

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

In re:

MONTREAL MAINE & ATLANTIC
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670

Chapter 11

NOTICE OF HEARING

Kugler Kandestin LLP (“Kugler Kandestin”), special counsel to Robert J. Keach, the Estate Representative (the “Estate Representative”) of the bankruptcy estate of Montreal Maine & Atlantic Railway, Ltd. (the “Debtor”), has filed the *Fifth Interim Application for Compensation and Reimbursement of Expenses for Kugler Kandestin LLP, as Special Counsel to Robert J. Keach, Estate Representative, for the Period March 15, 2021 through and including July 22, 2021* (the “Fee Application”).

A hearing on the Fee Application is set to take place at the United States Bankruptcy Court, 537 Congress Street, 2nd Floor, Portland, Maine, on **January 4, 2022 at 9:00 a.m. E.S.T.** (the “Hearing”). If you intend to participate in the Hearing via telephone, you are required to register with CourtCall at 1-866-582-6878, no later than 3:00 p.m. the last business day prior to the Hearing. You are invited to attend the Hearing.

By the Fee Application, Kugler Kandestin seeks a total amount of **CAD 47,553.27**, which includes **CAD 46,876.00** for compensation of professional fees and **CAD 677.25** for reimbursement of expenses incurred with respect to services rendered on behalf of the Estate Representative during the period of March 15, 2021 through and including July 22, 2021 (the “Compensation Period”). Kugler Kandestin seeks an order authorizing and approving this compensation for fees and expenses incurred during the Compensation Period on an interim basis.

On November 17, 2016, Kugler Kandestin filed the First Interim Application for Compensation and Reimbursement of Expenses for Kugler Kandestin, LLP, as Special Counsel to the Estate Representative, Robert J. Keach, for the period from December 23, 2015 Through November 3, 2016 [Docket No. 2255] (the “First Interim Fee Application”). With respect to the First Interim Fee Application, the Court awarded Kugler Kandestin fees in the amount of CAD 24,800.00 and expenses in the amount of CAD 110.89.

On May 8, 2018, Kugler Kandestin filed the Second Interim Application for Compensation and Reimbursement of Expenses for Kugler Kandestin, LLP, as Special Counsel to the Estate Representative, Robert J. Keach, for the period from February 24, 2017 Through April 27, 2018 [Docket No. 2453] (the “Second Interim Fee Application”). With respect to the

Second Interim Fee Application, the Court awarded Kugler Kandestin fees in the amount of CAD 20,634.00 and expenses in the amount of CAD 10.96.

On January 29, 2019, Kugler Kandestin filed the Third Interim Application for Compensation and Reimbursement of Expenses for Kugler Kandestin LLP as Special Counsel to the Estate Representative, Robert J. Keach, for the Period of July 6, 2018 Through and Including December 20, 2018 [Docket No. 2453] (the “Third Interim Fee Application”). With respect to the Third Interim Fee Application, the Court awarded Kugler Kandestin fees in the amount of CAD 8,125.00 and expenses in the amount of CAD 1,088.11.

On February 3, 2021, Kugler Kandestin filed the Fourth Interim Application for Compensation and Reimbursement of Expenses for Kugler Kandestin LLP as Special Counsel to the Estate Representative, Robert J. Keach, for the Period of January 29, 2019 Through and Including November 30, 2020 [Docket No. 2579] (the “Fourth Interim Fee Application”). With respect to the Fourth Interim Fee Application, the Court awarded Kugler Kandestin fees in the amount of CAD 7,600.00 and expense in the amount of CAD 3.20.

Your rights may be affected. You should read these papers carefully and discuss them with your attorney, if you have one in this bankruptcy case. If you do not have an attorney, you may wish to consult one.

If you do not want the court to approve the Fee Application, or if you want the court to consider your views on the Fee Application, then on or before **December 30, 2021**, you or your attorney must file with the court a written response explaining your position. If you are not able to access the CM/ECF Filing System, your response should be served upon the Court at:

Monica Bigley
United States Bankruptcy Court
202 Harlow Street
Bangor, Maine 04401

-and-

Adam R. Prescott, Esq.
Bernstein, Shur, Sawyer & Nelson, P.A.
100 Middle St., PO Box 9729
Portland, Maine 04104-5029

If you have to mail your response to the Court for filing, you must mail it early enough so that the Court will receive it on or before the date stated above.

