

CANADA

SUPERIOR COURT
(Commercial Division)

PROVINCE OF QUÉBEC
DISTRICT OF ST-FRANÇOIS
N°: 450-11-000167-134

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

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

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

PETITIONER

and

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

MONITOR

**MOTION FOR AN ORDER ESTABLISHING A PROCEDURE FOR THE REVIEW AND
DETERMINATION OF CLAIMS**
**(Sections 9 and 11 et seq. of the *Companies' Creditors Arrangement Act*,
R.S.C. 1985, c. C-36 ("CCAA"))**

**TO THE HONORABLE JUSTICE GAÉTAN DUMAS OF THE SUPERIOR COURT, SITTING IN
THE COMMERCIAL DIVISION, IN AND FOR THE JUDICIAL DISTRICT OF
SAINT-FRANÇOIS, THE PETITIONER RESPECTFULLY SUBMITS THE FOLLOWING:**

I. INTRODUCTION

1. On July 6, 2013, a train operated by Montreal Maine & Atlantic Canada Co. ("**MMAC**") derailed in the city of Lac-Mégantic, Quebec, Canada, causing numerous fatalities, bodily injuries, psychological and moral damages to thousands of people, and extensive property and environmental damages (the "**Derailment**");
2. Numerous claims have been made against MMAC and its parent company, Montreal, Maine & Atlantic Railway Ltd ("**MMA**"), arising out of the Derailment;
3. On August 7, 2013, MMA filed a voluntary petition in the United States Bankruptcy Court, District of Maine (the "**Bankruptcy Court**") for relief under Chapter 11 of the U.S. Bankruptcy Code (the "**Bankruptcy Case**");
4. On August 8, 2013, the Honourable Justice Castonguay of the Quebec Superior Court (the "**CCAA Court**") granted an initial order in respect of MMAC (the "**Initial Order**") pursuant to the CCAA and Richter Advisory Group Inc. (Richter Groupe Conseil Inc.) was appointed as monitor of MMAC (the "**Monitor**");

5. On August 21, 2013, the United States Trustee appointed Robert J. Keach to serve as trustee in the Bankruptcy Case (the "**Trustee**");
6. Pursuant to the Initial Order, a stay of proceedings was ordered until and including September 6, 2013 (the "**Stay Period**"). That Stay Period has since been extended by this CCAA Court on eleven (11) previous occasions with the most recent extension having been granted until May 15, 2015 pursuant to an order dated as of January 12, 2015, the whole as appears from the Court record;
7. On April 4, 2014, the CCAA Court issued a Claims Procedure Order that was subsequently amended on June 13, 2014 (as amended, the "**Claims Procedure Order**"), whereby a Claims Bar Date was established and creditors were called upon to file their claims;
8. The purpose of the Claims Procedure Order was essentially to allow MMAC and the Monitor to assess the total breadth of claims. Said order provided that the procedure for the review and determination of claims, as well as for the calling, holding and conduct of a creditors' meeting, would be established by further order of the CCAA Court;
9. Through the concerted and coordinated efforts of MMAC, the Monitor and the Trustee, with the involvement of those creditors that hold an overwhelming majority of the votes in respect of the Plan, namely the Province of Quebec, the Class Representatives and the Wrongful Death Victims (collectively, the "**Major Stakeholders**"), predicated on constituting an indemnity fund with a view to providing compensation for the victims of the Derailment, a *Plan of Compromise and Arrangement* (the "**Plan**") was filed on March 31, 2015;
10. Note that all capitalized terms not otherwise defined herein shall have the meaning ascribed thereto in the Plan;

II. **ORDER SOUGHT**

11. MMAC hereby seeks an order establishing a procedure for the review and determination of claims substantially in the form of the draft order filed in support hereof as **Exhibit R-1** (the "**Draft Claims Resolution Order**");

III. **GROUNDS FOR THIS MOTION**

12. In light of the filing of the Plan, which provides for a distribution to creditors, it is now necessary and appropriate to obtain an order in respect of the procedure for the review and determination of claims;
13. The Draft Claims Resolution Order is designed to provide for a fair, timely and efficient determination of claims that may be subject to dispute;
14. It essentially provides for the following:
 - a) the review of claims by the Monitor;

- b) the procedure applicable to the disallowance of claims, as well as the dispute of any such disallowance and the adjudication thereof;
 - c) The procedure for the appointment of one or more claims officers, as well as the powers of said claims officers;
15. In light of the foregoing, MMAC respectfully requests that the CCAA Court issue an order substantially in the form of the Draft Claims Resolution Order;
16. The Petitioner respectfully submits that the notices given of the presentation of the present Motion are proper and sufficient;
17. The present Motion is well founded in fact and in law;

