

CANADA

SUPERIOR COURT
(Commercial Division)

PROVINCE OF QUÉBEC
DISTRICT OF ST-FRANÇOIS

(Sitting as a court designated pursuant to the
Companies' Creditors Arrangement Act, R.S.C.
c. C-36, as amended)

N°: 450-11-000167-134

IN THE MATTER OF THE PLAN OF
COMPROMISE OR ARRANGEMENT OF:

**MONTREAL, MAINE & ATLANTIC
CANADA CO. (MONTREAL, MAINE &
ATLANTIQUE CANADA CIE)**

Debtor

and

**RICHTER ADVISORY GROUP INC.
(RICHTER GROUPE CONSEIL INC.)**

Monitor / Petitioner

MOTION FOR DETERMINATIONS AND DIRECTIONS

(Section 11 of the Companies' Creditors Arrangement Act and paragraph 54 of the Initial Order)

**TO THE HONOURABLE JUSTICE GAETAN DUMAS, J.C.S., THE PETITIONER
RESPECTFULLY SUBMITS:**

I. INTRODUCTION

1. On August 6, 2013, Montreal, Maine & Atlantic Canada Co. (“**MMAC**”) filed a Motion for the Issuance of an Initial Order pursuant to Section 11 of the Companies' Creditors Arrangement Act, R.S.C., 1985, c. C-36, as amended (“**CCAA**”).
2. On August 8, 2013, the Honourable Martin Castonguay, J.S.C., issued an initial order (“**Initial Order**”) which *inter alia* appointed Richter Advisory Group Inc. as the Monitor in these CCAA proceedings (“**Monitor**”).
3. The CCAA proceedings have since been supervised by the Honourable Gaétan Dumas, J.S.C., and the stay of proceedings ordered under the Initial Order has now been extended to June 18, 2021.
4. On October 9, 2015, this Court issued an order entitled *Order Varying the Order Approving the Amended Plan of Compromise and Arrangement* [dated June 8, 2015 (“**Plan**”)] (“**Sanction Order**”).
5. The Plan was implemented on December 22, 2015.
6. On December 4, 2020, the Monitor filed its 33rd Report (“**Monitor's Report**”).

7. In a letter dated December 4, 2020 (Exhibit A to the Monitor's Report), the Province of Quebec ("**Province**") had informed the Monitor that:
 - a. the « *montant final de [ses] dommages se chiffre à 324 856 477 \$, plutôt qu'au montant de 409 313 000 \$ qui avait été fixé dans le Plan d'arrangement.* »;
 - b. the Province could consider a voluntary redistribution « *à l'ensemble des créanciers, incluant le gouvernement du Québec, d'une partie du dividende qui lui est dû, à savoir un montant de 39 609 585 \$, correspondant à la différence entre i) le montant du dividende calculé selon les termes du Plan d'arrangement sur une créance de 409 313 000 \$ [hereinafter \$409M], soit un montant de 191 965 396 \$ et ii) le montant du dividende calculé selon le pourcentage prévu au Plan d'arrangement mais sur la base d'une créance de 324 856 477 \$ [hereinafter \$325M], soit un montant de 152 355 811 \$* ».
 - c. such voluntary redistribution was "*conditionnelle à ce que les avocats des créanciers qui ont des conventions d'honoraires basés sur un pourcentage des sommes reçues par les créanciers confirment avant le 29 janvier 2021 qu'ils ne tenteront pas de percevoir des créanciers des honoraires additionnels en raison de cette redistribution* ».
8. In a letter dated February 22, 2021, the Province informed the Monitor that the Province has not received the confirmation sought from the lawyers described in 7(c) above and requested that the Monitor pay to the Province "*le solde de la distribution due aux termes du Plan au gouvernement du Québec selon les termes du Plan d'arrangement.*" A copy of the February 22, 2021 letter is disclosed herewith as **Exhibit R-1**.
9. Meanwhile, the Monitor has been requested by Mtre. Gloriane Blais, on behalf of certain creditors of MMAC and in collaboration with Mitchell A. Touns and by Mtre. Hans Mercier, acting on behalf of the Meyers & Flowers/Webster litigation group and the Touns litigation group, to withhold any further payments to the Province under the terms of the Plan.
10. Mtre. Hans Mercier, acting on behalf of the Meyers & Flowers/Webster litigation group and the Touns litigation group, also argues that the Province's Proven Claim should be determined further to the Monitor's review of the Province's proof of claim under the Claims Resolution Order issued by this Court on April 15, 2015, and that the Plan should be amended after such a review to reflect the determined amount of the Province's Proven Claim.
11. Paragraph 123 of the Sanction Order provides that "*the Monitor [...] may, from time to time, apply to this Court for any advice, directions or determinations [...] in respect of resolving any matter or dispute relating to the Plan [...], including, without limitation, regarding the distribution mechanics under the Plan*"
12. The Monitor respectfully seeks determinations and directions from this Court with respect to the foregoing and the following issues.

