

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MAINE

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

**ORDER GRANTING, IN PART, THE UNITED STATES OF AMERICA’S
MOTION FOR AN ORDER (1) DETERMINING THE ALLOCATION OF
THE PURCHASE PRICE FOR DEBTOR’S ASSETS AND (2) ENFORCING
ORDER APPROVING CARVE-OUT**

This matter came before this Court on the United States of America’s Motion for an Order (1) Determining the Allocation of the Purchase Price for Debtor’s Assets and (2) Enforcing Order Approving Carve-Out [D.E. 1025] (the “Allocation Motion”), and sufficient notice of the Allocation Motion having been given, and the Court having held a hearing on August 19, 2014 to consider the Allocation Motion and the objections and/or responses to the Allocation Motion, and the parties having represented that there are no objections to entry of this Order, and after due deliberation and sufficient cause appearing therefor, the Court hereby **ORDERS, ADJUDGES** and **DECREES** as follows:¹

1. The Allocation Motion is granted, in part, as set forth herein.
2. Subject to the reservations made in this paragraph, the Trustee is hereby authorized to disburse the Travelers Insurance Settlement Proceeds in the amount of \$1,330,000 to the Federal Railroad Administration. In the event that a final judgment is entered in favor of Wheeling & Lake Erie Railway Company (“Wheeling”) determining that Wheeling has a valid, perfected and enforceable security interest in and to all or any portion of the Travelers Insurance

¹Capitalized terms used, but not defined in this Order, have the meaning ascribed to such terms in the Motion.

Settlement Proceeds, then FRA shall repay the amount of the Travelers Insurance Settlement Proceeds that it has received to Wheeling in accordance with the terms of such final judgment; provided, however, that upon payment to Wheeling, FRA shall have no further liability to any entity with respect to the Travelers Insurance Settlement Proceeds. In addition, the Court shall retain jurisdiction over FRA in order to enforce the obligation of FRA to repay funds in accordance with this paragraph. Nothing in this Order limits the rights of any party to seek disgorgement from any other person or entity of any proceeds from the sale of Canadian Assets and all defenses of such parties are preserved.

3. The Province of Quebec has asked this Court to conduct a joint hearing with the Superior Court of Canada overseeing the *Companies' Creditors Arrangement Act* case of Montreal Maine & Atlantic Canada Co. (the "Canadian Court") on the Allocation Motion. With respect to the remainder of the relief sought by the Allocation Motion and the Province of Quebec's request for a joint hearing, this Court has issued its order dated August 20, 2014 [D.E. 1085].

Dated: August 22, 2014



The Honorable Louis H. Kornreich
United States Bankruptcy Judge for the
District of Maine

District/Off: 0100-1

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Case: 13-10670

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