## UNITED STATES BANKRUPTCY COURT DISTRICT OF MAINE

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In re:

Montreal Maine & Atlantic Railway Ltd., Debtor

Chapter 11 Case No. 13-10670

## PRELIMINARY ORDER CONCERNING MOTION TO APPROVE SETTLEMENT

Following his appointment, the chapter 11 trustee brought motions under 11 U.S.C. §542(b) to compel the turnover of accounts receivable as part of his efforts to raise cash for operations.<sup>1</sup> One such motion, against Irving Paper Limited, Irving Pulp & Paper, Limited, and J. D. Irving, Limited (collectively, "Irving"), sought \$885,000. Irving objected for several reasons, including an alleged pre-petition setoff of \$761,000. Wheeling & Lake Erie Railway Company, ("Wheeling") appeared and requested full-party status in the Irving turnover proceeding based upon its assertion of a floating lien covering the Irving receivable.<sup>2</sup> I granted Wheeling's request for full-party standing and set a final evidentiary hearing on the trustee's motion. Prior to the final hearing, the trustee and Irving executed a stipulation to settle the § 542(b) dispute, subject to notice and hearing on the trustee's motion to compromise under Rule 9019.<sup>3</sup> Wheeling was not a party to the stipulation.

The final hearing on the trustee's § 542(b) motion occurred before the hearing on the

<sup>&</sup>lt;sup>1</sup> All references to statutory sections are to the Bankruptcy Code of 1978, as amended, 11 U.S.C. § 101, *et.seq.* All references to rules are to the Federal Rules of Bankruptcy Procedure.

<sup>&</sup>lt;sup>2</sup> Wheeling holds a security interest in all of the debtor's pre- and post-petition accounts receivable by virtue of a pre-petition security agreement containing a floating lien and six post-petition consensual interim cash collateral orders.

<sup>&</sup>lt;sup>3</sup> If the compromise is approved, Irving is to pay to the trustee \$531,000 in full and final settlement of the trustee's claim. Of that sum, \$150,000 is to be paid within two business days of the order approving the compromise. The remaining \$381,000 is to be paid within two business days after such order becomes final.

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trustee's motion to compromise. At that time, the trustee asked that there be no evidentiary hearing because he had reached an settlement with Irving. Wheeling protested on many grounds including a violation of Rule 7041 because of its full-party status. To counter this charge, the trustee declared that the § 542(b) motion had been withdrawn. In his view, the stipulation was simply the product of the trustee's authority to conduct business in the normal course. Wheeling was not placated. It insisted that its floating lien prevented the trustee from settling the Irving account. Faced with these new issues, I ordered the parties to supply written arguments.

The hearing on the motion to compromise was held on October 31, 2013. At that time Wheeling conceded that the trustee's § 542(b) motion had been withdrawn. Wheeling also agreed that its floating lien, as such, provided no legal impediment to the settlement between the trustee and Irving. <u>See In re Resource Technology Corp.</u>, 430 F. 3d 884, 888 (7th Cir. 2005). Instead, Wheeling argued that the circumstances of this case, namely, those reflected in paragraph 5 of the sixth interim cash collateral order, require the trustee to hold the entire Irving account in escrow "without deduction" following the closing of the trustee's loan with Camden National Bank.<sup>4</sup> The parties agree that this closing has occurred. Thus, according to Wheeling, the Irving account may not be reduced without Wheeling's consent. The trustee does not agree.

A bankruptcy court plainly has jurisdiction to interpret its own orders. <u>See Travelers</u> <u>Indemnity Co. v. Bailey</u>, 557 U.S. 137, 151 (2009). The disputed language in paragraph 5 of the sixth cash collateral order provides in pertinent part:

On and after the date of the Closing [meaning the day the trustee closed on a new credit facility with Camden National Bank], and as and for additional adequate protection, the Trustee shall establish a segregated escrow account . . .

<sup>&</sup>lt;sup>4</sup> Camden National Bank has replaced Wheeling as the trustee's post-petition lender.

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and shall deposit therein any and all amounts collected by the Trustee, without deduction, from the payment of accounts receivable that were created at any time prior to the date of the Closing . . . .

This language, like the entire order and those that preceded it, was drafted and submitted as a proposed form of order by Wheeling and the trustee. It reflects their common intention to prevent an erosion in the value of the accounts receivable securing the advances made by Wheeling. Despite their common intention, they differs on the meaning of the words. Wheeling understands paragraph 5 to mean that the existing accounts, as such, must be held for Wheeling "without deduction." The trustee understands it to mean that only actual proceeds of the accounts receivable are to be held without reduction.

I interpret the language to refer to collected proceeds, not accounts. Moreover, there is nothing in the language of the order to restrict the trustee's hand in the collection of the accounts. Therefore, the trustee did not violate the letter or intent of the sixth interim cash collateral order when he agreed to settle the Irving account.

All other issues on the trustee's motion to compromise are reserved.

SO ORDERED.