II. ISSUES

13. Is the Province entitled to a distribution based on a Proven Claim of \$409M or should its distribution be based on a Proven Claim in the amount of \$325M or on a Proven Claim in an amount to be determined further to a review of the Province's proof of claim under the Claims Resolution Order.
14. If the Province is not entitled to a distribution based on a Proven Claim of \$409M but is rather entitled to a distribution based on a Proven Claim in the amount of \$325M or on a Proven Claim amount to be determined further to a review of the Province's proof of claim under the Claims Resolution Order, how is this distribution to be calculated and, if this recalculation requires an amendment to the Plan, can the Plan be amended.

III. FACTUAL BACKGROUND

15. The Plan is the result of negotiations held during many months in the fall of 2014 between all major stakeholders including the Province and Me Hans Mercier' principals as well as Class Counsel (as defined in the Plan) and Me Blais' principals; the Plan achieves a compromise of a multitude of positions.
16. A critical section of the Plan is section 4.2 "Distributions to Creditors":

Distribution to Creditors

The following Creditors having Proven Claims shall be entitled to distribution under this Plan as follows:

- (a) Creditors having Wrongful Death Claims shall, in the aggregate, receive 24.1% of the Funds for Distribution in full and final satisfaction of their Proven Claims as against the Released Parties [...] in accordance with the mechanism set forth in Schedule E hereto.*
- (b) Creditors having Bodily Injury and Moral Damages Claims shall, in the aggregate, receive 10.4% of the Funds for Distribution in full and final satisfaction of their Proven Claims as against the Released Parties [...] in accordance with the mechanism set forth in Schedule F hereto.*
- (c) Creditors having Property and Economic Damages Claims shall, in the aggregate, receive 9.0% of the Funds for Distribution in full and final satisfaction of their Proven Claims as against the Released Parties [...] in accordance with the mechanism set forth in Schedule G hereto.*
- (d) Creditors having Subrogated Insurer Claims shall, in the aggregate, receive 4.1% of the Funds for Distribution in full and final satisfaction of their Proven Claims as against the Released Parties. [...]*
- (e) Creditors having Government Claims shall, in the aggregate, receive 52.4% of the Funds for Distribution in full and final satisfaction of their Proven Claims as against the Released Parties. This amount will be distributed by the Monitor on a pro rata basis amongst the Province, the City of Lac-Mégantic, the Attorney General of Canada (on behalf of Canada Economic Development for Quebec Regions) and the Commission de la Santé et de la Sécurité au Travail (CSST). For the purpose of this Plan, the Proven Claims of the Province, the City of Lac-Mégantic, the Federal Government of Canada (Economic Development of Canada, Quebec Regions) and the*

Commission de la Santé et de la Sécurité au Travail (CSST) are evaluated and established as follows:

- (i) *Province: CAD\$409,313,000 (or 9489.9% of the Government Claims)*
- (ii) *The City of Lac-Mégantic: ~~CAD\$5,000,000~~ CAD\$20,000,000 (or 4.4% of the Government Claims)*
- (iii) *The Attorney General of Canada (on behalf of Canada Economic Development for Quebec Regions): CAD\$21,000,000 (or ~~4.8%~~ 4.6% of the Government Claims)*
- (iv) *CSST: CAD\$~~313,775~~ 4,915,257 (or ~~0.1%~~ 1.1% of the Government Claims)*

[...]

