

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

In re:)
Montreal Maine & Atlantic Railway Ltd.,) Chapter 11
) Case No. 13-10670
Debtor)

ORDER

A July, 2013 derailment in Lac-Megantic, Quebec of the Debtor's train carrying substantial amounts of oil caused significant loss of life, and property and environmental damage. As a result, the Debtor filed this Chapter 11 case, and its subsidiary, Montreal Maine & Atlantic Canada Co. ("MMA Canada") filed a proceeding under Canada's Companies' Creditors Arrangement Act.

A hearing on a motion of Federal Railroad Administration ("FRA") for an order determining the allocation of the purchase price for the Debtor's assets and enforcing this Court's order approving a carve-out from FRA's collateral proceeds to pay the Chapter 11 trustee and his professionals is scheduled for August 19, 2014. The only timely objection to that motion was filed by Wheeling and Lake Erie Railway Company ("Wheeling"). The issues raised by Wheeling arose out of the allocation of the Travelers insurance proceeds. FRA also requested a joint hearing with the Canadian court on its motion, but did not set that latter request for hearing. There was no indication that a similar request had been made to the Canadian court. This Court issued an order requiring FRA to show cause why its motion for a joint hearing should not be denied since the Wheeling objection did not raise issues which might be of concern to the Canadian court. FRA's response indicated that it had requested a joint hearing as an accommodation to the Province of Quebec, and that it could not show cause why the motion should not be denied.

Because FRA has failed to show cause, its request for a joint hearing is denied.

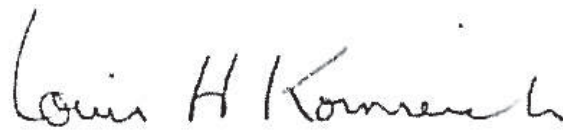
The Province of Quebec, which has not previously appeared in this case, did not timely object to the allocation motion but entered a limited appearance to respond to the order to show cause, indicating that it has an objection to the allocation of the purchase price between the Debtor and MMA Canada.

The hearing on FRA's allocation motion will proceed as scheduled on August 19, 2014. At that time, this Court will consider the form and nature of the proceeding to resolve the outstanding issues between FRA and Wheeling, including whether this Court has jurisdiction to determine issues which are currently on appeal. This Court will also consider the following:

1. Whether the Province of Quebec's timely response to the order to show cause may be considered a timely response to the allocation motion;
2. Whether the Province's response should be considered a request for a joint hearing;
3. Whether this Court should continue hearing on the allocation motion, as requested by the Province, to permit a joint hearing to occur;
4. Whether at the time of the hearing a request for a joint hearing has been made to the Canadian court; and
5. Whether this Court should consider any request of the Province unless and until it enters a general appearance in this Court.

SO ORDERED.

DATED: August 14, 2014



Louis H. Kornreich, Chief Judge
U. S. Bankruptcy Court

District/Off: 0100-1

User: kford

Date Created: 8/14/2014

Case: 13-10670

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