

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

In re)	
)	Chapter 11
)	Case No. 13-10670
MONTREAL MAINE & ATLANTIC)	
RAILWAY, LTD.)	
)	
Debtor.)	

**UNITED STATES TRUSTEE’S CERTIFICATE OF APPOINTMENT OF TRUSTEE
PURSUANT TO 11 U.S.C. § 1163**

In accordance with the requirements of section 1163 of the United States Bankruptcy Code, the Secretary of Transportation (“the Secretary”) provided to the United States Trustee a list of five (5) disinterested persons who are qualified and willing to serve as trustee in this case. Further, the United States Trustee conducted interviews of each of the five (5) disinterested persons provided by the Secretary. Robert J. Keach. was one of the five disinterested candidates provided by the Secretary to the United States Trustee in accordance with section 1163.

PLEASE TAKE NOTICE THAT, pursuant to 11 U.S.C. § 1163, William K. Harrington, the United States Trustee for Region One (the “United States Trustee”), has appointed Robert J. Keach to serve as a trustee in the above-captioned chapter 11 case of Montreal Maine & Atlantic Railway, Ltd. (the “Debtor”). Attached hereto as **Exhibit A** is Mr. Keach’s Affidavit of Disinterestedness and Disclosure Statement.

Dated at Portland, Maine this 21st day of August, 2013.

Respectfully submitted,

William K. Harrington
United States Trustee

By: /s/ Stephen G. Morrell
Stephen G. Morrell, Esq.
Assistant United States Trustee
United States Department of Justice
Office of United States Trustee
537 Congress Street, Suite 303
Portland, ME 04101
PHONE: (207) 780-3564
Stephen.G.Morrell@usdoj.gov

CERTIFICATE OF SERVICE

I, Stephen G. Morrell, being over the age of eighteen and an employee of the United States Department of Justice, U.S. Trustee Program, hereby certify that on August 21, 2013, I electronically filed the above *United States Trustee's Certificate of Appointment of Trustee Pursuant to 11 U.S.C. §1163* and this *Certificate of Service*, which were served upon each of the parties set forth on this Service List via U.S. mail, postage prepaid, on August 21, 2013.

All other parties listed on the Notice of Electronic Filing have been served electronically.

Dated at Portland, Maine this 21st day of August, 2013.

/s/ Stephen G. Morrell

Service List:

N/A

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

In re:

MONTREAL MAINE & ATLANTIC
RAILWAY, LTD.,

Debtor.

Chapter 11
Case No. 13-10670

**AFFIDAVIT OF DISINTERESTEDNESS AND DISCLOSURE STATEMENT
ON BEHALF OF ROBERT J. KEACH WITH RESPECT TO
APPOINTMENT OF TRUSTEE**

Robert J. Keach, being duly sworn and under oath, states that:

1. He practices law as a shareholder of Bernstein Shur Sawyer & Nelson, P.A. ("Bernstein Shur"), a law firm with its principal office at 100 Middle Street, Portland, Maine, and other offices in Augusta, Maine and Manchester, New Hampshire.
2. He is a member of the State Bar of Maine (No. 2289), admitted to practice there in 1980, as well as the Bar of the Commonwealth of Massachusetts (No. 565 508), admitted to practice there in 1994. He is also admitted to practice before the United States District Courts for the Districts of Maine and Massachusetts and the United States Courts of Appeals for the First Circuit and the Seventh Circuit. He has appeared before the U.S. Court of Appeals in the First and Seventh Circuits and federal district and bankruptcy courts in a variety of jurisdictions, including, without limitation, the Districts of Maine, Massachusetts and Delaware, the Eastern District of New York, and the Southern District of New York.
3. He submits this affidavit, in connection with his proposed appointment as a trustee pursuant to 11 U.S.C. § 1163 in the above-captioned case. Unless otherwise noted, the

affidavit is based on personal knowledge and will be timely amended as previously unknown or undisclosed and relevant information comes to his attention.

4. Bernstein Shur, which employs more than 100 attorneys, has a large diversified legal practice that primarily, though not exclusively, represents corporate clients based in, or doing business in, New England. Among these clients are financial institutions, insurance companies, manufacturers, suppliers, business and industry groups, and others that may have a direct or indirect interest in this case. However, as detailed below, Bernstein Shur does not represent anyone in connection with this case, nor has it ever filed a proof of claim in this case.

5. Robert J. Keach and Bernstein Shur have conducted a conflicts check in accordance with the firm's standard conflicts protocol. The conflict check utilized, *inter alia*, the Debtor's chapter 11 petition, the List of Creditors Holding 20 Largest Unsecured Claims, and the creditor mailing matrix filed in the above-captioned case on August 7, 2013 (collectively, the "Conflicts List"), a true and correct copy of which Conflicts List is attached hereto as Exhibit A. In addition, a detailed conflict check was done as to Montreal Maine & Atlantic Railway, Ltd. ("MMA" or the "Debtor") and all affiliates, as well as other parties-in-interest. E-mail inquiries were made as to all attorneys at Bernstein Shur. (Certain additional steps are delineated below in greater detail.) That conflicts check indicates that Bernstein Shur was local and real estate counsel to MMA in the past, with respect to the Debtor's role as a purchaser of assets from Bangor & Aroostook Railroad Company ("BAR") and certain BAR affiliates in connection with the Bangor & Aroostook Railroad Company chapter 11 case (Case No. 01-11565, Bankr. D. Me. 2001). Bernstein Shur has also represented MMA episodically since the closing of the asset sale in late 2002 and early 2003 on discrete real estate title matters, but has not represented MMA for a number of years. That check also indicates that Bernstein Shur has not been engaged to

represent any creditor of the Debtor in connection with this case, including to file any proofs of claim, and steps have been taken to ensure no future representation by Bernstein Shur of any creditor, Debtor, or party in interest in the event Robert J. Keach is appointed trustee. That check also supports additional declarations set forth below. Therefore, to the best of his knowledge, information and belief, the following statements are true (and when the term "Bernstein Shur" is used it includes each attorney who is a shareholder of, or is employed by, Bernstein Shur even when not so specified):