FOR THESE REASONS, MAY IT PLEASE THIS HONOURABLE COURT :

GRANT the present *Motion for an Order Establishing a Procedure for the Review and Determination of Claims* (the "**Motion**"), the whole substantially in the form of the draft order filed in support of this Motion as Exhibit R-1;

DECLARE that the notices given of the presentation of the Motion are adequate and sufficient;

ORDER the provisional execution of the order notwithstanding any appeal, without the necessity of furnishing any security;

THE WHOLE without costs, save and except in the event of contestation.

MONTREAL, April 10, 2015


GOWLING LAFLEUR HENDERSON LLP
Attorneys for Petitioner

CANADA

SUPERIOR COURT
(Commercial Division)

PROVINCE OF QUÉBEC
DISTRICT OF SAINT-FRANÇOIS
N°: 450-11-000167-134

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

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

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

PETITIONER

and

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

MONITOR

NOTICE OF PRESENTATION

TO: **SERVICE LIST**

TAKE NOTICE that the present *Motion for an Order Establishing a Procedure for the Review and Determination of Claims* will be presented for adjudication before the honourable Gaétan Dumas, j.s.c., of the district of Saint-François, on **April 15, 2015**, in **room 1** of the Sherbrooke Courthouse, located at 375, rue King Ouest, Sherbrooke, at 10:00 a.m. or so soon as counsel may be heard.

DO GOVERN YOURSELVES ACCORDINGLY.

MONTREAL, April 10, 2015


GOWLING LAFLEUR HENDERSON LLP
Attorneys for Petitioner

EXHIBIT R-1

**SUPERIOR COURT
(Commercial Division)**

**CANADA
PROVINCE OF QUEBEC
DISTRICT OF ST-FRANÇOIS**

No: 450-11-000167-134

DATE:

PRESENT: THE HONOURABLE GAÉTAN DUMAS, J.S.C.

IN THE MATTER OF THE PLAN OF COMPROMISE OF:

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

Debtor/Petitioner

-and-

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

Monitor

CLAIMS RESOLUTION ORDER

[1] **CONSIDERING** the Petitioners' *Motion for an Order Establishing a Procedure for the Review and Determination of Claims* (the "**Motion**");

[2] **CONSIDERING** the representations of the parties;

FOR THESE REASONS, THE COURT:

[3] **GRANTS** the Motion;

[4] **ISSUES** this Order divided under the following headings:

(a) Definitions;

(b) Review and Determination of Claims;

- (c) Distribution for Disputed Claims;
- (d) Notices and Communications;
- (e) Aid and Assistance of Other Courts;
- (f) General Provisions;

Definitions

- [5] **ORDERS** that capitalized terms used herein and not otherwise defined have the meaning ascribed to them in the Plan and that the following terms in this Order shall have the following meanings ascribed thereto:
- (a) **"Bankruptcy Case"** means the case styled in re Montreal, Maine & Atlantic Railway Ltd., Bankr. D. Me. No. 13-10670;
 - (b) **"Bankruptcy Court"** means United States Bankruptcy Court for the District of Maine, as presiding over the Bankruptcy Case;
 - (c) **"Business Day"** means a day, other than Saturday, Sunday or a statutory holiday, on which banks are generally open for business in Montreal, Québec, Canada;
 - (d) **"Claims Bar Date"** means 5:00 p.m. (Montréal time) on July 14, 2014 with respect to Wrongful Death Claims and 5:00 p.m. (Montréal Time) on June 13, 2014 with respect to all the other Creditors;
 - (e) **"Claims Officer(s)"** means the individual(s) appointed as claims officer(s) pursuant to paragraph 7 of the present Order;
 - (f) **"Claims Procedure Order"** means the Amended Claims Procedure Order rendered on June 13, 2014, in the CCAA Proceeding by the CCAA Court, establishing, among other things, a claims procedure in respect of Petitioner, as such Order may be amended, restated or varied from time to time;
 - (g) **"Class Representatives"** has the meaning ascribed to "Class Action Plaintiffs" and to "Class Counsel" by the Court in the Representation Order;
 - (h) **"Court"** means the Superior Court of Quebec;
 - (i) **"Creditors"** means collectively all Persons having filed Proofs of Claim and **"Creditor"** means any one of them;
 - (j) **"Determination Date"** means August 8, 2013;
 - (k) **"Dispute Package"** means, with respect to any disputed Proof of Claim, a copy of the related Proof of Claim, Notice of Revision or Disallowance and Notice of Dispute;
 - (l) **"Monitor"** means Richter Advisory Group Inc. (Richter Groupe Conseil Inc.), in its capacity as Monitor in the CCAA Proceeding;

