

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

In re:

MONTREAL MAINE & ATLANTIC
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670
Chapter 11

ORDER GRANTING FIRST INTERIM APPLICATION FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR BERNSTEIN, SHUR, SAWYER & NELSON, P.A., AS COUNSEL TO ROBERT J. KEACH, ESTATE REPRESENTATIVE, FOR THE PERIOD DECEMBER 23, 2015 THROUGH AND INCLUDING JUNE 30, 2016

This matter having come before the Court on the *First Interim Application for Compensation and Reimbursement of Expenses for Bernstein, Shur, Sawyer & Nelson, P.A., as Counsel to Robert J Keach, Estate Representative, for the Period December 23, 2015 Through and Including June 30, 2016* (the "Fee Application"),¹ and after proper notice to all creditors and other parties-in-interest, the Court having independently reviewed the Fee Application, it is hereby **ORDERED, ADJUDGED, and DECREED** as follows:

1. The Fee Application is granted.
2. In relation to the Compensation Period and, pursuant to 11 U.S.C. § 330, BSSN is allowed compensation for services to the Estate Representative in the aggregate amount of **\$290,638.71**, including professional fees in the amount of **\$287,871.50** and reimbursement of expenses in the amount of **\$2,767.21**.
3. The Fees and expenses for the Compensation Period are hereby awarded on an interim basis in accordance with the applicable sections of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and this Court's local rules.

¹ Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Fee Application.

Dated: August 29, 2016

/s/ Peter G. Cary
The Honorable Peter G. Cary
Chief Judge, United States Bankruptcy Court

Certificate of Notice Page 3 of 10
 United States Bankruptcy Court
 District of Maine

In re:
 Montreal Maine & Atlantic Railway Ltd.
 Debtor

Case No. 13-10670-PGC
 Chapter 11

CERTIFICATE OF NOTICE

District/off: 0100-1

User: kford
 Form ID: pdf901

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 Total Noticed: 92

Date Rcvd: Aug 29, 2016

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Aug 31, 2016.

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 aty Bernstein, Shur, Sawyer & Nelson, 100 Middle Street 6th Floor, PO Box 9729,
 Portland, ME 04104-5029
 aty +Bill Kroger, Baker Botts, 910 Louisiana Street, Houston, TX 77002-4995
 aty +Blaire Cahn, Weil, Gotshal & Manges, LLP, 767 Fifth Avenue, New York, NY 10153-0119
 aty +Christopher Fong, Esq., Paul Hastings LLP, 75 East 55th St., New York, NY 10022-3404
 aty +Christopher J. Panos, Partridge Snow & Hahn, 30 Federal Street, Boston, MA 02110-2508
 aty Covington & Burling LLP, One City Center, 850 Tenth Street, N.W.,
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 aty +Robert Jackstadt, Tueth, Keeney, Cooper, Mohan & Jackstadt, 101 West Vandalia, Suite 210,
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 aty +Stefanie Wowchuck McDonald, 233 South Wacker Drive, Suite 7800, Chicago, IL 60606-6459
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 cr +Clean Harbors, 42 Lonwater Dr., Norwell, MA 02061-1612
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 fa +Development Specialists, Inc., Fred Caruso, Suite 2300, 70 West Madison Street,
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cr +Eastern Maine Railway Company, c/o Alan Lepene, 3900 Key Center, 127 Public Square,
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cr +Estates of Marie Alliance, et al, c/o Murtha Cullina LLP, 99 High Street,
Boston, ME 02110-2320
cr +Estates of Stephanie Bolduc, c/o Meyers & Flowers, LLC, 3 North Second Street, Suite 300,
St. Charles, IL 60174-1870
cr +Fred's Plumbing & Heating, Inc., 328 Main Street, Derby, VT 05829-9743
cr Frederick J. Williams, 74 Bellevue Street, Compton, QU JOB 1L0, CANADA
cr +GNP Maine Holdings, LLC, 50 Main Street, East Millinocket, ME 04430-1158
cr +General Electric Railcar Services Corporation, c/o Pierce Atwood LLP,
Attn: Keith J. Cunningham, 254 Commercial Street, Portland, ME 04101-1110
intp +Irving Paper Limited, c/o Pierce Atwood LLP, Attn: Keith J. Cunningham,
254 Commercial Street, Portland, ME 04101-1110
intp +Irving Pulp & Paper, Limited, c/o Pierce Atwood LLP, Attn: Keith J. Cunningham,
254 Commercial Street, Portland, ME 04101-1110
intp +J.D. Irving, Limited, c/o Pierce Atwood LLP, 254 Commercial Street,
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cr +Jeffrey C. Durant, 1029 Main Rd., Brownville, ME 04414-3208
sp Kugler Kandestin LLP, c/o Gerald F. Kandestin, 1 Place Ville-Marie, Suite 2101,
Montreal, QB H3B 2C6, CANADA
cr +Lexington Insurance Company, c/o Marcus A. Helt, Esq., Gardere Wynne Sewell LLP,
1601 Elm St Ste 3000, Dallas, TX 75201-4761
cr +Maine Department of Transportation, c/o Victoria Morales, 16 State House Station,
Augusta, ME 04333-0016
cr +Maine Northern Railway Company, c/o Alan Lepene, 3900 Key Center, 127 Public Square,
Cleveland, OH 44114-1217
cr +New Brunswick Southern Railway Company, c/o Alan R. Lepene, 3900 Key Center,
127 Public Square, Cleveland, OH 44114-1217
intp +Oasis Petroleum, Inc., c/o Timothy H. Norton, Esq., P.O. Box 597, Portland, ME 04112-0597
op +Prime Clerk LLC, c/o Adam M. Adler, 830 Third Avenue, 9th Floor,
New York, NY 10022-6569
cr +Real Custeau Claimants et al, c/o Mitchell A. Touns, Esq., PO Box 350,
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cr +Robert D. Thomas, 49 Park Street, Dexter, ME 04930-1439
ea +Robert J. Keach, Bernstein Shur Sawyer & Nelson, 100 Middle Street, P.O. Box 9729,
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cr +Shell Oil Company, c/o Jessica Lewis, Molleur Law Office, 95 Main Street,
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cr +Sierra Liquidity Fund, LLC, 19772 MacArthur Blvd. # 200, Irvine, CA 92612-2405
cr +Stephen C. Currie, 17 Dodlin Road, Enfield, ME 04493-4204
intp +Surface Transportation Board, 395 E Street, S.W., Washington, DC 20423-0012
cr Trinity Industries Leasing, Inc., c/o One City Center, Portland, ME 04101
cr Trinity Industries, Inc., c/o One City Center, Portland, ME 04101
cr Trinity Rail Leasing 2012 LLC, c/o One City Center, Portland, ME 04101
cr Trinity Tank Car, Inc., c/o One City Center, Portland, ME 04101
cr Union Tank Car Company, c/o Regan M. Haines, PO Box 7320, Portland, ME 04112-7320
cr +United States of America, c/o Department of Justice, Civil Divisio, 1100 L Street, N.W.,
Room 10052, Washington, DC 20005-4035
intp +William R. Moorman, Jr., Partridge Snow & Hahn, LLP, 30 Federal Street,
Boston, MA 02110-2508