If you or your attorney do not take these steps, the Court may decide that you do not oppose the relief sought in the Fee Application and may enter an order granting that relief.

DATED: December 2, 2021

**ROBERT J. KEACH,
ESTATE REPRESENTATIVE OF THE POST-
EFFECTIVE DATE ESTATE OF MONTREAL
MAINE & ATLANTIC RAILWAY, LTD.**

By his counsel:

/s/ Adam R. Prescott

Adam R. Prescott, Esq.

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Email: aprescott@bersnsteinshur.com

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

In re:

MONTREAL MAINE & ATLANTIC
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Bk. No. 13-10670

Chapter 11

**FIFTH INTERIM APPLICATION FOR COMPENSATION AND REIMBURSEMENT
OF EXPENSES FOR KUGLER KANDESTIN LLP, AS SPECIAL COUNSEL TO
ROBERT J. KEACH, ESTATE REPRESENTATIVE, FOR THE PERIOD
MARCH 15, 2021 THROUGH AND INCLUDING JULY 22, 2021**

Name of Applicant:	Kugler Kandestin LLP
Authorized to Provide Professional Services as:	Special Counsel to Robert J. Keach, estate representative of the Debtor's post-effective date estate
Petition Date:	August 7, 2013
Date of Retention:	August 29, 2013*
Period for Which Compensation and Reimbursement is Sought:	March 15, 2021 through July 22, 2021
Total Amount of Compensation sought as actual, reasonable and necessary: [†]	<u>CAD 46,876.00</u>
Total Amount of Expenses sought as actual, reasonable and necessary:	<u>CAD 677.25</u>
Total Fees and Expenses Requested During Compensation Period:	<u>CAD 47,553.25</u>

This is an Interim Application.

* Kugler Kandestin LLP ("Kugler Kandestin") was retained on this date as special counsel to Robert J. Keach in his capacity as chapter 11 trustee for the Debtor's estate. In his capacity as estate representative of the post-effective date estate of the Debtor (the "Estate Representative"), pursuant to the terms of the *Trustee's Revised First Amended Chapter 11 Plan of Liquidation, Dated July 15, 2015 (As Amended on October 8, 2015)* [D.E. 1822] (the "Plan"), Mr. Keach selected Kugler Kandestin as counsel on the Effective Date (as defined in the Plan).

[†] As discussed herein, Kugler Kandestin LLP, a Canadian entity, is entitled to seek compensation based on hourly billing rates in Canadian Dollars.

COMPENSATION BY PROFESSIONAL DURING COMPENSATION PERIOD

PROFESSIONAL	HOURLY BILLING RATES	TOTAL BILLED HOURS	TOTAL COMPENSATION
ASSOCIATE			
Jeremy Cuttler	CAD 400.00	58.3	CAD 23,320.00
Eva Richard	CAD 315.00	17.4	CAD 5,481.00
Gerald F. Kandestin	CAD 750.00	24.1	CAD 18,075.00
TOTAL		99.8	CAD 46,876.00

Blended professional hourly rate: CAD 469.70

EXPENSE SUMMARY FOR COMPENSATION PERIOD

EXPENSE	Amount
Bailiff	CDN 562.30
Court Docket Search	CDN 7.70
Court Fees	CDN 89.75
Process Server Fees	CDN 17.50
Total:	CDN 677.25

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**FIFTH INTERIM APPLICATION FOR COMPENSATION AND REIMBURSEMENT
OF EXPENSES FOR KUGLER KANDESTIN LLP, AS SPECIAL COUNSEL TO
ROBERT J. KEACH, ESTATE REPRESENTATIVE, FOR THE PERIOD
MARCH 15, 2021 THROUGH AND INCLUDING JULY 22, 2021**

Kugler Kandestin LLP (“Kugler Kandestin”), special counsel to Robert J. Keach, the estate representative (the “Estate Representative”) of the post-effective date estate of Montreal Maine & Atlantic Railway, Ltd. (“MMA” or the “Debtor”),¹ submits this fifth application (the “Fee Application”) seeking compensation for professional services and reimbursement of expenses on an interim basis for the period from March 15, 2021, through and including July 22, 2021 (the “Compensation Period”). In support of the Fee Application, Kugler Kandestin states as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding pursuant to 28 U.S.C. §157(b)(2). The statutory predicates for the relief sought herein are sections 327(a) and 330 of the Bankruptcy Code, Federal Rule of Bankruptcy Procedure 2016(a), and Rule 2016-1 of the local rules of this Court (the “Local Rules”).

