly technical reliance on the “controlled group” concept falls far short of a directive contrary to the plain language of the Plan, not to mention the plain language of § 204(g). Where nothing in the operative, pre-amendment plan language vitiates the plaintiffs’ status as plan participants by virtue of the company’s sale, and the plain language of § 204(g) prohibits the amendment at issue, I fail to understand why the Court should construe a remedial statute and a participant-protective provision in a manner that would deprive those very participants of their accrued benefits.

Finally, Smyth v. Cumberland Farms, Inc., 2002 U.S. Dist. LEXIS 20053, 2002 WL 31371946 (E.D. Pa. Oct. 8, 2002), is wholly inapposite. Smyth arose from an appeal of an administrative denial of benefits in which the court reviewed the reasonableness of the plan administrator’s construction of certain pre-amendment plan language, *i.e.*, “termination from employment,” in accordance with the Internal Revenue Code’s “controlled group” concept. The Smyth court simply concluded that this construction was not unreasonable; it did not conclude that anything in ERISA requires the incorporation of the controlled group concept in the context of a § 204(g) claim such as the one presented herein.

Defendant persists in characterizing this case as turning upon the question of whether ERISA § 204(g) requires a plan sponsor to recognize or credit service with an unrelated

employer. (Def.'s Brief in Opp. at 8, Docket No. 130.) Though Dade may answer that question in the negative, the Dade Court makes clear that whether such service must be recognized is to be determined by reference to the contractual rights created in the plan. 68 F.3d at 1562. The point is that Bowater has not pointed to anything in ERISA that prevents it from crediting continued service with GNP after its sale or to anything in the pre-amendment language of the Plan that would have terminated plaintiffs' status as Plan Participants following the sale of GNP. Under these circumstances, I conclude that Bowater's October 1999 Amendment violated § 204(g) because plaintiffs' accrued benefits were cut off by means of a plan amendment.

Conclusion

Based upon the foregoing, I recommend that the court **GRANT** the plaintiff's motion for summary judgment on all three counts of the complaint (Docket No. 127). I further recommend that the court **DENY** the defendants' motion (Docket No. 130). The court should enter an appropriate order on Count I declaring that the October, 1999, plan amendment violated ERISA § 204(g) and prohibiting the defendants from undertaking any further amendments in violation of § 204(g). As to Counts II and III the court should grant the individual plaintiffs injunctive relief barring defendants from amending the plan in violation of § 204(g) in such a fashion as to prevent these individual defendants from electing to receive supplemental benefits when and if they cross any threshold under the plan that would entitle them to a subsidized retirement benefit.

NOTICE

A party may file objections to those specified portions of a magistrate judge's report or proposed findings or recommended decisions entered pursuant to 28 U.S.C. § 636(b)(1)(B) for which de novo review by the district court is sought, together with a supporting memorandum, within ten (10) days of being served with a copy thereof. A responsive memorandum shall be filed within ten (10) days after the filing of the objection.

Failure to file a timely objection shall constitute a waiver of the right to de novo review by the district court and to appeal the district court's order.

May 30, 2003

Margaret J. Kravchuk

COMPLEX

United States Magistrate Judge

**U.S. District Court
District of Maine (Bangor)
CIVIL DOCKET FOR CASE #: 1:00-cv-00012-GC
Internal Use Only**

ADAMS, et al v. BOWATER INC, et al

Assigned to: JUDGE GENE CARTER

Referred to:

Demand: \$0

Lead Docket: None

Related Cases: None

Case in other court: None

Cause: 29:1001 E.R.I.S.A.: Employee Retirement

Date Filed: 01/25/00

Jury Demand: None

Nature of Suit: 791 Labor: E.R.I.S.A.

Jurisdiction: Federal Question

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V.

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**BOWATER INC PENSION PLAN
FOR CERTAIN EMPLOYEES OF
GREAT NORTHERN PAPER INC**

represented by **DANIEL A. PILEGGI**
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DOES 1-20

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