- 17. Sub-section 4.2(e) of the Plan describes the distribution to holders of Government Claims, namely the Province, the City of Lac-Mégantic and the Attorney General of Canada (the CSST, now the CNESST, was initially included in the Government Claims but subsequently amended its claim to nil).
- 18. In June 2014, the Province's proof of claim had been filed for the aforementioned amount of \$409M, which included a provision for damages to be incurred as well as a provision for damages incurred but not yet quantified.
- 19. In January 2015, a draft of the Plan is filed in the Court record and sub-section 4.2(e) thereof states that "[f]or the purposes of this Plan the Proven Claim of the Province [is] evaluated and established [at] CAD\$409,313,000" (our underline).
- 20. A Proven Claim, as defined in the Plan, is a "*Claim finally determined, settled or accepted for the purposes of voting and distribution purposes in accordance with the provisions of this Plan or the Claims Resolution Order*".
- 21. The Plan was subsequently unanimously approved by the creditors, sanctioned by the Court and implemented.

IV. PROVINCE'S POSITION

- 22. The Province's position, as understood by the Monitor, is that:
 - a. the language used in 4.2(e) of the Plan was used to settle the amount of the Province's Proven Claim in order to allow the major stakeholders to negotiate the distribution percentages of the Funds for distribution (as defined in the Plan) to the five (5) categories of creditors described in 4.2 of the Plan without having to wait for a final and definitive accounting of the damages to be claimed by the Province;
 - b. the distribution to the Province would be based on the amount of \$409M whether the amount of damages suffered by the Province was ultimately established to be lower or higher than the amount of \$409M;
 - c. as it became apparent that the amount of damages actually suffered by the Province would be substantially less than \$409M, the Province considered whether it would voluntarily redistribute part of its distribution;

- d. initially, the Province considered a voluntary redistribution to the City of Lac-Mégantic but eventually decided that this voluntary redistribution would be to all creditors, provided that the « *avocats des créanciers qui ont des conventions d'honoraires basés sur un pourcentage des sommes reçues par les créanciers confirment [...] qu'ils ne tenteront pas de percevoir des créanciers des honoraires additionnels en raison de cette redistribution* »;
- e. the Province then considered what amount it would voluntarily redistribute;
- f. the Province decided it would redistribute that portion of its distribution which would be in excess of the distribution the Province would have received based on a claim of \$325M, using the same recovery rate as the rate generated under the terms of the Plan on its claim of \$409M, namely 46.9% (\$192M/\$409M);
- g. a recovery rate of 46.9% applied to a claim of \$325M is approximately \$152M;
- h. the Province then considered that the difference of approximately \$39M (\$192M less \$152M) would be considered as additional Funds for Distribution (as defined in the Plan) and distributed as if it were distributed in accordance with the terms of the Plan, including a portion thereof being distributed to the category of Government Claims;
- i. the following table from the Monitor's Report illustrates the result of the foregoing:

Montreal, Maine & Atlantic Canada Co.				
Distributions and Estimated Recovery				
As at November 30, 2020				
	Original Estimated Distribution	Total Redistribution Amount	Redistribution by the Province of Quebec	Revised Estimated Distribution by Category
Wrongful Death Claims	\$121,853,060	\$ -	\$ 10,606,005	\$ 132,459,066
Bodily Injury and Moral Damage Claims	51,259,887	-	4,650,061	55,909,948
Property and Economic Damages Claims	25,696,116	-	2,403,466	28,099,582
Province du Quebec Claim	191,965,396	(39,609,585)	19,083,345	171,439,156
Lac Megantic Claim	10,038,010	-	1,174,879	11,212,888
Government of Canada Claim ¹	-	-	-	-
Subrogated Insurer Claims	17,684,170	-	1,691,829	19,375,999
	<u>\$418,496,639</u>	<u>\$(39,609,585)</u>	<u>\$ 39,609,585</u>	<u>\$ 418,496,639</u>

¹ The Government of Canada's distribution is redistributed to the other categories in accordance with section 4.3 of the Amended Plan.