¹ In accordance with the Trustee’s confirmed chapter 11 plan (the “Plan”), Robert J. Keach became the Estate Representative of the post-effective date estate of MMA on the effective date of the Plan, December 22, 2015. See Plan, § 6.1(a).

BACKGROUND

2. On August 7, 2013 (the “Petition Date”), the Debtor filed a voluntary petition for relief under chapter 11 of 11 U.S.C. § 101 et seq. (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Maine (the “Bankruptcy Court”). On August 21, 2013, the United States Trustee (the “U.S. Trustee”) appointed Robert J. Keach as chapter 11 trustee (the “Trustee”) to serve in the Debtor’s chapter 11 case (the “Case”) pursuant to 11 U.S.C. § 1163.

3. On August 27, 2013, the Trustee filed his *Application for Order, Pursuant to Sections 327 and 328 of the Bankruptcy Code, Authorizing the Employment of Kugler Kandestin, LLP as Special Counsel for the Trustee* [D.E. 103] (the “Retention Application”). Thereafter, on August 28, 2013, the Trustee filed his *Amended Application for Order, Pursuant to Sections 327 and 328 of the Bankruptcy Code, Authorizing the Employment of Kugler Kandestin, LLP as Special Counsel for the Trustee* [D.E. 108] (the “Amended Retention Application”).

4. On August 29, 2013, the Court entered an order granting the relief sought in the Amended Retention Application [D.E. 122]. On September 3, 2013, the Court entered the amended order authorizing the employment of Kugler Kandestin as special counsel to the Trustee pursuant to sections 327 and 328 of the Bankruptcy Code [D.E. 143] (the “Amended Retention Order”).

5. As set forth in the Amended Retention Order, Kugler Kandestin is authorized to provide legal services “relating to (i) all matters of Canadian law and procedure pertaining to the Case, and (ii) all matters of interest to the Trustee under the Canadian Case.” Amended Retention Order, ¶ 4.

6. On October 9, 2015, this Court entered the *Order Confirming Trustee’s Revised First Amended Plan of Liquidation Dated July 15, 2015 and Authorizing and Directing Certain Actions in Connection Therewith* [D.E. 1801] (the “Confirmation Order”), which, among other

things, confirmed the *Trustee's Revised First Amended Plan of Liquidation Dated July 15, 2015 (As Amended on October 8, 2015)* [D.E. 1822] (the "Plan").

7. The effective date of the Plan occurred on December 22, 2015 (the "Effective Date").

8. Pursuant to the Plan, *inter alia*: (a) the Estate Representative was entitled to retain professionals in the ordinary course of business and without further order of the Court, including any professionals previously retained by the Trustee; and (b) the Estate Representative's professionals must file fee applications for approval by the Court. *See* Plan at § 6.2(d).

9. On the Effective Date, the Estate Representative retained Kugler Kandestin.

10. Since the Effective Date and throughout the Compensation Period, Kugler Kandestin has worked with the Estate Representative to meet the extraordinary challenges presented by this cross-border Case in a manner beneficial to the post-effective date estate of the Debtor (the "Post-Effective Date Estate") and the creditors of the Debtor's estate. The discussion herein and materials annexed hereto cover the major categories of services for which allowance of compensation is sought.

11. On November 17, 2016, Kugler Kandestin filed the First Interim Application for Compensation and Reimbursement of Expenses for Kugler Kandestin LLP as Special Counsel to the Estate Representative, Robert J. Keach, for the Period of December 23, 2015 Through November 3, 2016 [Docket No. 2255] (the "First Interim Fee Application"). The First Interim Fee Application sought allowance of compensation for professional services in the amount of CAD 24,800.00 and reimbursement of expenses incurred in connection with rendering such services in the amount of CAD 110.89. By order of this Court entered on December 19, 2016 [Docket No. 2271], the Court awarded Kugler Kandestin CAD 24,800.00 in fees and CAD

110.89 in expenses in relation to the First Interim Fee Application. As of the date of this Fee Application, all fees and expenses requested in the First Interim Application have been paid.

