

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. §§ 105(a) AND 502(b)(9), FED. R. BANKR. P. 3002
AND 3003(c)(3), AND D. ME. LBR 3003-1 ESTABLISHING DEADLINE FOR
FILING PROOFS OF CLAIM AND PROCEDURES RELATING
THERE TO AND APPROVING FORM AND MANNER OF
NOTICE THEREOF**

This matter having come before the Court on the *Amended Motion of Chapter 11 Trustee for Entry of an Order Pursuant to 11 U.S.C. §§ 105(a) and 502(b)(9), Fed. R. Bankr. P. 3002 and 3003(c)(3), and D. Me. LBR 3003-1 Establishing Deadline for Filing Proofs of Claim and Procedures Relating Thereto and Approving Form and Manner of Notice Thereof* (the “Bar Date Motion”),¹ filed by Robert J. Keach (the “Trustee”), the chapter 11 trustee in the above-captioned chapter 11 case of Montreal Maine & Atlantic Railway, Ltd. (“MMA”), pursuant to 11 U.S.C. §§ 105(a) and 502(b)(9), Rules 3002 and 3003(c)(3) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and D. Me. LBR 3003-1, for entry of an order (i) establishing the deadline (the “Bar Date”) for each person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts, and governmental units (as defined in section 101(27) of the Bankruptcy Code)) to file a proof of claim (each, a “Proof of Claim”) in respect of a prepetition claim (as defined in section 101(5) of the Bankruptcy Code), and including, for the avoidance of doubt, secured claims, priority claims, and general unsecured claims against MMA and/or MMA’s subsidiary, Montreal, Maine & Atlantic Canada

¹ Capitalized terms not otherwise defined herein have the meaning ascribed to them in the Bar Date Motion.

Co. ("MMA Canada"), and including claims asserted under 11 U.S.C. § 1171, (ii) approving the procedures proposed in the Bar Date Motion for filing Proofs of Claim, (iii) approving the procedures proposed in the Bar Date Motion for notice of the Bar Date, and (iv) approving the form and manner of notice of the Bar Date Motion, and due and proper notice of the Bar Date Motion having been provided, and it appearing that no other or further notice need be provided, and the Court having found and determined that the relief sought in the Bar Date Motion is in the best interests of MMA, its creditors, its estate, and all parties in interest and after due deliberation and sufficient cause appearing therefor, it is hereby **ORDERED**, **ADJUDGED**, and **DECREEED** that:

1. The Motion is granted on the terms set forth herein.
2. The following procedures for filing Proofs of Claim are approved:
 - a. The Bar Date shall be **June 13, 2014 at 5:00 p.m. (EST)**.
 - b. Proofs of Claim, **other than Derailment Claims**² (which may be filed in French or English in the Canadian Court), must: (i) be written in the English language; (ii) be denominated in lawful currency of the United States as of the Petition Date (using the exchange rate published by the Bank of Canada, if applicable, as of the Petition Date); (iii) for all claims **other than the Derailment Claims**, conform substantially to Official Bankruptcy Form No. 10 ("Official Form 10"); (iv) set forth with specificity the legal and factual basis for the alleged claim; (v) include supporting documentation for the claim or an explanation as to why such documentation is not available; and (vi) be signed by the claimant or an authorized agent of the claimant.
 - c. A holder of a Derailment Claim against both MMA (the Debtor in this case) and MMA Canada (the Debtor in the Canadian Case) may file a Derailment Claim both in this case and in the Canadian Case by submitting the CCAA Derailment Claim Form as directed in the Canadian Case and indicating on that Form (by checking the appropriate box that appears on the CCAA Derailment Claim Form) that the derailment claim is being asserted against MMA as well as MMA Canada. By submitting

² "Derailment Claims" shall mean any and all claims against MMA and/or MMA Canada arising out of or related to the Derailment, including, but not limited to, wrongful death, personal injury, property damage, contribution, and/or indemnity claims, among others.

the CCAA Derailment Claim Form (with the appropriate box checked) in the Canadian Case before the deadline, the holder will be deemed to have timely filed its Derailment Claim against MMA and is not required to submit a Proof of Claim in this case. By checking the box to assert a claim against MMA on the CCAA Derailment Claim Form, however, a claimant shall be deemed to have submitted to this Court's jurisdiction with respect to the allowance of his/her/its claims against MMA and related matters. A claimant who files a CCAA Derailment Claim Form but fails to check the box indicating his/her/its intention to assert a Derailment Claim against MMA and fails to file a Proof of Claim in this Case shall be forever barred from asserting such Derailment Claim against MMA. By agreement with the Monitor, the Monitor will provide to the Trustee, in English, a detailed list and accounting of Derailment Claims filed in the Canadian Case and also asserting claims against MMA (the "CCAA Derailment Claims List") and the Trustee will file the CCAA Derailment Claims List with this Court. The Monitor will also provide to the Trustee, on request, copies of individual Derailment Claims.