- a. To the best of his knowledge, Bernstein Shur and Robert J. Keach are "disinterested persons" under sections 101(14), 327, and 1163 of the Bankruptcy Code;
- b. Neither Robert J. Keach, Bernstein Shur nor, to the best of his knowledge, after due inquiry, any shareholder, member, counsel or associate of Bernstein Shur:
 - i. is a creditor, an equity security holder, or an insider of the Debtor;
 - ii. within the two (2) years before the date of the filing of the Debtor's petition, served as a director, officer, or employee of the Debtor; or
 - iii. has an interest materially adverse to the interests of the Debtor's estate or to any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtor, or for any other reason.
- c. More specifically, neither Robert J. Keach, Bernstein Shur nor, to the best of his knowledge after due inquiry, any shareholder, member, counsel or associate of Bernstein Shur, is related to or has any connections with any Bankruptcy Judge of the United States Bankruptcy Court for the District of Maine (the "Bankruptcy Court"), the United States Trustee (Region 1), or any person employed by the Office of the United States Trustee (Region 1), except as noted below, and other than appearing before judges of the Bankruptcy Court:

- i. Joshua Silver, an attorney currently employed in BSSN's Business Law and Intellectual Property and Technology Departments, is the spouse of Jennifer Pincus, a trial attorney in the Portland, Maine Division of the United States Trustee's Office. Mr. Silver does not practice in BSSN's Business Restructuring and Insolvency Department and has not, and will not, provide any services to the Debtor in connection with this case.
 - ii. Sheila R. Diliros, a former paralegal in the Portland, Maine Division of the United States Trustee's Office and currently a paralegal in the United States Bankruptcy Court for the District of Maine (Portland Division), is a former employee of BSSN.
- d. Except as otherwise disclosed herein, neither he, Bernstein Shur, nor to the best of his knowledge after due inquiry, any shareholder member, counsel or associate of Bernstein Shur: (i) holds or represents an adverse interest in connection the Debtor's case; (ii) holds or represents an interest adverse to the interests of the Debtor's estate; or (iii) has any other connection with the Debtor, its creditors, any other party in interest, or, where identified, their respective attorneys;
- e. Except as otherwise disclosed herein, neither he, Bernstein Shur, nor to the best of his knowledge after due inquiry, any of shareholder, member, counsel or associate of Bernstein Shur: (i) has represented the Debtor or any party-in-interest in connection with the Debtor's chapter 11 case; or (ii) represents the Debtor or any of party-in-interest in any matter at the present time;
- f. Attorneys at Bernstein Shur may have spouses, parents, children, siblings, or other relatives ("Relatives") who are attorneys at other law firms and companies (although the conflict search to date has revealed no such connections). Bernstein Shur has strict policies against disclosing confidential information to anyone outside of the firm, including spouses, parents, children, siblings, fiancés, and fiancées. If he is selected to serve as trustee in the Debtor's case and Bernstein Shur is retained as his counsel, no member of Bernstein Shur will work on this engagement if a Relative of that member is working on or in connection with the Debtor's case;
- g. Bernstein Shur and Robert J. Keach are continuing and will continue to review potential conflicts. If he or Bernstein Shur learns that Bernstein Shur has a relationship with, or has

represented, a party in interest in this case, he will supplement this declaration immediately and promptly notify the United States Trustee;

- h. If Robert J. Keach is appointed as trustee herein, and Bernstein Shur is retained as his counsel, to ensure that Bernstein Shur will remain conflict-free during the term of the appointment, he represents and agrees on behalf of Bernstein Shur, that, Bernstein Shur will not represent any client other than the trustee in connection with this case; and
- i. Neither Bernstein Shur nor Robert J. Keach have agreed to share any compensation or reimbursement received in connection with the Debtor's case with another person, except as expressly authorized by 11 U.S.C. § 504(b)(1).

6. In preparing this affidavit, and in support of the declarations in this affidavit, Robert J. Keach has also reviewed and caused a full computerized conflict search to be conducted, in accordance with firm protocol, as to :

- a. the Conflicts List for the above-captioned case updated as of August 7, 2013 as filed with the Bankruptcy Court; and
- b. the full docket in the above-captioned case through and including August 18, 2013.

A firm wide e-mail inquiry was also made as to any connections with the Debtor.

7. In the interests of full disclosure however, and out of an excess of caution, Robert J. Keach and Bernstein Shur make the following additional disclosures:

- a. Bernstein Shur has, in the past, represented clients on matters adverse to MMA but unrelated to the Debtor's case. A list of such prior clients is attached hereto as **Exhibit B**. To the extent Bernstein Shur was to represent the trustee in relation to the Debtor's case, Bernstein Shur would, of course, not represent any of these clients in connection with the Debtor's case or any matter related to the Debtor.
- b. Bernstein Shur represented the New England Independent Transmission Company, LLC ("NEITC") in connection with acquiring a transmission easement from MMA. Because, at the time, MMA's title and related information was confidential,

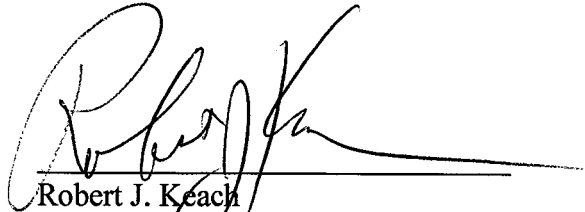
Bernstein Shur obtained a conflict waiver from MMA and agreed, in the event of a dispute between MMA and NEITC, not to represent either MMA or NEITC in such dispute. (A copy of the waiver is attached hereto as Exhibit C.) Of course, all such title and related information is now an asset of the Debtor's bankruptcy estate and would be under the control of its trustee, rendering moot the issues covered by the waiver.