12. On May 8, 2018, Kugler Kandestin filed the Second Interim Application for Compensation and Reimbursement of Expenses for Kugler Kandestin LLP as Special Counsel to the Estate Representative, Robert J. Keach, for the Period of February 24, 2017 Through and Including April 27, 2018 [Docket No. 2453] (the Second Interim Fee Application). The Second Interim Fee Application sought allowance of compensation for professional services in the amount of CAD 20,634.00 and reimbursement of expenses incurred in connection with rendering such services in the amount of CAD 10.96. By order of this Court entered on June 4, 2018 [Docket No. 2463], the Court awarded Kugler Kandestin CAD 20,634.00 in fees and CAD 10.96 in expenses in relation to the Second Interim Fee Application. As of the date of this Fee Application, all fees and expenses requested in the Second Interim Application have been paid.

13. On January 29, 2019, Kugler Kandestin filed the Third Interim Application for Compensation and Reimbursement of Expenses for Kugler Kandestin LLP as Special Counsel to the Estate Representative, Robert J. Keach, for the Period of July 6, 2018 Through and Including December 20, 2018 [Docket No. 2504] (the Third Interim Fee Application). The Third Interim Fee Application sought allowance of compensation for professional services in the amount of CAD 8,125.00 and reimbursement of expenses incurred in connection with rendering such services in the amount of CAD 1,088.11. By order of this Court entered on February 22, 2019 [Docket No. 2511], the Court awarded Kugler Kandestin CAD 8,125.00 in fees and CAD 1,088.11 in expenses in relation to the Third Interim Fee Application. As of the date of this Fee Application, all fees and expenses requested in the Third Interim Application have been paid.

14. On February 3, 2021, Kugler Kandestin filed the Fourth Interim Application for Compensation and Reimbursement of Expenses for Kugler Kandestin LLP as Special Counsel to the Estate Representative, Robert J. Keach, for the Period of January 29, 2019 Through and Including November 30, 2020 [Docket No. 2579] (the “Fourth Interim Fee Application”). The Fourth Interim Fee Application sought allowance of compensation for professional services in the amount of CAD 7,600.00 and reimbursement of expenses incurred in connection with rendering such services in the amount of CAD 3.20. By order of this Court entered on March 15, 2021 [Docket No. 2583], the Court awarded Kugler Kandestin CAD 7,600.00 in fees and CAD 3.20 in expenses in relation to the Fourth Interim Fee Application. As of the date of this Fee Application, all fees and expenses requested in the Fourth Interim Application have been paid.

COMPENSATION AND REIMBURSEMENT REQUEST

15. Kugler Kandestin seeks allowance of compensation for professional services in the amount of CAD 46,876.00 and reimbursement of expenses incurred in rendering such services in the amount of CAD 677.25. Pursuant to Rule 2016(a) of the Federal Rules of Bankruptcy Procedure and D. Me. LBR 2016-1(a)(3)(i), a detailed statement of professional services provided by Kugler Kandestin (the “Billing Statement”) is set forth in **Exhibit A**, annexed hereto and incorporated herein by reference.

16. Pursuant to Local Rule 2016-1(a)(3)(iv), a detailed statement setting forth billing rates, total hours billed, and total amounts billed for each professional and paraprofessional at Kugler Kandestin during the Compensation Period, and associated expenses incurred, is contained in the tables located at the beginning of this Fee Application.

17. No agreement or understanding exists between Kugler Kandestin and any other entity for the sharing of compensation sought by this Fee Application. In addition, no payments

have been made or promised to Kugler Kandestin for services rendered or to be rendered in connection with the Case, except as set forth in the Retention Application.

18. As discussed in the Retention Application, the Amended Retention Application, and the *Affidavit of Gerald F. Kandestin in Support of the Application for Order, Pursuant to Sections 327 and 328 of the Bankruptcy Code, Authorizing the Employment of Kugler Kandestin, LLP, as Special Counsel for the Trustee Nunc Pro Tunc to August 21, 2013* filed with the Retention Application, Kugler Kandestin is a law firm located in Montreal, Quebec. Kugler Kandestin has substantial experience representing clients in civil and commercial matters relating to restructuring and insolvency, financial services, insurance, and litigation. Pursuant to Local Rule 2016-1(a)(3)(v), a brief biography of each Kugler Kandestin professional who has rendered services in connection with the fees described herein is set forth in **Exhibit B**, annexed hereto and incorporated herein by reference.