- d. Any person or entity that holds a claim arising from the rejection of an executory contract or unexpired lease must file a Proof of Claim on or before the **later** of (i) the date that is thirty (30) days after the entry of an order approving the rejection of the executory contract or unexpired lease or (ii) the Bar Date (the "Rejection Bar Date").
- e. If a claimant asserts a claim against both MMA and MMA Canada, except as set forth in Paragraph 2(c) above relating to Derailment Claims, the claimant must file a separate Proof of Claim against MMA in this case and, further, must comply with all orders of the Canadian Court overseeing MMA Canada's CCAA case.
- f. A Proof of Claim shall be deemed timely filed only if it is actually filed, via CM/ECF, or actually received by the Court, on or before the Bar Date, at the address listed below:

United States Bankruptcy Court, District of Maine
c/o Alec Leddy, Clerk
202 Harlow Street
Bangor, ME 04401

- g. Proofs of Claim sent by facsimile, telecopy, or electronic transmission (other than via the Court's CM/ECF filing system) **will not** be accepted.
- h. The following persons or entities are **not** required to file a Proof of Claim on or before the Bar Date, solely with respect to the claims described below:

- i. Any person or entity whose claim is listed on MMA's schedules, provided that (i) the claim is not listed on MMA's schedules as "disputed," "contingent," or "unliquidated," (ii) the person or entity does not dispute the amount, nature, and priority of the claim as set forth in MMA's schedules, and (iii) the person or entity does not dispute that the claim is an obligation of MMA;
- ii. Any person or entity whose claim has been paid in full;
- iii. Any holder of a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense, **but excluding holders of claims under 11 U.S.C. §§ 503(b)(9) or 1171 who must file Proofs of Claim by the Bar Date (or if Derailment Claims, file in the Canadian Case as set forth above)**;
- iv. Any person or entity that holds a claim that heretofore has been allowed by Order of this Court entered on or before the Bar Date;
- v. Any holder of a claim for which a separate deadline has been fixed by this Court; or
- vi. Any person or entity who has already timely filed a Proof of Claim against MMA and/or MMA Canada.

3. Pursuant to Bankruptcy Rule 3003(c)(2), any holder of a claim against MMA who is required to file a Proof of Claim, but who fails to do so (or is not deemed to do so) on or before the Bar Date or the Rejection Bar Date (if applicable), shall be forever barred, estopped, and enjoined from asserting such claim against MMA (or filing a Proof of Claim or application for payment of administrative claim with respect thereto), and MMA and its property shall be forever discharged from any and all indebtedness or liability with respect to such claim.

4. The proposed notice of the Bar Date, substantially in the form attached hereto as **Exhibit A** (the "Bar Date Notice"), is approved.

5. The following notice procedures are approved as providing due and sufficient notice of the Bar Date to all creditors of MMA and parties in interest in the above-captioned case:

Within **ten (10) business days** of entry of this Order, the Trustee shall cause to be mailed (i) Official Form 10 and (ii) a Bar Date Notice to the following parties or their counsel:

- a. The U.S. Trustee;
- b. All known holders of claims listed on MMA's schedules at the addresses stated therein or as updated pursuant to a request by the creditor or by returned mail from the post office with a forwarding address;
- c. All parties actually known to the Debtor or the Trustee as having potential claims against MMA and/or MMA Canada;
- d. All counterparties to MMA's executory contracts and unexpired leases listed on MMA's schedules at the addresses stated therein or as updated pursuant to a request by the counterparty or by returned mail from the post office with a forwarding address;
- e. The attorneys of record to all parties to pending litigation against MMA, as well as the pending litigation that is the subject of the Trustee's motion under 28 U.S.C. § 157(b)(5);
- f. All applicable federal, state, and local taxing authorities;
- g. All parties who have sent correspondence to the Court and are listed on the Court's electronic docket;
- h. All parties who have requested notice pursuant to Bankruptcy Rule 2002;
- i. Counsel to the Official Committee of Derailment Victims; and
- j. Such additional persons and entities as deemed appropriate by the Trustee.