- j. the Province understands there are fee arrangements entered into by certain creditors and that the Province is not a party to those arrangements;
- k. however, the Province considers that its redistribution is a voluntary payment to be made by the Province outside the terms of the Plan and that the Province can therefore impose conditions with respect to its voluntary redistribution; and
- l. the Province will not voluntarily redistribute public funds if those funds are used to pay additional legal fees instead of being used to compensate damages.

V. OTHER STAKEHOLDERS POSITION

- 23. As mentioned above, Me Hans Mercier, acting on behalf of the Meyers & Flowers/Webster litigation group and the Toups litigation group, argues that the Province’s Proven Claim has not been settled at \$409M by the terms of the Plan, that it should be determined further to the Monitor’s review of the Province’s proof of claim under the Claims Resolution Order and that the Plan should be, after that review, amended to reflect the determined amount of the Province’s Proven Claim.
- 24. Me Hans Mercier does not however provide how the Plan can be amended.

VI. AMOUNTS INVOLVED

- 25. As mentioned above, if the Province’s Proven Claim is determined to be \$409M, the Province would be entitled under the terms of the Plan to a distribution of \$191,965,396 which represents a recovery rate of 46.9%.
- 26. Further to the Province’s proposed voluntary redistribution of \$39M (paragraph 22(h)), the Province would receive a total of \$171,439,156 (paragraph 22(i)), which would represent a recovery rate of 52.8%.
- 27. The following table summarizes the impact of the Province’s proposed voluntary redistribution of \$39M on the recovery rates for the holders of claims in all the categories set out in section 4.2 of the Plan. As it appears from the table, all holders will see an increase in their recovery rates based on the proposed voluntary redistribution:

Montreal, Maine & Atlantic Canada Co. Estimated Recovery (Before and After Province's Proposed Redistribution)		
	<u>Original Recovery %</u>	<u>Revised Recovery %</u>
Wrongful Death Claims	60.9%	66.2%
Bodily Injury and Moral Damage Claims	51.3%	55.9%
Property and Economic Damages Claims	56.8%	62.1%
Province du Quebec Claim	46.9%	52.8%
Lac Megantic Claim	50.2%	56.1%
Government of Canada Claim ¹	0.0%	0.0%
Subrogated Insurer Claims	52.5%	57.5%

¹ The Government of Canada's distribution is redistributed to the other categories in accordance with section 4.3 of the Plan.

28. If the Province’s Proven Claim is not the amount of \$409M set out in sub-section 4.2(e) of the Plan but another amount determined further to a review of the Province’s proof of claim, and the amount of \$409M in sub-section 4.2(e) of the Plan is replaced with the newly determined amount of the Province’s Proven Claim and the distribution is then calculated on the same basis as the one used to calculate the original distribution based on a Proven Claim of \$409M, the rate of recovery for the holders of Government Claims would increase but the recovery rates on the claims in the other categories set out in section 4.2 of the Plan would remain essentially unchanged.
29. As an example, if the Province’s Proven Claim is determined to be the amount of \$325M, the Province would be entitled to a distribution of \$187,310,814 which would represent a recovery rate of 57.7%.