8. At Bernstein Shur, at least four shareholders, six associates, and two paralegals regularly represent clients in matters involving Chapter 11 proceedings, whether as debtors, official committees, ad hoc committees, members of a committee or as creditors (secured and unsecured). (Additional attorneys may also work on such matters on a less regular basis.) Below are the names and normal hourly rates for those attorneys, subject to periodic adjustment beginning on January 1, 2013:

Robert J. Keach, Shareholder	\$515
Michael A. Fagone, Shareholder	\$375
David S. ("Sam") Anderson, Shareholder	\$345
Jennifer Rood, Shareholder	\$335
Jessica A. Lewis, Associate	\$255
Máire B. Corcoran Ragozzine, Associate	\$200
Roma N. Desai, Associate	\$175
Ellen M. Palminteri, Associate	\$175
Bodie B. Colwell, Associate	\$175
Craig T. Nale, Associate	\$175
Angela Stewart, Paralegal	\$145
Karla Quirk, Paralegal	\$140

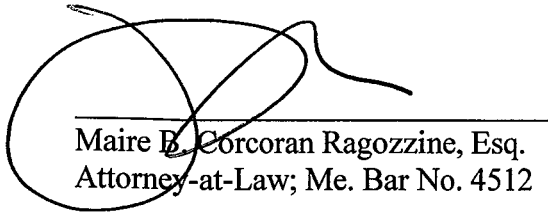
If Robert J. Keach is appointed as trustee, it is Mr. Keach's expectation that certain of the above-listed members and employees of Bernstein Shur would provide him with legal counsel and appear for or with him in this matter subject to Bankruptcy Court approval and its normal procedures for the retention and payment of such professionals.

Dated this 18th day of August 2013.



Robert J. Keach
BERNSTEIN SHUR
100 Middle Street
P.O. Box 9729
Portland, ME 04104
Telephone: (207) 774-1200
Facsimile: (207) 774-1127
E-mail: rkeach@bernsteinshur.com

Subscribed and sworn to before me
this 18th day of August 2013.



Maire B. Corcoran Ragozzine, Esq.
Attorney-at-Law; Me. Bar No. 4512

United States Bankruptcy Court District of Maine

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Montreal Maine & Atlantic Railway Ltd. Name of Joint Debtor (Spouse) (Last, First, Middle): All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all) 11-3660859 Street Address of Debtor (No. and Street, City, and State): 15 Iron Road Hermon, ME ZIP Code 04401 County of Residence or of the Principal Place of Business: Penobscot Mailing Address of Debtor (if different from street address): Location of Principal Assets of Business Debtor (if different from street address above):

Type of Debtor (Form of Organization) (Check one box) Individual (includes Joint Debtors) See Exhibit D on page 2 of this form. Corporation (includes LLC and LLP) Partnership Other (If debtor is not one of the above entities, check this box and state type of entity below.) Nature of Business (Check one box) Health Care Business Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) Railroad Stockbroker Commodity Broker Clearing Bank Other Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) Chapter 7 Chapter 9 Chapter 11 Chapter 12 Chapter 13 Chapter 15 Petition for Recognition of a Foreign Main Proceeding Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending: Tax-Exempt Entity (Check box, if applicable) Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code). Nature of Debts (Check one box) Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." Debts are primarily business debts.

Filing Fee (Check one box) Full Filing Fee attached Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B. Check one box: Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). Check all applicable boxes: A plan is being filed with this petition. Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).

Statistical/Administrative Information Debtor estimates that funds will be available for distribution to unsecured creditors. Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. Estimated Number of Creditors: 1-49, 50-99, 100-199, 200-999, 1,000-5,000, 5,001-10,000, 10,001-25,000, 25,001-50,000, 50,001-100,000, OVER 100,000. Estimated Assets: \$0 to \$50,000, \$50,001 to \$100,000, \$100,001 to \$500,000, \$500,001 to \$1 million, \$1,000,001 to \$10 million, \$10,000,001 to \$50 million, \$50,000,001 to \$100 million, \$100,000,001 to \$500 million, \$500,000,001 to \$1 billion, More than \$1 billion. Estimated Liabilities: \$0 to \$50,000, \$50,001 to \$100,000, \$100,001 to \$500,000, \$500,001 to \$1 million, \$1,000,001 to \$10 million, \$10,000,001 to \$50 million, \$50,000,001 to \$100 million, \$100,000,001 to \$500 million, \$500,000,001 to \$1 billion, More than \$1 billion.

THIS SPACE IS FOR COURT USE ONLY

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Montreal Maine & Atlantic Railway Ltd.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: - None -	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: - None -	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<p style="text-align: center;">Exhibit A</p> (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.	<p style="text-align: center;">Exhibit B</p> (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b). <input checked="" type="checkbox"/> _____ (Date) Signature of Attorney for Debtor(s)		
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) _____ (Name of landlord that obtained judgment) _____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

Montreal Maine & Atlantic Railway Ltd.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

- I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.
- Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

Address

X _____
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. §110; 18 U.S.C. §156.

