

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE

In re:

MONTREAL MAINE & ATLANTIC  
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670  
Chapter 11

**AMENDMENT TO INTERIM ORDER  
GRANTING CHAPTER 11 TRUSTEE'S MOTION FOR ORDER  
(A) AUTHORIZING DEBTOR TO OBTAIN POST-PETITION FINANCING AND (B)  
GRANTING TO CAMDEN NATIONAL BANK POST-PETITION PRIORITY LIENS**

On February 5, 2014, the chapter 11 trustee in the above-captioned chapter 11 case of Montreal Maine & Atlantic Railway, Ltd. filed the *Chapter 11 Trustee's Motion for Interim and Final Orders: (A) Authorizing Debtor to Obtain Post-Petition Financing; and (B) Granting to Camden National Bank Post-Petition Priority Liens* (the "Motion"), and on February 11, 2014, the Court entered the *Interim Order Granting the Chapter 11 Trustee's Motion for Interim and Final Orders: (A) Authorizing Debtor to Obtain Post-Petition Financing; and (B) Granting to Camden National Bank Post-Petition Priority Liens* (the "Interim Order").

**IT IS HEREBY ORDERED, ADJUDGED AND DECREED** as follows:

1. The Interim Funding Amount, as defined in Paragraph 4 of the Interim Order, is hereby amended to \$1,350,000.00.

2. The following is added at the end of Paragraph 4 of the Interim Order:

As additional adequate protection to FRA in relation to the Interim Funding Amount, the amount of the carve-out (the "Carve-Out") described in this Court's *Order Approving Carve-Out*, entered on October 18, 2013 [D.E. 392] (the "Carve-Out Order") (a) is hereby reduced from \$5 million to \$4.5 million and (b) shall be reduced further, on a dollar-for-dollar basis, to the extent that the total sum paid to FRA from the Travelers' Proceeds and the 45G Proceeds is less than \$1.8 million, subject to a maximum additional reduction of \$500,000. (For avoidance of doubt, and by way of examples only, if the total sum paid to the

FRA from the Travelers' Proceeds and the 45G Proceeds were \$1.6 million, the Carve-Out would be reduced by \$200,000. In those circumstances, the amount of the Carve-Out would be \$4.3 million. If the total sum paid to the FRA from the Travelers' Proceeds and the 45G Proceeds was \$1.0 million, the amount of the Carve-Out would be \$4.0 million. The maximum potential reduction in the Carve-Out is \$1,000,000 (such that the amount of the Carve-Out cannot be reduced below \$4 million)). The FRA's rights to terminate the Carve-Out, or to limit the amount of fees and expenses to be paid from Carve-Out during a particular phase of the chapter 11 case, have been waived by agreement of the FRA and are hereby extinguished. In all other respects, the Carve-Out Order remains in full force and effect.

3. Paragraph 11 of the Interim Order is hereby voided.

4. The Trustee shall serve upon the Notice Parties by no later than February 19, 2014 a notice of (a) the entry of the Interim Order, as amended hereby and (b) a final hearing on the Motion to be held on March 12, 2014 at 10:00 a.m. ET. Any objections to the approval of the Motion at the final hearing must be filed with the Court and served so to be received by counsel to the Trustee and the Lender on or before 5:00 p.m. ET on March 5, 2014. If no objections are timely filed and served, then the Court may enter a final order approving the Motion without any further hearing.

5. In all other respects, the Interim Order remains in full force and effect, and this Order is intended to merely amend, and not supersede, the Interim Order previously entered.

Dated: February 19, 2014



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

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE**

In re:

MONTREAL MAINE & ATLANTIC  
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670

Chapter 11

**CERTIFICATE OF SERVICE**

I, Karla M. Quirk, being over the age of eighteen and an employee of Bernstein, Shur, Sawyer & Nelson, P.A. in Portland, Maine, hereby certify that, on February 19, 2014, I filed the following pleadings via the Court's CM/ECF electronic filing system:

- **Amendment to Interim Order Granting Chapter 11 Trustee's Motion for Order (A) Authorizing Debtor to Obtain Post-Petition Financing and (B) Granting to Camden National Bank Post-Petition Priority Liens [D.E. 668];**
- **Notice of Interim Order and Final Hearing [D.E. 669]**

I further certify that on today's date I served the above referenced document via CM/ECF, U.S. First Class Mail, or Electronic Mail on; (i) the United States Trustee; (ii) the Debtor's counsel; (iii) counsel to Montreal Maine & Atlantic Canada Co. ("MMA Canada"); (iv) the Monitor in the Canadian insolvency proceedings of MMA Canada; (v) counsel to the Monitor; (vi) the non-insider holders of the twenty (20) largest unsecured claims against the Debtor or, if applicable, the lawyers representing such holders; (vii) applicable federal and state taxing authorities; (viii) the holders of secured claims against the Debtor or, if applicable, the lawyers representing such holders; (ix) counsel to the Official Committee of Derailment Claimants (the "Committee"); (x) Camden National Bank; (xi) the United States of America on behalf of the Federal Railroad Administration (the "FRA"); (xii) the Maine Department of Transportation

(“MDOT”); (xiii) Wheeling & Lake Erie Railway Company; (xiv) Bangor Savings Bank; and (xv) others who have entered an appearance and requested service of papers in the chapter 11 case (collectively, the “Notice Parties”), and served as detailed on the attached Service List.

Dated: February 19, 2014

/s/ Karla M. Quirk  
Karla M. Quirk, Paralegal

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