Montreal, Maine & Atlantic Canada Co. Distributions and Estimated Recovery Revised Province Claim						
	Original Claim Amount	Original Estimated Distribution	Recovery %	Revised Claim Amount	Revised Estimated Distribution by Category	Revised Recovery %
Wrongful Death Claims	\$ 200 000 000	\$ 121 853 060	60,9%	\$ 200 000 000	\$ 123 203 582	61,6%
Bodily Injury and Moral Damage Claims	100 000 000	51 259 887	51,3%	100 000 000	51 931 791	51,9%
Property and Economic Damages Claims ¹	45 252 862	25 696 116	56,8%	45 252 862	25 996 705	57,4%
Province du Quebec Claim	409 312 923	191 965 396	46,9%	324 856 477	187 310 814	57,7%
Lac Megantic Claim	20 000 000	10 038 010	50,2%	20 000 000	12 361 140	61,8%
Government of Canada Claim ²	21 000 000	-	0,0%	21 000 000	-	0,0%
Subrogated Insurer Claims	33 701 000	17 684 170	52,5%	33 701 000	17 692 607	52,5%
	<u>\$ 829 266 785</u>	<u>\$ 418 496 639</u>		<u>\$ 744 810 339</u>	<u>\$ 418 496 639</u>	

¹ Represents the proven value of the claims after review by the Monitor as opposed to the \$75M provision as set out in the Plan.

² The Government of Canada’s additional distribution of \$2.3M is redistributed to the other categories in accordance with section 4.3 of the Plan.

30. A distribution based on a Proven Claim of \$325M calculated under the terms of the Plan is therefore substantially less advantageous to the claimants in the other categories than the voluntary redistribution proposed by the Province (paragraph 22(i)).
31. The Province has been paid an interim distribution of \$93,446,295 on its claim of \$409M.
32. If the Province’s Proven Claim is determined to be \$409M, the Province would thus still be owed an amount of \$98,519,101 (i.e. \$191,965,396 less \$93,446,295).
33. If the Province’s Proven Claim is determined to be \$325M, the Province would thus still be owed an amount of \$93,864,519 (i.e. \$187,310,814 less \$93,446,295).

VII. ALTERNATIVES

34. If the Province’s Proven Claim is determined to have been settled at an amount of \$409M under the terms of sub-section 4.2(e) of the Plan, the Province has indicated that it will consider, as described above, a voluntary redistribution of a portion of its distribution

based on a claim of \$409M to all the other creditor categories set out in sub-section 4.2(e) of the Plan, as illustrated in paragraph 7 of the Monitor's Report and in paragraph 22(i) hereof.

35. If the Court determines that the language used in sub-section 4.2(e) of the Plan does not settle the amount of the Proven Claim of the Province then the Monitor needs and respectfully requests directions concerning the determination of the amount of the Province's claim.
36. If the Court determines that the amount of the Province's Proven Claim must be determined in accordance with the Claims Resolution Order then the Monitor needs and respectfully requests directions from this Court concerning the treatment of the Province's claim under the terms of the Plan once it has been determined under the Claims Resolution Order.
37. Indeed, assuming the amount of the Province's Proven Claim is determined to be an amount other than the amount \$409M, the Monitor, in accordance with i) the determination by the Court that the amount of the Province's Proven Claim was not settled by the terms of sub-section 4.2(e) of the Plan and ii) the terms of the Plan, would, in the absence of judicial directions, replace the amount of \$409M in sub-section 4.2(e) of the Plan with the newly determined amount of the Province's Proven Claim and recalculate the distributions to the holders of Government claims (as was done when the CNESST amended its claim to nil).
38. This recalculation would yield the result described in paragraphs 28 and 29 above, based on a Proven Claim of \$325M.
39. However, as mentioned above, Me Hans Mercier has requested that instead of this substitution of the amount of \$325M for the amount of \$409M in sub-section 4.2(e) of the Plan, the distribution percentages to the five (5) categories of creditors described in sub-section 4.2 of the Plan be recalculated.
40. Me Hans Mercier has not however provided how those percentages should be recalculated.
41. A recalculation of the distribution percentages to the five (5) categories of creditors described in sub-section 4.2 of the Plan is not simply a mathematical recalculation, it is an amendment to the Plan and the Monitor would need directions as to how to recalculate the percentages and how to proceed to an amendment of the Plan, which has already been implemented.

VIII. MONITOR'S POSITION

42. As mentioned above, the Plan is the result of negotiations held during many months in the fall of 2014 between all major stakeholders including the Province and Me Hans Mercier' principals as well as Class Counsel (as defined in the Plan) and Me Blais' principals and it achieves a compromise of a multitude of positions.

