

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 BERNSTEIN,
SHUR, SAWYER & NELSON, P.A., AS ATTORNEYS FOR THE TRUSTEE**

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 Bernstein, Shur, Sawyer & Nelson, P.A. as Attorneys for the Trustee (the "Application"), and upon consideration of the Affidavit of Michael A. Fagone, Esquire In Support of the Application for Order, Pursuant to Sections 327 and 328 of the Bankruptcy Code, Authorizing the Employment of Bernstein, Shur, Sawyer & Nelson, P.A. as Attorneys for the Trustee (the "BSSN Statement"), and it satisfactorily appearing that attorney Michael A. Fagone and the firm of Bernstein, Shur, Sawyer and Nelson, P.A. ("BSSN") are disinterested and do not represent or hold any interest adverse to the Debtor or the estate in the matters upon which BSSN is to be engaged, and it satisfactorily appearing that the employment of BSSN will be in the best interest of the Trustee and 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 BSSN as his attorneys in all matters which require the services of such counsel on the terms set forth in the Application.

3. Service of the Application, the BSSN Statement 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 BSSN may include, without limitation, the following:

- (a) Advising the Trustee with respect to his powers and duties in the Trustee's continued management and operation of the Debtor's business and property;
- (b) Representing the Trustee at all hearings and matters pertaining to his affairs as Trustee;
- (c) Attending meetings and negotiating with representatives of the Debtor's creditors and other parties-in-interest, as well as responding to creditor inquiries;
- (d) Taking all necessary action to protect and preserve the Debtor's estate;
- (e) Preparing on behalf of the Trustee all necessary and appropriate motions, applications, answers, orders, reports and papers necessary to the administration of Debtor's estate;
- (f) Reviewing applications and motions filed in connection with the Case;
- (g) Negotiating and preparing on the Trustee's behalf any plans of reorganization, disclosure statements, and all related agreements and/or documents, and taking any necessary action on behalf of the Trustee to obtain confirmation of such plans;
- (h) Advising the Trustee in connection with any potential sale or sales of assets or business, or in connection with any other strategic alternatives;
- (i) Reviewing and evaluating the Debtor's executory contracts and unexpired leases, and representing the Trustee in connection with the rejection, assumption or assignment of such leases and contracts;
- (j) Consulting with and advising the Trustee regarding labor and employment matters;
- (k) Representing the Trustee in connection with any adversary proceedings or automatic stay litigation which may be commenced by or against the Debtor;

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

- (l) Reviewing and analyzing various claims of the Debtor's creditors and treatment of such claims, and preparing, filing or prosecuting any objections thereto;
- (m) Performing necessary legal services and providing necessary legal advice to the Trustee in connection with the Canadian Case; and
- (n) Performing all other necessary legal services and providing all other necessary legal 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: August 28, 2013



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