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DATED: December 9, 2013

Louis H. Kornreich, Chief Judge U. S. Bankruptcy Court

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### Recipients submitted to the BNC (Bankruptcy Noticing Center):

db	Montreal Maine & Atlantic Railway Ltd.	15 Iron Road
cr	Maine Department of Transportation 04333	c/o Victoria Morales

Hermon, ME 04401 16 State House Station

Augusta, ME

#### Case 13-10670 Doc 475-1 Filed 12/09/13 Entered 12/09/13 16:49:18 Desc Send PDF to BNC - All Parties: Notice Recipients Page 2 of 2 Eastern Maine Railway Company c/o Alan Lepene 3900 Key Center 127 Public cr Cleveland, OH 44114 -1291 Square Maine Northern Railway Company c/o Alan Lepene 3900 Key Center 127 Public cr Cleveland, OH 44114-1291 Square New Brunswick Southern Railway Company c/o Alan R. Lepene 3900 Key Center 127 Public cr Cleveland, OH 44114-1291 Square Bangor Savings Bank P.O.Box 930 Bangor, ME 04402-0930 cr United States of America c/o Department of Justice, Civil Divisio 1100 L Street, N.W. cr Room 10052 Washington, DC 20005 Robert J. Keach Bernstein Shur Sawyer & Nelson 100 Middle Street P.O. Box 9729 Portland. tr ME 04104 Estates of Marie Alliance, et al c/o Murtha Cullina LLP 99 High Street Boston, ME 02110 cr Estates of Stephanie Bolduc cr c/o Meyers &Flowers, LLC 3 North Second Street, Suite 300 St. Charles, IL 60174 aty Bernstein, Shur, Sawyer & Nelson 100 Middle Street 6th Floor PO Box 9729 Portland, ME 04104-5029 395 E Street, S.W. intp Surface Transportation Board Washington, DC 20423 254 Commercial Street J.D. Irving, Limited c/o Pierce Atwood LLP Portland, ME 04101 intp Irving Pulp & Paper, Limited c/o Pierce Atwood LLP 254 Commercial Attn: Keith J. Cunningham intp Street Portland, ME 04101 Irving Paper Limited Attn: Keith J. Cunningham 254 Commercial c/o Pierce Atwood LLP intp Street Portland, ME 04101 c/o Curtis Kimball, Esq. Bangor, ME 04401 First Union Rail P.O. Box 1401 cr c/o Curtis Kimball, Esq. Center Beam Flat Car Company, Inc. P.O. Box 1401 Bangor, ME 04401 cr Real Custeau Claimants et al c/o Mitchell A. Toups, Esq. PO Box 350 Beaumont, TX 77704 cr Camden, ME 04843 Camden National Bank 2 Elm Street cr One Portland Square Verrill Dana LLP P.O. Box 586 Portland, ME 04112-0586 aty Compton, QU J0B 1L0 CANADA Frederick J. Williams 74 Bellevue Street cr Daniel Aube 308 St-Lambert Street Sherbrooke, QU J1C0N9 CANADA cr 49 Park Street Dexter, ME 04930 Robert D. Thomas cr aty Shaw Fishman Glantz & Towbin LLC P.O. Box 586 Verrill &Dana, LLP One Portland Square Portland, ME 04112-0586 aty 233 South Wacker Drive, Suite 7800 Alan S. Gilbert Chicago, IL 60606 aty Allison M. Brown Weil, Gotshal & Manges LLP 301 Carnegie Center, Suite 303 Princeton, NJ aty 08540 Arvin Maskin Weil, Gotshal & Manges LLP 767 Fifth Avenue New York, NY 10153 aty aty Craig D. Brown Meyers & Flowers, LLC 3 North Second Street, Suite 300 St. Charles, IL 60174 Dennis M. Ryan, Esq. Faegre Baker Daniels LLP 90 South 7th St Ste 2200 Minneapolis, MN aty 55402-3901 Diane P. Sullivan Weil, Gotshal & Manges LLP aty 301 Carnegie Center, Suite 303 Princeton, NJ 08540 Eric M. Hocky Clark Hill Thorp Reed 2005 Market Street Suite 1000 Philadelphia, PA 19103 aty New York, NY 10022 Luc A. Despins Paul Hastings, LLP 75 East 55th Street aty Marcia L. Ĝoldstein Weil, Gotshal & Manges LLP 767 Fifth Avenue New York, NY 10153 aty Robinson & Cole, LLP Michael R. Enright 280 Trumbull Street Hartford, CT 06103 aty Michael S. Wolly, Esq. Zwerdling, Paul, Kahn & Wolly, PC 1025 Connecticut Ave., aty N.W Washington, DC 20036 Robert Jackstadt Tueth, Keeney, Cooper, Mohan & Jackstadt 101 West Vandalia, Suite aty Edwardsville, IL 62025 210 Stefanie Wowchuck McDonald atv 233 South Wacker Drive, Suite 7800 Chicago, IL 60606 280 Trumbull STreet Stephen Edward Goldman Robinson & Cole LLP Hartford, CT 06103 aty One Financial Plaza, Suite 1430 Providence, RI 02903 aty Steven J. Boyajian Robinson & Cole LLP Victoria Vron Weil, Gotshal & Manges LLP 767 Fifth Avenue New York, NY 10153 aty 395 E Street, S.W. Washington, DC 20423 Virginia Strasser Surface Transportation Board aty aty Wystan M. Ackerman Robinson & Cole LLP 280 Trumbull STreet Hartford, CT 06103 State of Maine Bureau of Revenue Services Compliance Division Bankruptcy Unit smg P.O. Box 1060 Augusta, ME 04332

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