6. The Trustee shall publish the Bar Date Notice, in English and with any necessary modifications for ease of publication, once in each of: (i) the Bangor Daily News; (ii) the Portland Press Herald; and (iii) the Wall Street Journal, subject to applicable publication deadlines, at least **thirty (30) calendar days** prior to the Bar Date.

7. The Trustee may, in his sole discretion, publish the Bar Date Notice in additional newspapers, trade journals, or similar publications.

8. The Trustee is authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order.

9. Notification of the relief granted by this Order as provided herein is fair and reasonable and will provide good, sufficient, and proper notice to all creditors of their rights and obligations in connection with any claims they may have against MMA in this case.

10. Nothing in this Order shall prejudice the rights of the Trustee or any other party in interest to dispute or assert offsets or defenses to any claim reflected in MMA's schedules or otherwise.

Dated: March 20, 2014



The Honorable Louis H. Kornreich
United States Bankruptcy Judge



UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

In re:

MONTREAL MAINE & ATLANTIC
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670

Chapter 11

**NOTICE OF ENTRY OF BAR DATE ORDER ESTABLISHING DEADLINE FOR
FILING PROOFS OF CLAIM ASSERTING CLAIMS AGAINST MONTREAL,
MAINE & ATLANTIC RAILWAY, LTD.**

PLEASE TAKE NOTICE THAT:

The United States Bankruptcy Court for the District of Maine (the “Bankruptcy Court”) has entered an Order (the “Bar Date Order”) establishing **June 13, 2014 at 5:00 p.m. (EST)** (the “Bar Date”) as the last date and time for each person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts, and governmental units (as defined in section 101(27) of the Bankruptcy Code) to file a proof of claim (“Proof of Claim”) based on prepetition claims against Montreal, Maine & Atlantic Railway, Ltd. (“MMA”).

The Bar Date Order, the Bar Date, and the procedures set forth below for filing the Proofs of Claim apply to all claims against MMA, including, but not limited to, claims arising out of or related to the July 6, 2013 train derailment (the “Derailment”) in Lac-Mégantic, Québec whether or not asserted under 11 U.S.C. § 1171, and including, without limitation, claims for wrongful death, personal injury, property damage, environmental damage, contamination and clean-up and contribution and/or indemnity claims of third parties sued by victims of the Derailment for claims or causes of action arising out of or related to the Derailment (collectively, the “Derailment Claims”), that arose prior to August 7, 2013 (the “Petition Date”), the date on which MMA commenced its case under chapter 11 of the Bankruptcy Code, **PROVIDED, HOWEVER, THAT DERAILMENT CLAIMS MAY BE FILED IN THIS CHAPTER 11 CASE AND/OR IN THE CASE FILED BY MONTREAL MAINE & ATLANTIC CANADA, CO. (“MMA Canada”) UNDER CANADA’S COMPANIES’ CREDITORS ARRANGEMENT ACT (the “Canadian Case”). IF YOU ARE THE HOLDER OF A DERAILMENT CLAIM YOU HAVE THE OPTION OF FILING YOUR CLAIM SOLELY IN THE CANADIAN CASE AND DERAILMENT CLAIMS FILED SOLELY IN THE CANADIAN CASE AND ALSO ASSERTING A CLAIM AGAINST MMA (AS STATED ON THE CLAIM FORM OR A SCHEDULE THERETO) SHALL BE DEEMED FILED IN THIS CASE ON THE DATE SUCH CLAIMS ARE FILED IN THE CANADIAN CASE. PLEASE NOTE THAT HOLDERS OF DERAILMENT CLAIMS ARE NOT REQUIRED TO FILE CLAIMS IN THE CANADIAN CASE IF SUCH HOLDERS ONLY ASSERT CLAIMS AGAINST MMA; DERAILMENT CLAIMS ASSERTED AGAINST MMA ONLY AND NOT ALSO AGAINST MMA CANADA MAY BE FILED SOLELY IN THIS CHAPTER 11 CASE. Class claims may not be filed in this Chapter 11 case without prior leave of the Bankruptcy Court upon appropriate motion of the claimant, and no class claim will be deemed filed in this chapter 11 case without such prior leave of the Bankruptcy Court.**

If you have any questions relating to this Notice, please feel free to contact Angela L. Stewart at (207) 774-1200 or via e-mail at astewart@bernsteinshur.com.

