

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

In re:

MONTREAL MAINE & ATLANTIC
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670

Chapter 11

**ORDER PURSUANT TO 11 U.S.C. §§ 327(a) AND 328(a)
AUTHORIZING THE EMPLOYMENT OF PRIME CLERK, LLC
AS NOTICING AND SOLICITATION AGENT *NUNC PRO TUNC* TO MAY 5, 2015**

Upon consideration of the *Application for Order Pursuant to 11 U.S.C. §§ 327(a) and 328(a) Authorizing the Employment of Prime Clerk, LLC as Noticing and Solicitation Agent Nunc Pro Tunc to May 5, 2015* (the "Application")¹ of Robert J. Keach (the "Trustee"), and upon consideration of the *Affidavit of Michael J. Frishberg in Support of the Application for Order Pursuant to 11 U.S.C. §§ 327(a) and 328(a) Authorizing the Employment of Prime Clerk, LLC as Noticing and Solicitation Agent Nunc Pro Tunc to May 5, 2015* (the "Frishberg Statement"), and it satisfactorily appearing that Michael J. Frishberg and the firm of Prime Clerk, LLC ("Prime Clerk") are disinterested and do not represent or hold any interest adverse to the Debtor or the estate in the matters upon which Prime Clerk is to be engaged, and it satisfactorily appearing that the employment of Prime Clerk will be in the best interest of the Debtor's estate, it is hereby **ORDERED, ADJUDGED** and **DECREED** as follows:

1. The Application is granted.
2. The Trustee is authorized to employ Prime Clerk as noticing and solicitation agent in all matters which require the services of such firm on the terms set forth in the Application and

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

the Services Agreement.

3. Service of the Application, the Frishberg Statement and proposed order was sufficient notice to parties under the circumstances of the Chapter 11 Case.

4. Prime Clerk shall apply to the Court for allowance of compensation and reimbursement of expenses incurred after the Petition Date in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and any orders entered in these cases regarding professional compensation and reimbursement of expenses.

5. The services rendered or to be rendered by Prime Clerk may include, without limitation, the following:

- a. Preparation and service of required notices and documents in the Chapter 11 Case in accordance with the Bankruptcy Code and Bankruptcy Rules in the form and manner directed by the Trustee and/or the Court, including (i) notices of transfers of claims, (ii) notices of objections to claims and objections to transfers of claims, (iii) notices of any motions and hearings in the Chapter 11 Case, (iv) notice of the effective date of any plan and (v) all other notices, orders, pleadings, publications and other documents as the Trustee or Court may deem necessary or appropriate for an orderly administration of the Chapter 11 Case;
- b. Translation services as may become necessary in the Chapter 11 Case and as agreed upon with the Trustee;
- c. Solicitation and tabulation of votes on the Plan;
- d. Maintenance of (i) a list of all potential creditors, equity holders and other parties-in-interest and (ii) a mailing list consisting of all parties described in Bankruptcy Rule 2002(i), (j) and (k) and those parties that have filed a notice of appearance pursuant to Bankruptcy Rule 9010; update said lists and make said lists available upon request by a party-in-interest or the Clerk;
- e. Maintenance of a post office box or address for the purpose of receiving returned mail, and process of all mail received;
- f. For *all* notices, motions, order or other pleadings or documents served, preparation and filing with the Clerk an affidavit or certificate of service within seven (7) business days of service, which includes (i) either a copy of the notice served or the docket number(s) and title(s) of the pleading(s)

served, (ii) a list of persons to whom it was mailed (in alphabetical order) with their addresses, (iii) the manner of service, and (iv) the date of service;

- g. Assistance in the dissemination of information to the public and the response to requests for administrative information regarding the Chapter 11 Case, as directed by the Trustee or the Court, including through the use of a case website and/or call center; and
- h. At the close of the Chapter 11 Case, boxing and transportation of all original documents, in proper format, as provided by the Clerk's Office, to the location requested by the Clerk's Office.

6. The Debtor shall indemnify Prime Clerk under the terms of the Services Agreement, as modified pursuant to this Order.

7. Prime Clerk shall not be entitled to indemnification, contribution or reimbursement pursuant to the Services Agreement for services other than the services provided under the Services Agreement, unless such services and the indemnification, contribution or reimbursement therefor are approved by the Court.

8. The Debtor and Prime Clerk are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

Dated: June 2, 2015

/s/ Peter G. Cary
The Honorable Peter G. Cary
U. S. Bankruptcy Judge for the District of Maine