43. The Plan allowed for the sharing of a yet undetermined amount through an agreement on the relative shares of that amount which would ultimately be distributed to each of the categories of creditors set out in sub-section 4.2 of the Plan, which agreement was itself based on an agreement between the categories of creditors as to how to ascertain the amount of the claims in each category.
44. For example, the Monitor understands that the Province would not necessarily have agreed to the amounts to be distributed to the holders of Wrongful Death Claims or to the holders of Bodily Injury and Moral Damages claims (sub-sections 4.2(a) and (b) of the Plan) if those holders had not in return agreed to the amounts to be distributed to the holders of Government Claims.
45. The language used in sub-section 4.2(e) of the Plan is particular and the Monitor believes it was used to settle the amount of the Province's Proven Claim.
46. Consequently, the Monitor believes the Province is entitled to a distribution under the terms of the Plan based on a Proven Claim in the amount of \$409M.

FOR THESE REASONS, MAY IT PLEASE THIS HONORABLE COURT TO:

DETERMINE whether the Proven Claim of the Province is under the terms of sub-section 4.2(e) of the Plan in the amount of \$409 313 000; and if not,

DIRECT the Monitor to determine the amount of the Proven Claim of the Province in accordance with the Claims Resolution Order; and

DETERMINE whether the distribution to the Province is to be calculated in accordance with sub-section 4.2(e) of the Plan using the amount of the Province's Proven Claim as determined in accordance with the Claims Resolution Order; and if not

DIRECT the Monitor as to how to calculate the distribution to the Province.

THE WHOLE WITHOUT COSTS.

MONTREAL, March 19, 2021

Woods s.e.n.c.r.l./LLP

Woods LLP

Attorneys for the Monitor / Petitioner

CANADA

SUPERIOR COURT
(Commercial Division)

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Monitor / Petitioner

AFFIDAVIT OF ANDREW ADESSKY

I, the undersigned, Andrew Adessky, partner at Richter Advisory Group Inc., doing business at 1981 McGill College, 11th Floor, Montreal, Québec, H3A 0G6, solemnly declare as follows:

1. I am an authorized representative of the Monitor;
2. All the facts alleged in the *Motion for determinations and directions* are true.

AND I HAVE SIGNED:

ANDREW ADESSKY

SWORN TO before me in Montreal, Quebec,
this 19 day of March 2021

Commissioner of oaths for the province of Quebec



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**RICHTER ADVISORY GROUP INC.
(RICHTER GROUPE CONSEIL INC.)**

Monitor / Petitioner

NOTICE OF PRESENTATION

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1. PRESENTATION OF THE PROCEEDING

TAKE NOTICE that the present *Motion for determinations and directions* will be presented for adjudication to the Honourable Justice Gaétan Dumas, J.C.S., in the Commercial Practice Division of the Superior Court, in Courtroom 2 of the Sherbrooke Courthouse on April 15, 2021, at 8:45 a.m., or as soon as counsel may be heard.

2. HOW TO JOIN THE VIRTUAL CALLING OF THE ROLL IN PRACTICE DIVISION

The contact information to join the calling of the roll of room 2 is as follows:

a) using Teams:

Rejoindre sur votre ordinateur ou votre appareil mobile

[Cliquez ici pour participer à la réunion](#)

Rejoindre à l'aide d'un appareil de vidéoconférence

teams@teams.justice.gouv.qc.ca

ID de la vidéoconférence: 117 246 011 3

[Autres instructions relatives à la numérotation VTC](#)

Ou composer le numéro (audio seulement)

+1 581-319-2194,,110723784# Canada, Quebec

(833) 450-1741,,110723784# Canada (Numéro gratuit)

ID de téléconférence: 110 723 784#

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You must then enter your name and click “Join Now”. To facilitate the process and the

identification of participants, we ask that you enter your name in the following manner:

Attorneys: Mtre Name, Surname (name of party represented)

Trustees: Name, Surname (trustee) Superintendent: Name, Surname (superintendent)