YOU SHOULD CONSULT AN ATTORNEY IF YOU HAVE ANY QUESTIONS, INCLUDING WHETHER YOU SHOULD FILE A PROOF OF CLAIM.

1. WHO MUST FILE A PROOF OF CLAIM

You **MUST** file a **Proof of Claim** to vote on a chapter 11 plan or plans filed by MMA, to share in any distributions from MMA's estate, and to avoid having your claim discharged, if you have a claim that arose prior to **August 7, 2013** and it is not one of the types of claims described in Section 2 below. Claims based on acts or omissions of MMA that occurred before **August 7, 2013** must be filed on or prior to the Bar Date, even if such claims are not now fixed, liquidated, or certain or did not mature or become fixed, liquidated, or certain before **August 7, 2013**.

Pursuant to section 101(5) of the Bankruptcy Code and as used in this Notice, the word "**claim**" means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured. Further, claims include unsecured claims, secured claims, and priority claims, including claims under 11 U.S.C. § 1171.

2. WHO NEED NOT FILE A PROOF OF CLAIM

You need not file a Proof of Claim if:

- a. Your claim is listed on MMA's schedules, provided that (i) the claim is not listed on MMA's schedules as "disputed," "contingent," or "unliquidated," (ii) you do not dispute the amount, nature, and priority of the claim as set forth in MMA's schedules, and (iii) you do not dispute that the claim is an obligation of MMA;
- b. Your claim has been paid in full;
- c. You hold a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense, other than a claim arising under 11 U.S.C. § 503(b)(9) or 11 U.S.C. § 1171 (although Derailment Claims may be filed only in the Canadian Case, as stated above);
- d. You hold a claim that heretofore has been allowed by Order of this Court entered on or before the Bar Date;
- e. You hold a claim for which a separate deadline has been fixed by this Court; or
- f. You are the holder of a Derailment Claim and you have already filed a Proof of Claim against MMA and MMA Canada in the Canadian Case in accordance with the procedures established in the Canadian Case, including, without limitation, by indicating on the relevant form(s) used in the Canadian Case that you assert a claim against MMA.

YOU SHOULD NOT FILE A PROOF OF CLAIM IN THIS CHAPTER 11 CASE (OR INDICATE A CLAIM AGAINST MMA ON THE FORM USED IN THE CANADIAN CASE) IF YOU DO NOT HAVE A CLAIM AGAINST MMA. THE FACT THAT YOU RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT MMA OR THE CHAPTER 11 TRUSTEE APPOINTED IN THIS CASE BELIEVE THAT YOU HAVE A CLAIM.

3. WHEN AND WHERE TO FILE

All Proofs of Claim must be filed so as to be **actually received** on or before the applicable Bar Date via CM/ECF or via regular mail at the following address:

United States Bankruptcy Court, District of Maine
c/o Alec Leddy, Clerk
202 Harlow Street
Bangor, ME 04401

Proofs of Claim will be deemed timely filed only if actually received by the Bankruptcy Court on or before the Bar Date. Proofs of Claim may not be delivered by facsimile, telecopy, or electronic mail transmission (other than via the Court's electronic CM/ECF filing system).

A holder of a Derailment Claim against both MMA (the Debtor in this case) and MMA Canada (the Debtor in the Canadian Case) may file a Derailment Claim both in this case and in the Canadian Case by submitting the CCAA Derailment Claim Form as directed in the Canadian Case and indicating on that Form (by checking the appropriate box that appears on the CCAA Derailment Claim Form) that the derailment claim is being asserted against MMA as well as MMA Canada. **By submitting the CCAA Derailment Claim Form (with the appropriate box checked to state a claim against MMA) in the Canadian Case before the Bar Date, the holder will be deemed to have timely filed its Derailment Claim against MMA in this chapter 11 case and is not required to submit a Proof of Claim in this case. By checking the box to assert a claim against MMA on the CCAA Derailment Claim Form, however, a claimant shall be deemed to have submitted to this Court's jurisdiction with respect to the allowance of his/her/its claims against MMA and related matters. A claimant who files a CCAA Derailment Claim Form but fails to check the box indicating his/her/its intention to assert a Derailment Claim against MMA and fails to file a Proof of Claim in this Case shall be forever barred from asserting such Derailment Claim against MMA.**

