

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

In re:

MONTREAL MAINE & ATLANTIC
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670
Chapter 11

**ORDER GRANTING APPLICATION FOR ORDER, PURSUANT TO SECTIONS
327 AND 328 OF THE BANKRUPTCY CODE, AUTHORIZING THE EMPLOYMENT
OF COVINGTON & BURLING LLP, AS SPECIAL REGULATORY
COUNSEL FOR THE TRUSTEE *Nunc Pro Tunc* TO AUGUST 21, 2013**

Upon consideration of Robert J. Keach's (the "Trustee") Application for Order, Pursuant to Sections 327 and 328 of the Bankruptcy Code, Authorizing the Employment of Covington & Burling LLP, as Special Regulatory Counsel for the Trustee *Nunc Pro Tunc* to August 21, 2013 (the "Application"), and upon consideration of the Declaration of Michael St. Patrick Baxter, Esquire in Support of the Application for Order, Pursuant to Sections 327 and 328 of the Bankruptcy Code, Authorizing the Employment of Covington & Burling LLP as Special Regulatory Counsel for the Trustee *Nunc Pro Tunc* to August 21, 2013 (the "Baxter Declaration"), and it satisfactorily appearing that attorney Michael St. Patrick Baxter and the firm of Covington & Burling LLP ("Covington") do not represent or hold any interest adverse to the Debtor or the estate in the regulatory matters upon which Covington is to be engaged, and it satisfactorily appearing that the employment of Covington will be in the best interest of the Debtor's estate, it is hereby **ORDERED**, **ADJUDGED** and **DECREED** as follows:

1. The Application is granted.
2. The Trustee be and hereby is authorized to employ Covington as his attorneys in all matters which require the services of such counsel on the terms set forth in the Application,

and to execute and deliver Covington's engagement letter.

3. Service of the Application, the Baxter Declaration and proposed order was sufficient notice to parties under the circumstances of the Case.¹

4. The legal services rendered or to be rendered by Covington may include, without limitation, the following:

- (a) Providing consulting and legal services necessary to obtain authorizations from the Surface Transportation Board ("STB"), the Federal Railroad Administration ("FRA"), and/or the United States Department of Transportation ("DOT") required in connection with the Case or the Canadian Case;
- (b) Assisting the Trustee in any investigations, proceedings, litigation, negotiations, and transactions before the STB, FRA, and/or DOT;
- (c) Preparing and filing any and all necessary or desirable STB, FRA, and/or DOT pleadings;
- (d) Appearing at any and all necessary or desirable administrative proceedings that may be brought before the STB, FRA, and/or DOT;
- (e) Providing regulatory legal services and advice to the Trustee in connection with the Canadian Case; and
- (f) Providing regulatory legal services and advice to the Trustee in connection with the Case.

5. This Order shall become final in fourteen (14) days unless a party in interest sooner objects, in which case the matter shall be set for hearing and considered by the Court as if this Order had not been entered.

Dated:

The Honorable Louis H. Kornreich
U. S. Bankruptcy Judge for the District of Maine

¹ Capitalized terms not specifically defined herein shall have the meaning ascribed to such terms in the Application.