Signature of Attorney*

X /s/ Roger A. Clement, Jr.
Signature of Attorney for Debtor(s)

Roger A. Clement, Jr. 7421
Printed Name of Attorney for Debtor(s)

Verrill Dana, LLP
Firm Name

One Portland Square
P.O. Box 586
Portland, ME 04112-0586

Address

207-774-4000 Fax: 207-774-7499
Telephone Number

August 7, 2013
Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Robert C. Grindrod
Signature of Authorized Individual

Robert C. Grindrod
Printed Name of Authorized Individual

President & CEO
Title of Authorized Individual

August 7, 2013
Date

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court
 District of Maine**

In re Montreal Maine & Atlantic Railway Ltd.

Debtor(s)

Case No.

Chapter

11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
New Brunswick Southern Railway Company Limited P.O. Box 5777 Saint John, NB E2L 4M3 CANADA	P.O. Box 5777 St. John, NB, CANADA E2L 4M3 506-632-6314	This claim is against Montreal, Maine & Atlantic Canada Co.	Disputed	1,988,570.72
Rail World, Inc. 6400 Shafer Court, Suite 275 Des Plaines, IL 60018	Edward A. Burkhardt, President and CEO 6400 Shafer Court, Suite 275 eaburkhardt@railworld-inc.com Des Plaines, IL 60018 773-714-8669	Basis of claim is indemnification and/or contribution in connection with wrongful death litigation and other claims.		785,958.88
Flex Leasing I, LLC SDS 12-2315 P.O. Box 86 Minneapolis, MN 55486-0086	SDS 12-2315 P.O. Box 86 Minneapolis, MN 55486-0086			668,862.91
Canadian Pacific Railway Co. Lock Box M101979 P.O. Box 2078, Station B Montreal, PQ H3B 4H4 CANADA	E. Hunter Harrison, CEO Lock Box M101979 P.O. Box 2078, Station B Montreal, PQ, CANADA H3B 4H4 1-800-319-7000	This claim is against Montreal, Maine & Atlantic Canada Co.	Disputed	541,299.48
Valero Marketing & Supply One Valero Way San Antonio, TX 78249-1616	Bill Klesse, Chairman and CEO One Valero Way San Antonio, TX 78249-1616 210-345-2000/Fax 210-345-2646			316,128.75
Rail World Locomotive Leasing 6400 Shafter Court, Suite 275 Des Plaines, IL 60018	Edward A. Burkhardt, President and CEO 6400 Shafter Court, Suite 275 eaburkhardt@railworld-inc.com Des Plaines, IL 60018 773-714-8669			221,047.52

B4 (Official Form 4) (12/07) - Cont.

In re Montreal Maine & Atlantic Railway Ltd.

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
Gowling Lafleur Henderson LLP 1 Place Ville Marie 37th Floor Montreal, PQ H3B 3P4 CANADA	Denise St-Onge scott.jolliffe@gowlings.com 1400, 700 - 2nd Street SW Calgary, AB, CANADA T2P 4V5 416-862-5400	This claim is against Montreal, Maine & Atlantic Canada Co.	Disputed	105,155.08
Cattron Theimeg Box 200477 Pittsburgh, PA 15251-0477	Box 200477 Pittsburgh, PA 15251-0477 724-962-4310			99,047.00
Petro Sud-Ouest Inc. 619, Laurent Granby PQ J2G 8Y3 CANADA	619 Laurent Granby, PQ, CANADA J2G 8Y3	This claim is against Montreal, Maine & Atlantic Canada Co.	Disputed	90,603.00
Ville De Sherbrooke 145 Rue Wellington Nord C.P. 610 Sherbrooke, QC J1H 5H9 CANADA	145 Rue Wellington Nord C.P. 610 Sherbrooke, QC, CANADA J1H 5H9	This claim is against Montreal, Maine & Atlantic Canada Co.	Disputed	86,742.19
RWC, Inc. 248 Lockhouse Road P.O. Box 876 Westfield, MA 01086-0876	248 Lockhouse Road P.O. Box 876 Westfield, MA 01086-0876			86,199.00
St. Lawrence & Atlantic RR M2118, Case Postale 11500 Succursale Centre-Ville Montreal, PQ H3C 5N7 CANADA	M2118, Case Postale 11500 Succursale Centre-Ville Montreal, PQ, CANADA H3C 5N7	This claim is against Montreal, Maine & Atlantic Canada Co.	Disputed	83,610.12
Maine Northern Railway P.O. Box 905, Station A 71 Alison Boulevard Fredericton, NB E3B 5B4 CANADA	P.O. Box 905, Station A 71 Alison Boulevard Fredericton, NB, CANADA E3B 5B4			83,098.07
AC Electric Corp. 120 Merrow Road P.O. Box 1508 Auburn, ME 04211-1508	Dan Parsons, President & CEO dparsons@acelec.com 120 Merrow Road P.O. Box 1508 Auburn, ME 04211-1508 1-800-660-7341			78,942.78
Debroussailleurs GSL, Inc. 5646 Chemin Saint-Remi St-Adien-De-Ham, PQ J0A 1C0 CANADA	5646 Chemin Saint-Remi St-Adien-De-Ham, PQ, CANADA J0A 1C0 1-819-828-2880	This claim is against Montreal, Maine & Atlantic Canada Co.	Disputed	77,085.00
Helm Financial Corporation Lock Box 13499 13499 Collections Center Drive Chicago, IL 60693	Lockbox 13499 13499 Collections Center Drive Chicago, IL 60693			75,900.00

B4 (Official Form 4) (12/07) - Cont.