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

aty E-mail/Text: mhenderson@verrilldana.com Aug 29 2016 20:40:24 Verrill & Dana, LLP,
One Portland Square, P.O. Box 586, Portland, ME 04112-0586
aty E-mail/Text: mhenderson@verrilldana.com Aug 29 2016 20:40:24 Verrill Dana LLP,
One Portland Square, P.O. Box 586, Portland, ME 04112-0586
acc +E-mail/Text: dbanks@bnncpa.com Aug 29 2016 20:40:29 Baker Newman & Noyes, LLC,
c/o Gregory Sanborn, 280 Fore Street, Portland, ME 04101-4177
cr E-mail/Text: bankruptcy@bangor.com Aug 29 2016 20:40:32 Bangor Savings Bank, P.O.Box 930,
Bangor, ME 04402-0930
cr +E-mail/Text: ckimball@rudmanwinchell.com Aug 29 2016 20:40:40
Center Beam Flat Car Company, Inc., c/o Curtis Kimball, Esq., P.O. Box 1401,
Bangor, ME 04402-1401
cr +E-mail/Text: ckimball@rudmanwinchell.com Aug 29 2016 20:40:40 First Union Rail,
c/o Curtis Kimball, Esq., P.O. Box 1401, Bangor, ME 04402-1401

TOTAL: 6

***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****

cr DPTS Marketing, LLC
cr Dakota Petroleum Transport Solutions, LLC
cr Estate of Jefferson Troester
intp Wrongful Death, Personal Injury, Business, Propert
aty* +Shaw Fishman Glantz & Towbin LLC, 321 N, Clark Street, Suite 800, Chicago, IL 60654-4766
aty ##+Allison M. Brown, Weil, Gotshal & Manges LLP, 301 Carnegie Center, Suite 303,
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aty ##+Diane P. Sullivan, Weil, Gotshal & Manges LLP, 301 Carnegie Center, Suite 303,
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***** BYPASSED RECIPIENTS (continued) *****

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

Transmission times for electronic delivery are Eastern Time zone.

Addresses marked '#' were identified by the USPS National Change of Address system as requiring an update. While the notice was still deliverable, the notice recipient was advised to update its address with the court immediately.

Addresses marked '##' were identified by the USPS National Change of Address system as undeliverable. Notices will no longer be delivered by the USPS to these addresses; therefore, they have been bypassed. The debtor's attorney or pro se debtor was advised that the specified notice was undeliverable.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Aug 31, 2016

Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on August 29, 2016 at the address(es) listed below:

Aaron P. Burns on behalf of Defendant Canadian Pacific Railway Corporation
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Aaron P. Burns on behalf of Interested Party New England Independent Transmission Company,
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Aaron P. Burns on behalf of Respondent Canadian Pacific Railway Company aburns@pearcedow.com,
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The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

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David C. Johnson on behalf of Defendant Wheeling & Lake Erie Railway Company
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F. Bruce Sleeper, Esq. on behalf of Creditor Guy Ouellet bankruptcy@jbgh.com

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The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

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George W. Kurr, Jr. on behalf of Creditor Estates of David Lacroix Beaudoin gwkurr@grossminsky.com, tmseymour@grossminsky.com;kclove@grossminsky.com
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