19. This Fee Application is Kugler Kandestin's fifth interim application to this Court in this Case as special counsel to the Estate Representative for compensation for professional services and reimbursement of expenses pursuant to sections 328 and 331 of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure, and Rule 2016-1 of the Local Rules. As required by paragraph (b)(v) of the UST Guidelines, the Estate Representative has been given the opportunity to review this Fee Application and has approved the requested amount.

SUMMARY OF SERVICES

20. Kugler Kandestin serves as special counsel to the Estate Representative with respect to all matters of Canadian law and procedure pertaining to the Case, as well as all matters of interest to the Estate Representative under the Canadian Case (as defined in the Retention Order). In rendering professional services to the Estate Representative, Kugler Kandestin's team

includes professionals with extensive experience in cross-border insolvency, both in providing local representation in foreign insolvency filings, as well as working with counsel in other jurisdictions. Kugler Kandestin's professionals have worked closely with the Estate Representative and his other professionals to coordinate assignments in order to maximize efficiency and avoid any duplication of effort.

21. As set forth in greater detail in the Billing Statement, Kugler Kandestin's services included, among other things, correspondence and advising regarding various active regulatory and litigation matters during the Compensation Period.

ACTUAL AND NECESSARY DISBURSEMENTS

22. As set forth on **Exhibit A** attached hereto, Kugler Kandestin has disbursed CAD 677.25 as expenses incurred in providing professional services during the Compensation Period. These expenses represent the out-of-pocket disbursements incurred during the regular course of the provision of legal services.

THE REQUESTED COMPENSATION AND REIMBURSEMENT OF EXPENSES SHOULD BE ALLOWED ON AN INTERIM BASIS

23. Pursuant to section 330 of the Bankruptcy Code, the Court may award professionals "reasonable compensation for actual, necessary services." 11 U.S.C. § 330(a)(1)(A). In evaluating the amount of reasonable compensation to be awarded, the Court should consider:

the nature, the extent, and the value of such services, taking into account all relevant factors including:

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;

- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. §§ 330(a)(3)(A–F).

24. Kugler Kandestin submits that the services for which it seeks compensation in this Fee Application were necessary for and beneficial to the Post-Effective Date Estate. The services rendered by Kugler Kandestin were performed economically, effectively, and efficiently. Accordingly, the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtor.

25. The work conducted was carefully assigned to appropriate professionals or paraprofessionals according to the experience and level of expertise required for each particular task. Whenever possible and where appropriate, Kugler Kandestin sought to minimize the cost of its services by utilizing talented professionals with lower billing rates.

26. In sum, the services rendered by Kugler Kandestin were necessary and beneficial to the Post-Effective Date Estate and such services were consistently performed in a timely manner, commensurate with the complexity and nature of the issues involved. Accordingly, approval of compensation sought herein is warranted.

CONCLUSION

WHEREFORE, Kugler Kandestin respectfully requests that the Court enter an order:

(a) approving on an interim basis, pursuant to 11 U.S.C. § 330, CAD 47,553.25 in fees and

expenses for Kugler Kandestin in its capacity as special counsel to the Estate Representative during the Compensation Period, consisting of (i) compensation for services rendered in the amount of CAD 46,876.00, and (ii) reimbursement of expenses in the amount of CAD 677.25; and (b) granting such other and further relief as the Court deems just and proper.

DATED: December 2, 2021

KUGLER KANDESTIN LLP

By:

/s/ Jeremy Cuttler _____

Jeremy Cuttler
Kugler Kandestin LLP
1 Place Ville-Marie, Suite 1170
Montreal, Quebec
Canada H3B 2A7
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*Special Counsel for Robert J. Keach, Chapter 11
Trustee of Montreal Maine & Atlantic Railway, Ltd.*



KuglerKandestin

**ROBERT J. KEACH, Chapter 11 Trustee of
Montreal Maine & Atlantic Railway, Ltd.**

November 11, 2021

100 Middle Street
West Tower
Portland, ME
U.S.A. 04101

RE: Montreal Maine & Atlantic Railway, Ltd. & Montreal Maine & Atlantic Canada Co.