In re Montreal Maine & Atlantic Railway Ltd.
 Debtor(s)

Case No. _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
 (Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Maine, State of Maine Revenue Service P.O. Box 9107 Augusta, ME 04332-9107	Stanley D. Campbell, Deputy Director P.O. Box 9107 Augusta, ME 04332-9107 207-624-9595	Lien Notice 4017904121206		68,499.08 (0.00 secured)
Canadian Pacific Railway P.O. Box 2078 Station B Montreal, QC H3B 4H4 CANADA	E. Hunter Harrison, CEO P.O. Box 2078 Station B Montreal, QC, CANADA H3B 4H4 1-403-319-7000			60,925.70
Gowling Lafleur Henderson LLP 1400, 700 - 2nd Street S.W. Calgary, AB T2P 4V5 CANADA	R. Scott Jolliffe, Chair and CEO 1400, 700-2nd Street, SW scott.jolliffe@gowlings.com Calgary, AB, CANADA T2P 4V5 416-862-5400	This claim is against Montreal, Maine & Atlantic Canada Co.	Disputed	59,905.32
Progress Rail Services 24601 Network Place Chicago, IL 60673-1246	William P. Ainsworth, CEO 24601 Network Place Chicago, IL 60673-1246 800-476-8769			55,323.46

**DECLARATION UNDER PENALTY OF PERJURY
 ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the President & CEO of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date August 7, 2013

Signature /s/ Robert C. Grindrod
Robert C. Grindrod
President & CEO

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
 18 U.S.C. §§ 152 and 3571.

Abercorn, Village
10, Chemin Des Eglises Ouest
Abercorn, QC JOE 1B0
CANADA

AC Electric Corp.
120 Merrow Road
P.O. Box 1508
Auburn, ME 04211-1508

Acadian Springs
466 North Perley Brook Road
Fort Kent, ME 04743-1643

Advanced Railcar Tooling
23321 W. 287th Street
Paola, KS 66071

Aetna
Aetna - Middletown
P.O. Box 532424
Charlotte, NC 28290-2424

Aetna Inc.
Cobra/Special Plans
P.O. Box 13050
Newark, NJ 07188-0050

Airgas East
P.O. Box 827049
Philadelphia, PA 19182-7049

Airtek
P.O. Box 466
Irwin, PA 15642

ALK Technologies
1000 Herrontown Road
Princeton, NJ 08540

Allen, Jordan
82 North Chester Road
Chester, ME 04457

Alliance Benefit Group
30100 Telegraph Road, Suite 170
Franklin, MI 48025

American Express
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Newark, NJ 07101-1270

American Industries Midland
P.O. Box 73975
Cleveland, OH 44193

American Short Line & Regional RR Assoc.
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Washington, DC 20001-1564

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31 Lakeville Shores Road
Bowerbank, ME 04426

Anderson, Gregory
1324 Woolland Ctr Road
Caribou, ME 04736

Anderson, Joshua
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Brownville Junction, ME 04415

Anderson, Victor
749 Elliotsville Road
Monson, ME 04464

Andersons
NW 6172
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Minneapolis, MN 55485-6172

Applied Industrial Technologies
22510 Network Place
Chicago, IL 60673-1225

Archer, Clayton Sr.
15400 Sonoma Drive
Fort Myers, FL 33908

Archer, Steven
Baltic Rail
Toompulestee 35
Talinn, Estonia 10149

Armand Duhamel & Fils Inc.
778 RG. De L-Eglise
Stignace Stanbridge, QC J0J 1Y0
CANADA

Arnold, Glendon
85 Townhouse Road
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Arnold, Stephen
3114 Route 21 South
Canandaigua, NY 14424

Atlantic Communications Inc.
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Bangor, ME 04402-0596

Atwood, Christopher
PO Box 565
Bingham, ME 04920

Auberge H.J.P. Inc.
Mario Pepin
3550, Boul. Stearns
Lac-Megantic, PQ G6B 2G9
CANADA

Austins Rubbish & Roll-Off Service
P.O. Box 159
West Charleston, VT 05872

Bacon Printing Company
1070 Hammond Street
Bangor, ME 04401

Baker, Newman, Noyes LLC
280 Fore Street
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Portland, ME 04112-0507

Bangor Hydro-Electric
P.O. Box 932
Bangor, ME 04402-0932

Bangor Hydro-Electric Co.
P.O. Box 11008
Lewiston, ME 04243-9459

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37 Hillview Drive
Bangor, ME 04401

Barker, Steven
59 Black Stream Drive
Levant, ME 04456

Barnett, Brad
160 Kelly Park
Millinocket, ME 04462

Bartlett, Kerry
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Beals, Jonathan
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Van Buren, ME 04785

Beaulieu, Gregg
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Montreal, QC H3C 4L6
CANADA

Bell Canada
Case Postale 8713
Succ Centre-Ville
Montreal, QC H3C 4L6
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Station Centre-Ville
Montreal, PQ H3C 5E9
CANADA

Bell Mobility
P.O. Box 11095
Station Centre-Ville
Montreal, PQ H3C 5E7
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Dyer Brook, ME 04747

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Corinth, ME 04427

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West Charleston, VT 05872

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360 St. Jacques, Suite 1500
Montreal, PQ H2Y 1P5
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Burlington Northern Santa Fe
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Campbell, Robert
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Detroit, MI 48277-0299

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Montreal, QC H3B 4H4
CANADA

Canadian Pacific Railway
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Station Centre-Ville
Montreal, PQ H3C 3E4
CANADA

