

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE**

In re:

MONTREAL MAINE & ATLANTIC  
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670  
Chapter 11

**OBJECTION OF EASTERN MAINE RAILWAY COMPANY AND NEW  
BRUNSWICK SOUTHERN RAILWAY COMPANY LIMITED TO THE  
PROPOSED ASSUMPTION AND ASSIGNMENT OF THE  
COMMERCIAL AGREEMENT, DATED JANUARY 9, 2003, AMONG  
MONTREAL, MAINE & ATLANTIC RAILWAY LTD., EASTERN  
MAINE RAILWAY COMPANY AND NEW BRUNSWICK SOUTHERN  
RAILWAY COMPANY LIMITED AND THE STATED CURE AMOUNT  
WITH RESPECT TO SUCH AGREEMENT**

Pursuant to the Assumption and Assignment Procedures set forth in the Court's Order of December 19, 2013 (Doc. No. 535), Eastern Maine Railway Company ("EMR") and New Brunswick Southern Railway Company Limited ("NBSR") submit this objection to the proposed assumption and assignment of the Commercial Agreement, dated January 9, 2003, among Montreal, Maine & Atlantic Railway Ltd. ("MMA"), EMR and NBSR (the "Commercial Agreement") on the following grounds.

1. The amount required to cure MMA's defaults under the Commercial Agreement in accordance with the provisions of 11 U.S.C § 365 (b)(1)(A) and (B) is \$2,167,911.34.

2. As a result of changes agreed to, and implemented, by the parties in the ordinary course of MMA's operations following the commencement of MMA's bankruptcy proceedings, the parties have substantially modified the terms of the Commercial Agreement. Among the operating changes implemented by the parties, MMA no longer bills and collects freight charges from customers for services provided by NBSR and EMR under interchange and haulage

agreements with MMA. Accordingly, any assumption and assignment of the Commercial Agreement must reflect the changes to the agreement that have been implemented by the parties and that are currently in effect.

Dated: January 15, 2014

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**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE**

IN RE:

MONTREAL MAINE & ATLANTIC RAILWAY, LTD.,	) ) ) ) )	CASE NO. 13-10670 CHAPTER 11
Debtor	)	

**CERTIFICATE OF SERVICE**

I, Michelle S. Pottle, an employee of Pierce Atwood LLP, being over the age of 18, hereby certify that on the date set forth below I caused a copy of the Objection of Eastern Maine Railway Company and New Brunswick Southern Railway Limited to the Proposed Assumption and Assignment of the Commercial Agreement, dated January 9, 2003, among Montreal, Maine & Atlantic Railway Ltd., Eastern Maine Railway Company and New Brunswick Southern Railway Company Limited and the Stated Cure Amount with Respect to Such Agreement, to be served upon the parties indicated on the service list attached hereto in the manner described on said service list.

Dated: Portland, Maine  
January 15, 2014

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