- (m) **"Notice of Dispute"** means the notice that may be delivered by a Creditor who has received a Notice of Revision or Disallowance disputing such Notice of Revision or Disallowance;
- (n) **"Notice of Revision or Disallowance"** means the notice advising a Creditor that the Monitor has revised or rejected all or part of such Creditor's Claim set out in its Proof of Claim and setting out the reasons for such revision or disallowance, which notice shall be substantially in the form attached hereto as **Schedule A**;
- (o) **"Plan"** means the plan(s) of compromise and arrangement filed on March 31, 2015 in these proceedings, as may be amended or supplemented from time to time;
- (p) **"Proofs of Claim"** means the form of proofs of claim filed by Creditors before the Claims Bar Date in accordance with the Claims Procedure Order or otherwise accepted for filing pursuant to further order of this Court. Individually, each is a **"Proof of Claim"**;
- (q) **"Representation Order"** means the Representation Order issued by this Court on April 4, 2014;

Review and Determination of Claims

[6] ORDERS that:

- (a) where applicable given the provisions of the Plan, the Monitor, together with the Petitioner, shall review the Proofs of Claim and the terms set out therein;
- (b) where applicable, the Monitor shall send the Creditor a Notice of Revision or Disallowance in accordance with paragraph 14 below;
- (c) the Creditor who receives a Notice of Revision or Disallowance and wishes to dispute it shall, within twenty (20) calendar days of the Notice of Revision or Disallowance, send, in accordance with paragraph 15 below, a Notice of Dispute to the Monitor setting out the basis for its dispute;
- (d) unless otherwise authorized by this Court, if the Creditor does not provide a Notice of Dispute within the time period provided for above, such Creditor shall be deemed to have accepted the determination of its Proof of Claim as set out in the Notice of Revision or Disallowance;
- (e) the Monitor, with the assistance of Petitioner, shall attempt to consensually resolve the disputed Proof of Claim following the receipt by the Monitor of the Notice of Dispute;
- (f) if, after the expiration of such period of time as the Monitor believes appropriate, the disputed Proof of Claim has not been resolved:
 - (i) the Monitor, after consultation with Petitioner, shall refer the disputed Proof of Claim to a Claims Officer and the Monitor shall deliver a Dispute Package to the Claims Officer; or

- (ii) the Monitor, after consultation with Petitioner, shall refer the Proof of Claim to the Court, and either the Creditor, the Monitor or Petitioner may bring a motion for the resolution of such Proof of Claim by the Court; and
- (g) the Monitor shall not be required to send any Creditor a confirmation of receipt by the Monitor of any document provided by a Creditor pursuant to this Order and each. Creditor shall be responsible for obtaining proof of delivery, if they so require, through their choice of delivery method;
- [7] **ORDERS** that Petitioner shall have the power and authority to appoint from time to time one or more individuals to act as a Claims Officer for the purposes of this claims procedure, provided however that the Monitor and this Court shall have both approved such appointment;
- [8] **ORDERS** that upon receipt of a Dispute Package, the Claims Officer shall schedule and conduct a hearing to settle the disputed portion of the disputed Proof of Claim and shall, as soon as practicable thereafter, notify Petitioner, the Monitor and the Creditor of his or her determination;
- [9] **ORDERS** that the Claims Officer shall have the authority to determine the procedure for adjudication of disputed Proofs of Claim that are referred to him or her, including the manner of presenting evidence and the conduct of any hearing before him or her, provided that a Creditor may request that such adjudication be conducted in either French or English;
- [10] **ORDERS** that each Claims Officer may, with the consent of the parties, act as a mediator in respect of any Proof of Claim without thereby being disqualified from adjudicating upon such claim;
- [11] **ORDERS** that Petitioner or the Creditor may appeal a Claims Officer's determination to this Court within ten (10) Business Days of notification of the Claims Officer's determination of the disputed portion of such Creditor's Proof of Claim by serving upon Petitioner and the Monitor, and filing with this Court a motion returnable on a date to be fixed by this Court. If an appeal is not filed within such period then the Claims Officer's determination shall, subject to a further order of the Court, be deemed to be final and binding on Petitioner and the Creditor;
- [12] **ORDERS** that any appeal of a Claims Officer's determination before this Court shall be considered for all intents and purposes to be a true appeal such that there will be no *de novo* hearing;