Canadian Pacific Railway Co.
Lock Box M101979
P.O. Box 2078, Station B
Montreal, PQ H3B 4H4
CANADA

Canteen Service Co.
P.O. Box 895
Bangor, ME 04402-0895

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Bedford, QC J0J 1A0
CANADA

Canton De Hampden
863, Route 257 Nord
C.P. 1055
La Patrie, QC J0B 1Y0
CANADA

Canton De Lingwick
72 Route 108
Lingwick, QC J0B 2Z0
CANADA

Canton De Westbury
168D, Route 112
Westbury, PQ J0B 1R0
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Central Maine Power
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Toilet Rentals LLC
109 Waterville Road
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Clement, Samuel
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Bangor, ME 04401

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Coiley, Michael
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Charleston, ME 04422

Cole International, Inc.
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Dorval, PQ H9P 1E9
CANADA

Cole Land Co.
405 Parkhurst Siding Road
Presque Isle, ME 04769

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Collier, Todd
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CANADA

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Williamsburg Twp., ME 04414

Conlogue, Paul
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Coop, Regionale D'Electricite
3113 Rue Principale
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De Rouville, QC J0L 2B0
CANADA

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Brownville, ME 04414

Corbin, Michael
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Old Town, ME 04468

Cormier, Shane
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Milo, ME 04463

Cote, Robert
68 Lorraine Avenue
Brewer, ME 04412

Cottle, Timothy
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Cousins, Douglas
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Bangor, ME 04401

Cousins, Douglas
501 Union Street, Apt. 27
Bangor, ME 04401

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Cox, Kevin
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Cullen, Adam
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Sherman, ME 04776

Cullen, Jerry
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Cunningham, Vernon IV
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Old Town, ME 04468

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Enfield, ME 04493

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c/o Daniel A. Edelman, Esq.
Edelman, Combs, Latturner & Goodwin, LLC
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Custeau, Richard (Est. of Real Custeau)
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Cyr, Christopher
49 Station Road
Bradford, ME 04410

Dakota Petroleum Transport Solutions LLC
9531 W 78th Street
Eden Prairie, MN 55344

Dakota Plains Marketing, LLC
c/o Dakota Plains Ag Center, LLC
Attn: Matt Winsand, General Manager
41055 282nd Street
Parkston, SD 57366

Dakota Plains Transloading, LLC
294 Grove Lane E
Wayzata, MN 55391-1680

Damboise, Jeannot
365 Main Street
P.O. Box 36
Grand Isle, ME 04746

Damon, Joshu
101 Turner Howe Road
Milo, ME 04463

Dan Pepin Excavating
4650 VT Route 100
Newport, VT 05855

Darneille, John
44 Pleasant Street
Millinocket, ME 04462

Davanac, Inc.
1936 St-Regis Blvd.
Dorval, QC H9P 1H6
CANADA

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430 Lagrange Road
Bradford, ME 04410

Deabay, Chad
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Smyrna Mills, ME 04780

Deabay, Eric
P.O. Box 95
Ashland, ME 04732

Deabay, Joel
1256 Oxbow Road
Oxbow, ME 04764

Dead River Company - MLKT
P.O. Box 150
Millinocket, ME 04462-0150

Debroussailleurs GSL, Inc.
5646 Chemin Saint-Remi
St-Adien-De-Ham, PQ J0A 1C0
CANADA

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North York, ON M2H 3N5
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Dell Financial Services
Payment Processing Center
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Carol Stream, IL 60197-5275

Dell Marketing L.P.
c/o Dell USA L.P.
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Atlanta, GA 30353-4118

Demers, Kevin
291 De Strasbourg
Granby, QC J2H 0B6
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P.O. Box 1324
Williston, VT 05495

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Bangor, ME 04402-2698

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253 Medford Road
Milo, ME 04463

Dion, Omar
25 Chemin Du Golf
Farnham, PQ J2N 2P9
CANADA

Distribution D'Eau R.C. Inc.
2755, Route 235
Ste-Sabaine, PQ J0J 2B0
CANADA

DJL, Inc.
Region Haute-Yamaska
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Bromont, QC J2L 1S3
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Dow, Andrew
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Doyon Caron, William
16A Rue Joel
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CANADA

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Brownville, ME 04414

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Brownville, ME 04414

East Millinocket Waste Water
53 Main Street
East Millinocket, ME 04430

Eastern ME Electric COOP
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Calais, ME 04619-0425

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Edwin Bohr/Electronics, Inc.
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Electro-Mag
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Emery, Kevin
19 Page Street
Brownville, ME 04414

Enterprise Fleet Services
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Billerica, MA 01821

Enterprise Rent-A-Car
Attn: Accts Receivable
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Londonderry, NH 03053

Enterprise Rent-A-Car
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Bangor, ME 04401

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CANADA

Entreprises Electriques
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CANADA

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Sutton, QC JOE 2K0
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Fairpoint Communications
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Fastenal Company
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FedEx
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Railcar Management, Inc.
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**United States Bankruptcy Court
District of Maine**

In re **Montreal Maine & Atlantic Railway Ltd.**

Debtor(s)

Case No.

Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Montreal Maine & Atlantic Railway Ltd.** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

**Montreal, Maine & Atlantic Corporation
15 Hermon Road
Bangor, ME 04401**

None [Check if applicable]

August 7, 2013

Date

/s/ Roger A. Clement, Jr.