Parties not represented by an attorney: Name, Surname (specify: plaintiff, defendant, applicant, respondent, creditor, opposing party, or other)

Persons attending a public hearing may simply indicate “public”.

b) by telephone:

Canada, Quebec (Charges will apply): +1 581-319-2194

Canada (Toll free): (833) 450-1741

Conference ID: 110 723 784#

c) by videoconference: teams@teams.justice.gouv.qc.ca VTC

Conference ID: 117 246 011 3

d) in person: if and only if you do not have access to one of the above-mentioned technological means. You may then go to room 2 of the Sherbrooke Courthouse, located at: 375, rue King Ouest, Sherbrooke, Quebec

3. FAILURE TO PARTICIPATE IN THE VIRTUAL CALLING OF THE

TAKE NOTE that if you wish to contest the proceeding, you must inform in writing the party that initiated the proceeding at the contact information indicated in this notice of presentation at least 48 hours before the date of presentation of the proceeding and participate in the virtual calling of the roll. Otherwise, a judgment may be rendered against you during the presentation of the proceeding, without further notice or delay.

DO GOVERN YOURSELVES ACCORDINGLY.

MONTREAL, March 19, 2021

Woods s.e.n.c.r.l./LLP

Woods LLP

Attorneys for the Monitor / Petitioner

CANADA

SUPERIOR COURT
(Commercial Division)

PROVINCE OF QUÉBEC
DISTRICT OF ST-FRANÇOIS

(Sitting as a court designated pursuant to the
Companies' Creditors Arrangement Act, R.S.C.
c. C-36, as amended)

N°: 450-11-000167-134

IN THE MATTER OF THE PLAN OF
COMPROMISE OR ARRANGEMENT OF:

**MONTREAL, MAINE & ATLANTIC
CANADA CO. (MONTREAL, MAINE &
ATLANTIQUE CANADA CIE)**

Debtor

and

**RICHTER ADVISORY GROUP INC.
(RICHTER GROUPE CONSEIL INC.)**

Monitor / Petitioner

LIST OF EXHIBITS

Exhibit R-1: Letter from Mr. Frédéric Maheux to Mr. Gilles Robillard and Mr.
Andrew Adessky, dated February 22, 2021.

MONTREAL, March 19, 2021

Woods s.e.n.c.r.l./LLP

Woods LLP

Attorneys for the Monitor / Petitioner

Le 22 février 2021

Monsieur Gilles Robillard
Monsieur Andrew Adessky
Richter Groupe Conseil inc.
La Tour Richter
1981, McGill College, #1100
Montréal (Québec) H3A 0G6

Messieurs,

La présente fait suite à notre dernière correspondance du 4 décembre dernier relativement aux procédures en vertu de la *Loi sur les arrangements avec les créanciers des compagnies* dans l'affaire du plan de transaction et d'arrangement de Montréal, Maine & Atlantique Canada Cie (le « Plan d'arrangement »).

Nous vous informons alors de l'intention du gouvernement du Québec de procéder à la redistribution d'un montant d'environ 39 millions de dollars, selon certaines modalités.

Cette redistribution était toutefois conditionnelle à ce que les avocats des créanciers qui peuvent avoir droit à des honoraires basés sur un pourcentage des sommes reçues par les créanciers confirment avant le 29 janvier 2021 qu'ils ne tenteront pas de percevoir des créanciers des honoraires additionnels en raison de cette redistribution.

Nous comprenons qu'aucun de ces avocats n'a accepté cette condition, certains l'ayant refusée expressément.

Dans ces circonstances, nous demandons au Contrôleur de nous verser le solde de la distribution due aux termes du Plan au gouvernement du Québec selon les termes du Plan d'arrangement.

Vous pouvez informer la Cour et les créanciers de ce qui précède au moment qui vous conviendra.

Nous vous prions de recevoir, Messieurs, nos salutations distinguées.

A handwritten signature in blue ink, consisting of stylized cursive letters that appear to read 'F. Maheux'.

Me Frédéric Maheux