Distribution for Disputed Claims

- [13] **ORDERS** that no distributions shall be made with respect to a disputed Proof of Claim unless and until it has been finally determined;

Notices and Communications

- [14] **ORDERS** that any document sent by the Monitor or Petitioner pursuant to this Order may be sent by e-mail, ordinary mail, registered mail, courier or facsimile transmission, in either

French or English as requested by the Creditor. A Creditor shall be deemed to have received any document sent pursuant to this Order two (2) Business Days after the document is sent by ordinary mail and one (1) Business Day after the document is sent by registered mail, courier, e-mail or facsimile transmission. Documents shall not be sent by ordinary or registered mail during a postal strike or work stoppage of general application.

- [15] **ORDERS** that any notice or other communication to be given under this Order by a Creditor to the Monitor or the Petitioner shall be in writing in substantially the form provided for in this Order and will be sufficiently given only if given by mail, telecopier, courier or email addressed to:

(a) If to the Petitioner

Montreal Maine & Atlantic Canada Co.
C/o Gowling Lafleur Henderson LLP
3700 – 1 Place Ville Marie
Montréal, Québec H3B 3P4

Attention: Me Patrice Benoit (patrice.benoit@gowlings.com)
Attention : Me Pierre Legault (pierre.legault@gowlings.com)
Fax : 514-876-9550

(b) If to the Monitor:

Richter Advisory Group
1981 McGill College Avenue, 11th Floor
Montréal, Québec H3A 0G6

Attention: Mr. Gilles Robillard (grobillard@richter.ca)
Attention: Mr. Andrew Adessky (aadessky@richter.ca)
Fax: 514-934-3504

with a copy by email or fax (which shall not be deemed notice) to:

Attention: Me Sylvain Vauclair (svauclair@woods.qc.ca)
Fax: 514-284-2046

Aid and Assistance of Other Courts

- [16] **REQUESTS** the aid and recognition of any court or any judicial, regulatory or administrative body in any province or territory of Canada and any judicial, regulatory or administrative tribunal or other court constituted pursuant to the Parliament of Canada or the legislature of any province or any court or any judicial, regulatory or administrative body of the United States and of any other nation or state to, act in aid of and to be complementary to this Court in carrying out the terms of this Order;

General Provisions

- [17] **ORDERS** that references in this Order to the singular include the plural, to the plural include the singular and to any gender include the other gender.
- [18] **ORDERS** that the Monitor may apply to this Court for advice and direction in connection

with the discharge or variation of its powers and duties under this Order.

[19] **ORDERS** the provisional execution of this Order notwithstanding appeal

[20] **THE WHOLE** without costs.

Sherbrooke, _____

Honourable Gaétan Dumas, J.S.C.

Schedule A

(Claims Resolution Order)

RICHTER

CANADA
PROVINCE OF QUÉBEC
DISTRICT OF ST-FRANÇOIS
COURT NO. 450-11-000167-134
ESTATE NO. 0000164-2013-QC

SUPERIOR COURT
(Commercial Division)
(Sitting as a court designated pursuant to the
Companies' Creditors Arrangement Act,
R.S.C. 1985, c. C-36, as amended)

IN THE MATTER OF THE PLAN OF COMPROMISE OR ARRANGEMENT OF:
MONTREAL, MAINE & ATLANTIC CANADA CO.

Petitioner

NOTICE OF DISALLOWANCE OR AMENDMENT – MONTREAL, MAINE & ATLANTIC CANADA CO

Name of Creditor: _____

Pursuant to the Claims Procedure Order dated April 15, 2015, the Monitor hereby gives you notice that it has reviewed your Proof of Claim and has disallowed your claim, in whole or in part, as follows:

Nature of the Claim	Proof of Claim as submitted	Proof of Claim as accepted
	\$	\$

Reason for the Disallowance or Amendment:

If you intend to dispute this Notice of Disallowance you must, within **20 calendar days** of the receipt of the present notice, file with the Monitor a notice of dispute appealing the disallowance or amendment and setting out the basis for your dispute, failing which you shall be deemed to have accepted the value of your Claim as set out in this Notice of Disallowance or Amendment.