Roger A. Clement, Jr. 7421

Signature of Attorney or Litigant

Counsel for **Montreal Maine & Atlantic Railway Ltd.**

Verrill Dana, LLP

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207-774-4000 Fax:207-774-7499

**U.S. Bankruptcy Court
Maine (Bangor)
Bankruptcy Petition #: 13-10670**

Date filed: 08/07/2013

Assigned to: Chief Judge Louis H. Kornreich
Chapter 11
Voluntary
Asset

Debtor
Montreal Maine & Atlantic Railway Ltd.
15 Iron Road
Hermon, ME 04401
PENOBSCOT-ME
Tax ID / EIN: 11-3660859

represented by **Roger A. Clement, Jr., Esq.**
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Portland, ME 04101

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Filing Date	#	Docket Text
08/07/2013	<u>1</u> (94 pgs)	Chapter 11 Voluntary Petition . Fee Amount \$1213 Filed by Montreal Maine & Atlantic Railway Ltd.. (Clement, Jr., Roger) (Entered: 08/07/2013)
08/07/2013		Receipt of Voluntary Petition (Chapter 11)(13-10670) [misc,volp11a] (1213.00) Filing Fee. Receipt number 3304646. Fee amount 1213.00. (re: Doc# 1) (U.S. Treasury) (Entered: 08/07/2013)
08/07/2013	<u>2</u> (1 pg)	Notice of Appearance and Request for Notice by Jennifer H. Pincus Esq. Filed by on behalf of Office of U.S. Trustee. (Pincus, Jennifer) (Entered: 08/07/2013)
08/07/2013	<u>3</u> (1 pg)	Notice of Appearance and Request for Notice by Jennifer H. Pincus Esq. Filed by on behalf of Office of U.S. Trustee. (Pincus, Jennifer) (Entered: 08/07/2013)
08/07/2013	<u>4</u> (14 pgs; 2 docs)	Motion to Use Cash Collateral <i>on Interim Basis; and Scheduling a Hearing to Consider the Use of Cash Collateral on a Final Basis</i> Filed by Montreal Maine & Atlantic Railway Ltd.. (Attachments: # <u>1</u> Proposed Order) (Clement, Jr., Roger) (Entered: 08/07/2013)

08/07/2013		Corrective Entry. Reason for Entry: Incorrect docketing event used in CM/ECF. Document terminated on system, motion to be refiled using correct event. (related document(s): <u>4</u> Motion to Use Cash Collateral filed by Debtor Montreal Maine & Atlantic Railway Ltd.). (kef) (Entered: 08/07/2013)
08/07/2013	<u>5</u> (14 pgs; 2 docs)	Debtor's Chapter 11 First Day Motion <i>for Order Pursuant to 11 U.S.C. Sections 361, 362, and 363: (I) Authorizing Debtor to Use of Cash Collateral on Interim Basis; and (ii) Scheduling a Hearing to Consider the Use of Cash Collateral on a Final Basis</i> Filed by Montreal Maine & Atlantic Railway Ltd.. (Attachments: # <u>1</u> Proposed Order) (Clement, Jr., Roger) (Entered: 08/07/2013)
08/07/2013	<u>6</u> (14 pgs; 2 docs)	Debtor's Chapter 11 First Day Motion To Honor Employee Benefits <i>and Payment of Prepetition Employee Obligations</i> Filed by Montreal Maine & Atlantic Railway Ltd.. (Attachments: # <u>1</u> Proposed Order) (Clement, Jr., Roger) (Entered: 08/07/2013)
08/07/2013	<u>7</u> (8 pgs; 2 docs)	Debtor's Chapter 11 First Day Motion For Authority to Maintain Existing Bank Accounts <i>and Business Forms</i> Filed by Montreal Maine & Atlantic Railway Ltd.. (Attachments: # <u>1</u> Proposed Order) (Clement, Jr., Roger) (Entered: 08/07/2013)
08/07/2013	<u>8</u> (7 pgs; 3 docs)	Debtor's Chapter 11 First Day Motion For Emergency Hearing Filed by Montreal Maine & Atlantic Railway Ltd. (related document(s): <u>5</u> Chapter 11 First Day Motion filed by Debtor Montreal Maine & Atlantic Railway Ltd., <u>6</u> Chapter 11 First Day Motion filed by Debtor Montreal Maine & Atlantic Railway Ltd., <u>7</u> Chapter 11 First Day Motion filed by Debtor Montreal Maine & Atlantic Railway Ltd.). Hearing scheduled for 8/8/2013 at 01:00 PM at Bankruptcy Courtroom, Room 30600, Bangor. Objections due by 8/8/2013. (Attachments: # <u>1</u> Proposed Order # <u>2</u> Hearing Notice) (Clement, Jr., Roger) (Entered: 08/07/2013)
08/07/2013	<u>9</u> (9 pgs; 2 docs)	Debtor's Chapter 11 First Day Motion For Utility Relief Under Section 355 motion <i>to (I) Prohibit Utilities from Altering, Refusing or Discontinuing Services, and (II) Establish Procedures for Determining Requests for Additional Adequate Assurance</i> Filed by Montreal Maine & Atlantic Railway Ltd.. (Attachments: # <u>1</u> Proposed Order) (Clement, Jr., Roger) (Entered: 08/07/2013)
08/07/2013	<u>10</u> (7 pgs; 3 docs)	Debtor's Chapter 11 First Day Motion For Expedited Hearing <i>Shortened Objection Period, and Limited Notice</i> Filed by Montreal Maine & Atlantic Railway Ltd. (related document(s): <u>9</u> Chapter 11 First Day Motion filed by Debtor Montreal Maine & Atlantic Railway Ltd.). Hearing scheduled for 8/22/2013 at 10:00 AM at Kennebec County Courthouse. Objections due by 8/20/2013. (Attachments: # <u>1</u> Proposed Order # <u>2</u> Hearing Notice) (Clement, Jr., Roger) (Entered: 08/07/2013)
	<u>11</u> (14 pgs)	Affidavit(related document(s):,,,). Filed by Montreal Maine & Atlantic Railway Ltd. (related document(s): <u>5</u> Chapter 11 First Day Motion filed by Debtor Montreal Maine & Atlantic Railway Ltd., <u>6</u> Chapter 11 First Day Motion filed by Debtor Montreal Maine &

