

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

In re:

MONTREAL MAINE & ATLANTIC
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670
Chapter 11

**SECOND SUPPLEMENTAL NOTICE PURSUANT TO ASSUMPTION
AND ASSIGNMENT PROCEDURES**

Pursuant to paragraph (d) of the Assumption and Assignment Procedures,¹ Robert J. Keach, Esq., the chapter 11 Trustee of Montreal, Maine & Atlantic Railway, Ltd., the debtor in the above captioned proceeding (the "Debtor"), hereby provides notice that the executory contracts and unexpired leases identified below² have been removed from the Contract and Cure Schedule, and from Schedules 2.1(a)(iv), 2.1(a)(v), 2.1(b)(iv), 2.1(b)(v) and 2.1(b)(vi) of the Asset Purchase Agreement.³ The removal is subject to the reservation of rights set forth in the Asset Purchase Agreement.

¹ The Assumption and Assignment Procedures appear as Exhibit D to the Court's Order (I) Approving Bid Procedures Relating to the Proposed Sale of the Debtor's Assets, Including Break-Up Fee and Expense Reimbursement, (II) Approving Procedures Relating to the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, Including Form of Notices of Assumption and Assignment, (III) Scheduling a Hearing to Consider the Sale and Approving the Form and Manner of Notice Thereof, and (IV) Granting Related Relief dated December 19, 2013 [Docket No. 535].

² To the extent that these agreements are identified on multiple schedules to the Asset Purchase Agreement, they are deemed removed from all applicable schedules.

³ The Asset Purchase Agreement appears as Exhibit A to the Motion for Authority to Sell Substantially All of the Debtor's Assets and to Assume and Assign Certain Executory Contracts and Unexpired Leases dated December 12, 2013 [Docket No. 490].

<u>Lease/Contract Description</u>	<u>Lessor or Lessee/Counter Party</u>	<u>Notes</u>
Lease Agreement dated January 8, 2003	Canadian Pacific Railway Company, Atlantic and North-West Railway Company and Montreal, Maine & Atlantic Canada Co.	Subleased by Montreal, Maine & Atlantic Canada Co. to Les Investissements René St-Pierre Limitée dated May 25, 2010 (Sherbrooke Yard).
Access Agreement	Canadian Pacific Railway Company, Atlantic North-West Railway Company, Orford Express, Inc., Montreal, Maine & Atlantic Canada Co.	Pertains to use of the Debtor's railroad line by Orford Express, Inc. for recreational passenger rail operations.

Dated: January 23, 2014

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

By his attorneys:

/s/ Sam Anderson

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