4. WHAT TO FILE

If you file a Proof of Claim in this case, your filed Proof of Claim must: (i) be written in the English language (although Derailment Claims may be filed in French or English in the Canadian Case); (ii) be denominated in lawful currency of the United States as of the Petition Date (using the exchange rate, if applicable, as of the Petition Date), although Derailment Claims may be filed in Canadian dollars in the Canadian Case; (iii) conform substantially to Official Bankruptcy Form No. 10; (iv) set forth with specificity the legal and factual basis for the alleged claim; (v) include supporting documentation for the claim or an explanation as to why such documentation is not available; and (vi) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. **(Derailment Claims filed solely in the Canadian Case may be filed in French or English and must be filed in accordance with procedures established in the Canadian Case.)**

YOU SHOULD ATTACH TO YOUR COMPLETED PROOF OF CLAIM FORM COPIES OF ANY WRITINGS UPON WHICH YOUR CLAIM IS BASED. IF THE DOCUMENTS ARE VOLUMINOUS, YOU SHOULD ATTACH A SUMMARY.

5. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Any person or entity that holds a claim arising from the rejection of an executory contract or unexpired lease must file a Proof of Claim on or before the **later** of (i) the date that is thirty (30) days after the entry of an order approving the rejection of the executory contract or unexpired lease or (ii) the Bar Date (the “Rejection Bar Date”).

6. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM BY THE APPLICABLE BAR DATE

Any holder of a claim against MMA who is required to file a Proof of Claim, but who fails to do so (or is not deemed to have done so) on or before the Bar Date or the Rejection Bar Date, as applicable, **shall be forever barred, estopped, and enjoined from asserting such claim against MMA** (or filing a Proof of Claim or application for payment of administrative claim with respect thereto), and MMA and its property shall be forever discharged from any and all indebtedness or liability with respect to such claim.

Dated: March 19, 2014

ROBERT J. KEACH,
CHAPTER 11 TRUSTEE OF MONTREAL
MAINE & ATLANTIC RAILWAY, LTD.

By his attorneys:

/s/ Michael A. Fagone, Esq.
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District/Off: 0100-1

User: kford

Date Created: 3/20/2014

Case: 13-10670

Form ID: pdf900

Total: 112

Recipients submitted to the BNC (Bankruptcy Noticing Center) without an address:

intp Wrongful Death, Personal Injury, Business, Property and Environmental Clients as of 9/1/13
aty Paul Hastings

TOTAL: 2

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TOTAL: 60

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cr	Maine Northern Railway Company	c/o Alan Lepene	3900 Key Center	127 Public Square Cleveland, OH 44114-1291
cr	New Brunswick Southern Railway Company	c/o Alan R. Lepene	3900 Key Center	127 Public Square Cleveland, OH 44114-1291
cr	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.	Room 10052 Washington, DC 20005
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cr	Estates of Stephanie Bolduc	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
intp	Surface Transportation Board	395 E Street, S.W.	Washington, DC 20423	
intp	J.D. Irving, Limited	c/o Pierce Atwood LLP	254 Commercial Street	Portland, ME 04101
intp	Irving Pulp & Paper, Limited	c/o Pierce Atwood LLP	Attn: Keith J. Cunningham	254 Commercial Street Portland, ME 04101
intp	Irving Paper Limited	c/o Pierce Atwood LLP	Attn: Keith J. Cunningham	254 Commercial Street Portland, ME 04101
cr	First Union Rail	c/o Curtis Kimball, Esq.	P.O. Box 1401	Bangor, ME 04401
cr	Center Beam Flat Car Company, Inc.	c/o Curtis Kimball, Esq.	P.O. Box 1401	Bangor, ME 04401
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cr	Camden National Bank	2 Elm Street	Camden, ME 04843	
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cr	Daniel Aube	308 St-Lambert Street	Sherbrooke, QU J1CON9 CANADA	
cr	Robert D. Thomas	49 Park Street	Dexter, ME 04930	
cr	Fred's Plumbing & Heating, Inc.	328 Main Street	Derby, VT 05829	
aty	Shaw Fishman Glantz & Towbin LLC	321 N, Clark Street, Suite 800	Chicago, IL 60654	
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aty	Alan S. Gilbert	233 South Wacker Drive, Suite 7800	Chicago, IL 60606	
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aty	Michael R. Enright	Robinson & Cole, LLP	280 Trumbull Street	Hartford, CT 06103
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