

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE**

In re:

MONTREAL MAINE & ATLANTIC  
RAILWAY, LTD.

Debtor.

Chapter 11  
Case No. 13-10670

**SECOND SUPPLEMENTAL DECLARATION OF  
MICHAEL ST. PATRICK BAXTER, ESQ., IN SUPPORT OF THE APPLICATION  
FOR ORDER, PURSUANT TO SECTIONS 327 AND 328 OF THE BANKRUPTCY  
CODE, AUTHORIZING THE EMPLOYMENT OF COVINGTON & BURLING LLP,  
AS SPECIAL REGULATORY COUNSEL TO THE TRUSTEE,  
NUNC PRO TUNC TO AUGUST 21, 2013**

I, MICHAEL ST. PATRICK BAXTER, under penalty of perjury, say as follows:

1. I am a partner in the firm of Covington & Burling LLP ("Covington"), and I am authorized to make this Declaration on Covington's behalf.

2. This Declaration is based either upon my personal knowledge and belief, or upon client/matter and accounting records of Covington reviewed by legal and administrative personnel of Covington acting under my direction.

3. I submit this declaration to update my declaration, dated August 27, 2013.

4. The Chapter 11 Trustee has recently filed an amended creditor matrix (Dock. No. 444). Covington has conducted a search of its computerized database for its connection to the newly identified creditors listed on the Debtor's amended creditor matrix.

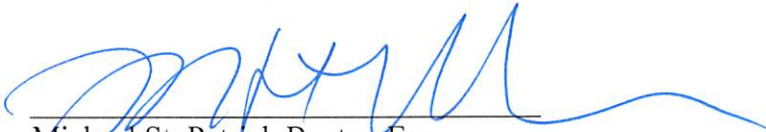
5. As a result of this conflicts search, I have determined that Covington currently represents, in matters wholly unrelated to this case, the following entities or affiliates of such entities: Comcast Corporation, Verizon Communications, Association of American Railroads, and Time Warner Cable Inc. Although the foregoing representations do not appear to be

relevant under the applicable provisions of the Bankruptcy Code, including Section 327(e), I am disclosing them out of an abundance of caution. Covington has not and will not represent such party in any matter related to this case.

6. Covington believes that none of these connections disqualify Covington from serving as special regulatory counsel under Section 327(e) of the Bankruptcy Code.

7. In accordance with Local Rule 2014-1(b), I certify under penalty of perjury that the foregoing is true and correct.

Dated: November 26, 2013



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DISTRICT OF MAINE**

In re:

MONTREAL MAINE & ATLANTIC  
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Bk. No. 13-10670  
Chapter 11

**CERTIFICATE OF SERVICE**

I, Angela L. Stewart, being over the age of eighteen and an employee of Bernstein, Shur, Sawyer & Nelson, P.A. in Portland, Maine, hereby certify that, on November 27, 2013, I filed the following pleading via the Court's CM/ECF electronic filing system:

- Second Supplemental Declaration of Michael St. Patrick Baxter, Esq. in Support of the Application for Order, Pursuant to Sections 327 and 328 of the Bankruptcy Code, Authorizing the Employment of Covington & Burling LLP, as Special Regulatory Counsel to the Trustee, *Nunc Pro Tunc* to August 21, 2013.

I further certify that on November 27, 2013, I served the above referenced pleading via CM/ECF, U.S. Mail or Electronic Mail on: (1) the U.S. Trustee; (2) Debtor's counsel; (3) the non-insider holders of the twenty (20) largest unsecured claims against the Debtor or, if applicable, the lawyers representing such holders; (4) applicable federal and state taxing authorities; (5) the holders of secured claims against the Debtor, or if applicable, the lawyers representing such holders; and (6) all parties who have, as of the date of this filing, entered an appearance and requested service of papers in the case, and as detailed on the attached Service List.

Dated: November 27, 2013

/s/ Angela L. Stewart  
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