

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MAINE**

In re:

MONTREAL, MAINE & ATLANTIC
RAILWAY, LTD.,

Debtor.

Bk. No. 13-10670

Chapter 11

**ORDER GRANTING TRUSTEE'S MOTIONS FOR RULE 2004 EXAMINATIONS AND
THE PRODUCTION OF DOCUMENTS IN CONNECTION THEREWITH**

This matter having come before the Court on the motion (the "Motion") of Robert J. Keach, as Chapter 11 Trustee (the "Trustee") for the estate of Montreal Maine & Atlantic Railway, Ltd. ("the "Debtor"), seeking an order pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure compelling each of (i) Arrow Midstream Holdings, LLC (ii) ConocoPhillips, (iii) Enersco Energy LLC, (iv) InCorr Energy Group LLC, (v) Shell Oil Company, (vi) Marathon Oil Corporation, (vii) Oasis Petroleum Inc., (viii) Oasis Petroleum LLC, and (ix) QEP Resources, Inc. (collectively, the "Examinees") to appear, through its designated managing agent, for examination and to produce certain records, documents and other information; the Motion having been filed in accordance with D. Me. LBR 9013-1(d); and there appearing to be just cause for such relief; it is hereby **ORDERED**, **ADJUDGED**, and **DECREEED** that:

1. By agreement of the Examinees and the Trustee, the Motion is granted, and the relief requested therein is granted and approved in its entirety with the following limitations:
 - a. The production of documents by each Examinee shall be limited to the following:
 - i. Any and all communications to and from World Fuel Services Corporation, World Fuel Services, Inc., Western Petroleum Company, World Fuel

Services, Canada, Inc., and Petroleum Transport Solutions, Inc. (collectively, the “Adversary Defendants”) that relate to the train that derailed in Lac_Megantic (the “Train”) or the crude oil carried on the Train (the “Crude Oil”);

- ii. All MSDSs or SDSs relating to the Train or the Crude Oil;
- iii. Any and all documents or communications relating to any testing or analysis of the Crude Oil;
- iv. Any and all documents or communications relating to stabilization efforts undertaken by the Examinee at the Bakken Formation;
- v. Any and all documents or communications relating to the Crude Oil or the Train exchanged between the Examinee and the trucking company that delivered the Crude Oil from the well head to the loading facility; and
- vi. Any document showing a legal relationship between the examinee and the trucking company that delivered the Crude Oil from the wellhead to the loading facility; e.g., parent-subsidary, affiliate, or captive arrangement.

b. Subject to the service of a subpoena pursuant to Fed. R. Bankr. P. 2004(c), documents shall be produced by December 31, 2014 or such later date as agreed to by the Trustee and the Examinee.

c. Examinations for each Examinee, if requested by the Trustee, will take place on a date after January 15, 2015, with the date to be subject to the mutual agreement of the Trustee and the Examinee.

d. Counsel for each Examinee shall be permitted to attend the examination of such Examinee. Attendance at the examination shall be limited to the Trustee, the examinees, the Canadian Monitor and its counsel, the Canadian Debtor’s counsel and Adversary Defendants.

e. The location of the examination, if necessary, will be selected by the Examinee.

f. A protective order limiting the use and dissemination of documents produced and any examination conducted shall be entered by the Court and shall provide that the documents produced and testimony procured shall not be disseminated by the Trustee without further court

order. The Protective Order shall be acceptable to the Trustee and the Examinees. If the parties are unable agree on the terms of the protective order, each shall submit a proposed order for the Court's approval.

g. Marathon Oil Company shall be substituted as an Examinee for Marathon Oil Corporation.

h. Shell Trading US Company shall be substituted as an Examinee for Shell Oil Company.

i. Counsel shall attempt in good faith to resolve any objections raised with respect to relevancy. Any issues that cannot be resolved shall be submitted to the Court for further guidance.

2. This Order is without prejudice to the rights of the Trustee to seek additional documents and examination and all rights of any Examinees to object to any such order.

Dated:

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