TO:

LAWYER	DATE	TIME	DESCRIPTION
J. Cuttler	March 15, 2021	0.50	Work on file and review of judgment;
J. Cuttler	March 24, 2021	0.80	Review of Court proceedings;
J. Cuttler	March 30, 2021	1.00	Work on file: correspondence, telephone communication with Éva Richard, and discussions of file (re: Directions Motion);
E. Richard	March 30, 2021	1.20	Review of motion for directions and telephone communications with Jeremy Cuttler;
E. Richard	March 30, 2021	0.30	Email correspondence;
J. Cuttler	March 31, 2021	4.50	Work on file: review of CCAA proceedings, Canadian Plan, US Plan, correspondence and internal discussions;
G. F. Kandestin	March 31, 2021	1.50	Review CCAA Amended Plan, etc.;
E. Richard	March 31, 2021	0.80	Email correspondence and preparation for conference call; review of relevant provisions of CCAA Plan;

LAWYER	DATE	TIME	DESCRIPTION
J. Cuttler	April 1, 2021	6.00	Work on file: Telephone communications with Monitor, telephone communication with Robert Keach, et al., review of documents (US and Canadian Plans and ancillary documents, Monitor's Motion) and discussions of file;
G. F. Kandestin	April 1, 2021	1.30	Review Monitor's Motion;
G. F. Kandestin	April 1, 2021	0.50	Telephone communication with Robert Keach et als.;
E. Richard	April 1, 2021	0.80	Telephone call with Bob Keach and Lindsay Zahradka Milne; review salient points of Monitor's Motion;
E. Richard	April 1, 2021	0.80	Work on file, including review of correspondence and calls with Jeremy Cuttler;
J. Cuttler	April 6, 2021	2.00	Work on file: review of draft response (from Bernstein Shur) and internal discussions of response;
G. F. Kandestin	April 6, 2021	1.00	Review draft Response from Robert Keach;
E. Richard	April 6, 2021	0.50	Email correspondence;
J. Cuttler	April 7, 2021	5.50	Work on file: Telephone communication with Robert Keach, Lindsay Zahradka Milne, et al., drafting of response, and internal discussions of file;
G. F. Kandestin	April 7, 2021	0.80	Telephone communication with Andrew Adessky;
G. F. Kandestin	April 7, 2021	0.50	Telephone communication with Robert Keach et als.;
G. F. Kandestin	April 7, 2021	0.80	Draft "Response of the Estate Representative to the Monitor's Motion for Directions";
E. Richard	April 7, 2021	2.50	Work on file including conference call, email correspondence, review of documents (plans, etc.) and drafting (re: response of estate representative);

LAWYER	DATE	TIME	DESCRIPTION
J. Cuttler	April 8, 2021	3.00	Work on file: review and revise response proceedings (response of estate representative), correspondence, and telephone communications;
G. F. Kandestin	April 8, 2021	0.80	Review and changes to Response;
E. Richard	April 8, 2021	1.90	Work on file to finalize draft response, prepare notification and email correspondence;
J. Cuttler	April 9, 2021	2.30	Work on file: coordination of notification (court filing), correspondence, and telephone communications (re: coordination);
E. Richard	April 9, 2021	2.30	Work on file, email correspondence, notification and work with bailiff;
J. Cuttler	April 12, 2021	1.50	Work on file: correspondence (re:virtual hearing) and internal discussions (re: virtual hearing and preliminary presentation of response);
E. Richard	April 12, 2021	0.90	Email correspondence;
J. Cuttler	April 13, 2021	0.80	Review draft letter to Justice Dumas and correspondence;
E. Richard	April 13, 2021	0.80	Letter to Justice Dumas;
E. Richard	April 13, 2021	0.50	Email correspondence;
J. Cuttler	April 14, 2021	2.00	Work on file: review of correspondence and preparation for upcoming Court hearing;
G. F. Kandestin	April 14, 2021	1.00	Preparation for upcoming virtual Court hearing;
G. F. Kandestin	April 14, 2021	1.00	Review emails from opposing counsel;
E. Richard	April 14, 2021	0.30	Email correspondence;

