

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE

In re:

MONTREAL MAINE & ATLANTIC  
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670  
Chapter 11

**ORDER GRANTING MOTION PURSUANT TO SECTIONS 327 AND 328 OF THE  
BANKRUPTCY CODE TO AMEND THE TERMS OF RETENTION OF  
DEVELOPMENT SPECIALISTS, INC., AS FINANCIAL ADVISOR  
TO THE TRUSTEE NUNC PRO TUNC TO AUGUST 11, 2014**

This matter having come before the Court on the *Motion Pursuant to Sections 327 and 328 of the Bankruptcy Code to Amend the Terms of Retention of Development Specialists, Inc., as Financial Advisor to the Trustee Nunc Pro Tunc to August 11, 2014* (the “Motion”)<sup>1</sup> of Robert J. Keach, as Chapter 11 Trustee (the “Trustee”) for the estate of Montreal Maine & Atlantic Railway, Ltd. (“the “Debtor”) for an order pursuant to 11 U.S.C. §§ 327(a) and 328(a) amending the terms and conditions of the retention of Development Specialists, Inc. (“DSI”) as financial advisor to the Trustee, all as more fully described in the Motion; and the Court having reviewed the Motion and any objections thereto; and due and proper notice of the hearing on the Motion having been provided; and all parties in interest having been afforded an opportunity to be heard with respect to the Motion and all of the relief related thereto; and it appearing, based upon the record before the Court (if any), that the relief requested by the Motion is in the best interests of the Debtor, its estate, its creditors, and other parties in interest, and is in the public interest; and after due deliberation thereon and sufficient cause appearing therefor, it is hereby

**ORDERED, ADJUDGED, and DECREED** that:

<sup>1</sup> Unless otherwise indicated, capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Motion.

1. The Motion is granted on the terms set forth herein, effective as of August 11, 2014.

2. The terms of DSI's retention as financial advisor to the Trustee shall be amended to include the following:

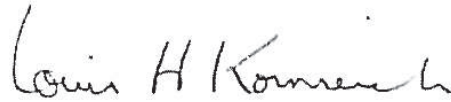
- a. DSI shall be authorized to provide financial reporting and other services to the Purchaser in connection with the transition in ownership and operation of the Sale assets;
- b. DSI shall create a separate time category for providing financial reporting services or other requested services to the Purchaser;
- c. DSI shall provide weekly time details to the Purchaser for its review by Friday of the following week;
- d. DSI shall invoice the Purchaser for services rendered on a monthly basis at the previously-approved rate of \$635.00 per hour, plus reasonable out of pocket travel expenses to the extent such travel expenses are approved in advance in writing by the Purchaser;
- e. the Purchaser shall remit to the Debtor payment on each monthly invoice within thirty (30) days of receipt of such invoice;
- f. DSI shall include any services rendered, and any fees and expenses invoiced to the Purchaser in connection with the same, in its interim and final applications for compensation and reimbursement in accordance with the procedures established by the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any order of this Court;
- g. the Debtor shall use payments received from the Purchaser as described in

paragraph (e) above to pay the associated fees and expenses requested by DSI in an interim or final application for compensation and reimbursement to the extent approved by the Bankruptcy Court; and

- h. the Agreement Letter is subject to cancelation by the Purchaser or DSI upon three (3) days' notice to the other parties thereto.

3. 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: October 27, 2014



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

District/Off: 0100-1  
Case: 13-10670

User: kford  
Form ID: pdf900

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TOTAL: 3

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