Atlantic Railway Ltd., 7 Chapter 11 First Day Motion filed by Debtor
 Montreal Maine & Atlantic Railway Ltd., 9 Chapter 11 First Day
 Motion filed by Debtor Montreal Maine & Atlantic Railway Ltd.).
 (Clement, Jr., Roger) (Entered: 08/07/2013)

08/07/2013

PACER Service Center			
Transaction Receipt			
08/07/2013 15:52:16			
PACER Login:	bs0125	Client Code:	
Description:	Docket Report	Search Criteria:	13-10670 Fil or Ent: filed Doc From: 0 Doc To: 99999999 Format: html Page counts for documents: included
Billable Pages:	2	Cost:	0.20



MONTREAL MAINE & ATLANTIC RAILWAY, LTD. -- CONFLICT SEARCH

Client	Original Timekeeper
Canadian Pacific Railroad	LMG
Montreal, Maine & Atlantic Railway, Ltd.	RJK
Aetna Engineering Corp.	BSN
Aetna Life & Casualty Company	BSN
Shearon / American Express	BSN
Aetna Insurance	BSN
Aetna Life & Casualty Company	GFB
Aetna Life & Casualty Company	GFB
Aetna	BRD
Baker Newman & Noyes	GAT
North Atlantic Commercial Brokers	CEM
Atlantic Commercial Finance, Inc.	GFG
Atlantic Retirement Communities	WJH
Canadian National	JMH
Canadian Pacific Railroad	LMG
Bank of Montreal, National Bank (Canadian) and Rabo Bank (Dutch)	PHG
Central Maine Power	RMS
Central Maine Power	BRD
Covington & Burling	PJR
Dead River Company	CEM
F. W. Webb Co.	GAT
John J. Emery Trusts	NHS
Rosenblatt & Russell Farrell	LDM
FedEx Ground Package Systems, Inc.	AKJ
Hydro Quebec	GFG
JP Morgan Chase Bank, N.A.	DAS
JP Morgan Chase Bank, N.A. - ME	DAS
The Maintenance Connection, Inc.	JFK
Southern Maine Regional Water Council / Maine Water Utilities, Maine Wastewater Control Association	PJS
Madawaska Water District	RJK
Milo Water District	RMS
Rand McNally	RHS
Rudman & Winchell	LFW
Reliance Standard Life Insurance Company	JAH
Pine Tree Waste, Inc.	JLC
PRC Industrial Supply	JPS
Praxair, Inc.	GI
Praxair Surface Technologies Inc.	ECN
Town of Brownville	GI
Upsher Smith Laboratories	JMP
Verso Paper Corp.	JSG
Verrill & Dana	GAT

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BERNSTEIN SHUR

COUNSELORS AT LAW

August 31, 2010

Robert Grindrod
Montreal, Maine & Atlantic Railway, Ltd.
15 Iron Road
Hermon, ME 04401

Re: Electric Transmission Line Easement with New England Independent Transmission
Company, LLC ("NEITC")

Dear Bob:

We have been approached by NEITC to possibly represent them in a transaction with MM&A to obtain a transmission line easement over MM&A properties. I am writing to follow up on conversations with James Howard, attorney for MM&A, regarding our possible representation of NEITC. Inasmuch as this firm represented the Montreal, Maine & Atlantic Railway at the time of their acquisition of the former Bangor and Aroostook Railroad out of bankruptcy several years ago and we have done subsequent work for you, in order for us to represent NEITC on a going forward basis in connection with the transmission line easement, it is necessary for us to obtain a conflict waiver. We are requesting this waiver with the understanding that Montreal, Maine & Atlantic Railway, Ltd. would be represented by either James Howard or other counsel of their choice. We understand you have agreed to the conflict waiver and that we can represent NEITC provided we only share with them information regarding title to the MM&A railroads which would be publicly available or which is listed on Exhibit A to this letter. Any other information in our files re: MM&A will continue to be treated as confidential and not shared with NEITC.

Provided this arrangement is acceptable, would you please confirm this consent by countersigning a copy of this letter and returning it to me via email. Additionally, in the unlikely event there were any dispute between the parties which rose to the level of litigation or third party dispute resolution, we would recuse ourselves from representing either one of you and would refer NEITC to separate counsel.

Sincerely,

Bernstein, Shur

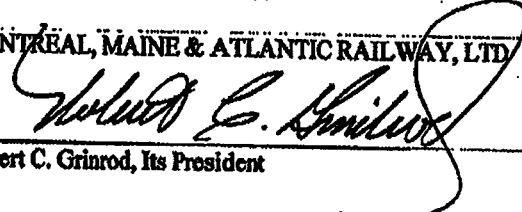
By: 
Nathan H. Smith

cc James Howard, Esq.

Robert Grindrod
August 31, 2010
Page 2 of 3

SEEN AND CONSENTED TO:

MONTREAL, MAINE & ATLANTIC RAILWAY, LTD

By: 
Robert C. Grindrod, Its President