LAWYER	DATE	TIME	DESCRIPTION
J. Cuttler	April 15, 2021	5.80	Work on file: preparation for hearing (review of opposing counsel arguments), attendance at virtual hearing, work on file (re:post hearing matters), telephone communication, and correspondence;
G. F. Kandestin	April 15, 2021	5.50	Preparation for hearing: Review Arguments from class action attorneys; attendance at Court hearing: Monitor's Motion for directions; telephone communication with Robert Keach et als.;
J. Cuttler	April 16, 2021	1.30	Internal discussions of file (re: hearing);
J. Cuttler	April 27, 2021	0.80	Discussion of file with Richter (Monitor);
J. Cuttler	May 26, 2021	0.80	Work on file (re: CP document request), review request and correspondence;
E. Richard	June 4, 2021	0.60	Review of June 4, 2021 judgment (J. Dumas);
J. Cuttler	June 7, 2021	0.50	Discussion of file (re: Judgment of J. Dumas);
G. F. Kandestin	June 7, 2021	1.00	Review Judgment of Justice Dumas;
G. F. Kandestin	June 7, 2021	0.30	Telephone communication with Robert Keach (re: Judgment);
J. Cuttler	June 8, 2021	1.00	Work on file: Discussion of file with Éva Richard (re: summarizing Judgment in English, etc.) and review of Judgment;
J. Cuttler	June 9, 2021	1.00	Work on file (re: Judgment summary);
J. Cuttler	June 14, 2021	0.50	Work on file: Discussion with Éva Richard regarding Judgment summary (re: progress)
J. Cuttler	June 16, 2021	0.50	Work on file: Review of materials (re: Extension Application);
J. Cuttler	June 28, 2021	0.80	Initial review of Appeal proceeding;
J. Cuttler	June 29, 2021	4.00	Work on file: Telephone communication with Robert Keach, review of materials (Appeal), internal discussions (re: Appeal);

LAWYER	DATE	TIME	DESCRIPTION
G. F. Kandestin	June 29, 2021	1.50	Review Motion for Leave to Appeal;
G. F. Kandestin	June 29, 2021	0.50	Review case law (re: standard for appeal);
G. F. Kandestin	June 29, 2021	0.30	Telephone communication with Andrew Adessky (re: Motion for Leave to Appeal);
G. F. Kandestin	June 29, 2021	0.30	Telephone communication with Robert Keach (re: Motion for Leave to Appeal);
E. Richard	June 29, 2021	0.30	Work on file regarding appeal;
E. Richard	June 30, 2021	0.40	Work on file (Appeal continued);
J. Cuttler	July 2, 2021	0.80	Work on Appeal file (Re: Appeal Court Noitce);
J. Cuttler	July 5, 2021	1.50	Work on file: Correspondence and telephone communications (re: Appeal documents), and review of Appeal filing documents;
E. Richard	July 5, 2021	1.00	Finalization of representation statement, instructions and coordination with Appeal Clerk;
J. Cuttler	July 6, 2021	0.50	Work on Appeal Appearance filing, and correspondence (re: Court of Appeal);
G. F. Kandestin	July 6, 2021	0.50	Work on file: Court of Appeal notice;
E. Richard	July 6, 2021	1.00	Correspondence, instructions from bailiff, and telephone call with Appeal Clerk;
J. Cuttler	July 8, 2021	1.50	Work on file: Discussion with Richter Advisory Group Inc. (re: Appeal proceedings); correspondence (re: Appeal proceedings);
G. F. Kandestin	July 8, 2021	0.50	Review of status (re: Appeal filings);
J. Cuttler	July 9, 2021	0.50	Work on file (re: Appeal): Communication with Richter Advisory Group Inc., correspondence;

LAWYER	DATE	TIME	DESCRIPTION
J. Cuttler	July 15, 2021	0.80	Work on file: Correspondence and review of Quebec government's Appeal appearance and other Appeal appearances;
G. F. Kandestin	July 15, 2021	0.50	Telephone communication with Andrew Adessky;
E. Richard	July 15, 2021	0.50	Notification of representation statement;
J. Cuttler	July 19, 2021	1.80	Preparation for Appeal hearing;
G. F. Kandestin	July 19, 2021	1.00	Review Plan of Argument of Appellant;
G. F. Kandestin	July 19, 2021	1.00	Review Statement of Monitor;
J. Cuttler	July 20, 2021	2.50	Work on file (re: Appeal hearing): Preparation for hearing; post-hearing discussion, correspondence;
G. F. Kandestin	July 20, 2021	1.00	Preparation for Court of Appeal hearing (re: Motion for Leave);
G. F. Kandestin	July 20, 2021	1.00	Attendance at Court of Appeal hearing (re: Motion for Leave); and
J. Cuttler	July 22, 2021	1.50	Work on file: Review of Appeal Judgment and correspondence.