IF YOU FAIL TO TAKE ACTION WITHIN THE PRESCRIBED TIME PERIOD, THIS NOTICE OF DISALLOWANCE OR AMENDMENT WILL BE BINDING UPON YOU FOR ALL PURPOSES UNDER THE PLAN.

Dated at Montreal, this • day of • 2015.

Richter Advisory Group Inc.

In its capacity as court-appointed Monitor of Montreal, Maine & Atlantic Canada Co.

T. 1-866-845-8958
mmaclaims@richter.ca

Richter Groupe Conseil Inc.
Richter Advisory Group Inc.
1981 McGill College
Mtl (Qc) H3A 0G6
www.richter.ca

Montréal, Toronto



No. 450-11-000167-134

**SUPERIOR COURT
(COMMERCIAL DIVISION)
DISTRICT OF ST-FRANÇOIS**

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

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

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

Petitioner

and

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

Monitor

BL0052

MOTION FOR AN ORDER ESTABLISHING A PROCEDURE FOR THE REVIEW AND DETERMINATION OF CLAIMS (Sections 9 and 11 et seq. of the Companies' Creditors Arrangement Act, R.S.C. 1985, c. C 36 ("CCAA"))

ORIGINAL

Me Patrice Benoit
Gowling Lafleur Henderson LLP
1 Place Ville Marie, 37th Floor
Montreal, Québec
Canada H3B 3P4
Tel.: 514-392-9550 / Fax: 514-876-9550
Patrice.benoit@gowlings.com
File No.: L134420004
INT.: PB/ci

c/o 3511

CANADA

COUR SUPÉRIEURE

(Chambre commerciale)

PROVINCE DE QUÉBEC
DISTRICT DE SAINT-FRANÇOIS
N°: 450-11-000167-134

*(Loi sur les arrangements avec les créanciers des
compagnies, L.R.C. C-36, telle qu'amendée)*

DANS L'AFFAIRE DU PLAN D'ARRANGEMENT
ET DE COMPROMIS DE:

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

Requérante

et

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


Contrôleur

ATTESTATION D'AUTHENTICITÉ
Selon l'art. 82.1 du C.p.c.

J'atteste que la copie de l'affidavit est conforme au facsimilé de cet acte reçu par
télécopieur:

Nature du document : Affidavit de Robert J. Keach
Numéro de Cour : 450-11-000167-134
Nom de l'expéditeur : Robert J. Keach
Numéro du télécopieur émetteur : 207-774-1127
Lieu de la transmission : Portland, Maine
Date de la transmission : Le 13 avril 2015
Heure de transmission : 10h08

Montréal, ce 13 avril 2015



Alexander Bayus
GOWLING LAFLEUR HENDERSON SENCRL, SRL

CANADA

SUPERIOR COURT
(Commercial Division)

PROVINCE OF QUÉBEC
DISTRICT OF SAINT-FRANÇOIS
N°: 450-11-000167-134

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

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

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

PETITIONER

and

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

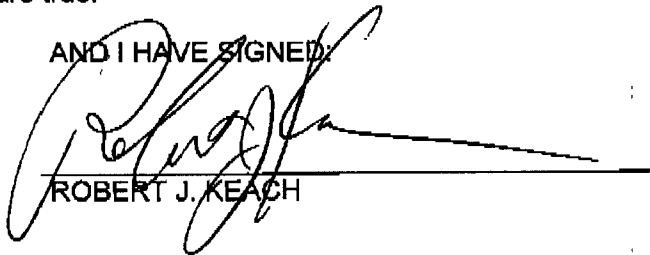
MONITOR

AFFIDAVIT OF ROBERT J. KEACH

I, the undersigned, Robert J. Keach, Shareholder of Bernstein Shur, doing business at 100 Middle Street, West Tower, Portland, Maine, USA, 04101, solemnly declare as follows:

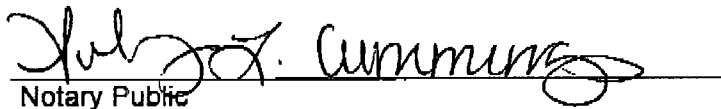
1. I am the Chapter 11 Trustee to Montreal, Maine & Atlantic Railway Ltd., the sole shareholder of the Petitioner;
2. All the facts alleged in the present *Motion for an Order Establishing a Procedure for the Review and Determination of Claims* are true.

AND I HAVE SIGNED:



ROBERT J. KEACH

SWORN TO before me in Portland, Maine,
this 13th day of April, 2015



Notary Public

AUBREY L. CUMMINGS
Notary Public, Maine
My Commission Expires October 21, 2017