(continued on next page)

LAWYER	POSITION	HOURS	HOURLY RATE	TOTALS
Jeremy Cuttler (J. Cuttler)	Partner	58.30	CDN\$400	CDN\$23,320.00
Eva Richard (E. Richard)	Associate	17.40	CDN\$315	CDN\$ 5,481.00
Gerald F. Kandestin (G. F. Kandestin)	Partner	24.10	CDN\$750	CDN\$18,075.00
TOTAL FEES:				CDN\$46,876.00

Disbursements:

Bailiff	\$ 562.30
Soquij – Civil plunitif (Court docket search)	\$ 7.70
Notification by LEXOP (legal service via email)	\$ 17.50
Court	\$ 89.75

Total Disbursements	CDN\$ 677.25
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INVOICE TOTAL	CDN\$ 47,553.25
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EXHIBIT B

Gerald F. Kandestin

Mr. Kandestin heads the practice areas of bankruptcy, insolvency, and corporate restructurings, secured lending, security enforcement and related litigation. He has been involved in virtually every aspect of bankruptcy, insolvency, and corporate restructurings. He regularly acts for major banks, asset-based lenders, factoring companies and other lenders in virtually every aspect of documenting and enforcing secured transactions. He is also heavily involved in commercial litigation, particularly those related to insolvency and security enforcements. Mr. Kandestin is a long-time member of the exclusive Insolvency Institute of Canada, having recently completed two terms as a director and its secretary, and is a member of both the American Bankruptcy Institute and Insol International. He is a founding member and past president of the Montreal branch of the Canadian Turnaround Management Association. He is also a past president of the Lord Reading Law Society and has served two terms as treasurer of the Montreal Bar Association.

Jeremy Cuttler

Mr. Cuttler is a partner practicing in the areas of bankruptcy, insolvency & restructuring, financing (secured transactions) and commercial transactions. Mr. Cuttler has experience acting for both debtors and creditors in insolvency matters including national retailers, financial institutions and commercial property owners. In addition, Mr. Cuttler has been involved in numerous transactions in the context of insolvency proceedings, including asset sales and acquisitions, refinancing and exit financing. In addition, Mr. Cuttler has been involved in significant conventional and asset-based lending transactions.

Éva Richard

Éva joined Kugler Kandestin in October 2017 and specializes in commercial and civil litigation matters. She previously completed a clerkship at the Court of Appeal of Québec from 2013 to 2015 and worked as an associate in a boutique civil and commercial litigation law firm in Montréal from 2015 to 2017. Éva is well-versed in legal research and writing and has argued before several levels of courts in Québec.

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

In re:

MONTREAL MAINE & ATLANTIC
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670
Chapter 11

**ORDER GRANTING FIFTH INTERIM APPLICATION FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR KUGLER KANDESTIN LLP, AS SPECIAL COUNSEL
TO ROBERT J. KEACH, ESTATE REPRESENTATIVE, FOR THE PERIOD
MARCH 15, 2021 THROUGH AND INCLUDING JULY 22, 2021**

This matter having come before the Court on the *Fifth Interim Application for Compensation and Reimbursement of Expenses for Kugler Kandestin LLP, as Special Counsel to Robert J Keach, Estate Representative, for the Period March 15, 2021 through and including July 22, 2021* (the "Fee Application"),¹ and after proper notice to all creditors and other parties-in-interest, the Court having independently reviewed the Fee Application, it is hereby **ORDERED, ADJUDGED, and DECREED** as follows:

1. The Fee Application is granted.
2. In relation to the Compensation Period and, pursuant to 11 U.S.C. § 330, Kugler Kandestin is allowed compensation for services to the Estate Representative in the aggregate amount of **CAD 47,553.25**, including professional fees in the amount of **CAD 46,876.00** and reimbursement of expenses in the amount of **CAD 677.25**.
3. The fees and expenses for the Compensation Period are hereby awarded on an interim basis in accordance with the applicable sections of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and this Court's local rules.

¹ Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Fee Application.

Dated: _____, 2021

The Honorable Peter G. Cary
Chief Judge, United States Bankruptcy Court