

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MAINE**

In re:

MONTREAL, MAINE & ATLANTIC
RAILWAY, LTD.,

Debtor.

Bk. No. 13-10670

Chapter 11

ROBERT J. KEACH, solely in his capacity as
the chapter 11 trustee for MONTREAL,
MAINE & ATLANTIC RAILWAY, LTD.,

Plaintiff

v.

WORLD FUEL SERVICES CORPORATION,
WORLD FUEL SERVICES, INC.,
WESTERN PETROLEUM COMPANY,
WORLD FUEL SERVICES, CANADA, INC.,
PETROLEUM TRANSPORT SOLUTIONS,
LLC, IRVING OIL LIMITED, AND
CANADIAN PACIFIC RAILWAY
COMPANY,

Defendants.

Adversary Proceeding No. 14-1001

**CONSENTED TO MOTION FOR ORDER STAYING ADVERSARY
PROCEEDING AGAINST IRVING OIL LIMITED**

Plaintiff Robert J. Keach, solely in his capacity as the chapter 11 trustee of Montreal Maine & Atlantic Railway, Ltd. (the "Trustee"), hereby files this motion, with the consent of Irving Oil Limited ("Irving"), seeking an order from the Court staying this adversary proceeding only to the extent it relates to Irving. In support of this motion, the Trustee states as follows:

1. On January 30, 2014, the Trustee commenced the Adversary Proceeding against World Fuel Services Corporation, World Fuel Services, Inc., Western Petroleum Company, World Fuel Services, Canada, Inc., and Petroleum Transport Solutions, LLC (collectively, the “WFS Entities”). As a result of new facts, information and evidence that came to light following the commencement of this proceeding, the Trustee, with leave from this Court, filed an amended complaint naming Irving as a defendant [Adv. D.E. 95] (the “Amended Complaint”).

2. On January 7, 2015, the Court entered the *Joint Pretrial Statement/Pretrial Order* [Adv. D.E. 91] (the “JPS”), which contained deadlines pertaining only to the Trustee and the WFS Entities.

3. On January 23, 2015, the Trustee, Irving, the WFS Entities, and defendant Canadian Pacific Railway Company (“CPR”) filed the *Amended Joint Pretrial Statement/Pretrial Order* [Adv. D.E. 108] (the “Amended JPS”), which contained, among other things, deadlines governing the completion of jurisdictional discovery by the Trustee, Irving, and CPR. On January 28, 2015, the Court entered the Amended JPS.

4. On March 13, 2015, the Trustee, Irving, and the WFS Entities filed the *Third Amended Joint Pretrial Statement/Pretrial Order* [Adv. D.E. 111] (the “Third Amended JPS”), which proposed, *inter alia*, a suspension of all deadlines and/or obligations as to Irving as set forth in the Amended JPS. The Third Amended JPS also requires the Trustee to move to stay the Adversary Proceeding as to Irving. See Third Amended JPS, Section XVI. On March 16, 2015, the Court entered the Third Amended JPS [Adv. D.E. 113].

5. Since the Court’s entry of the Third Amended JPS, the Trustee and Irving have entered into a proposed settlement agreement (the “Agreement”) to resolve the claims against Irving as set forth in the Amended Complaint. Pursuant to that Agreement, the Trustee has also agreed to move to stay the Adversary Proceeding as it relates to Irving.

6. Pursuant to the terms of the Third Amended JPS and the Agreement, the Trustee hereby requests that the Court enter an order staying the Adversary Proceeding as it relates to Irving. The Trustee further requests that such stay remain in effect upon the terms set forth in the Third Amended JPS.

7. The Trustee submits that, in light of the Third Amended JPS and the Agreement, staying the Adversary Proceeding as it relates to Irving will promote judicial economy and efficiency and permit the parties to preserve resources. The Trustee shall continue to prosecute the Adversary Proceeding as it relates to the WFS Entities and CPR.

8. The Trustee also requests that this Court enter an order granting this consented-to motion without a hearing pursuant to Rule 9013-1(g) of this Court's local rules (the "Local Rules").

WHEREFORE, the Trustee requests that this Court enter an order staying the Adversary Proceeding as to Irving upon the terms set forth in the Third Amended JPS, and granting such other and further relief as this Court deems just and appropriate.

Dated: March 31, 2015

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

By his attorneys:

/s/ Timothy J. McKeon
Timothy J. McKeon
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Defendants.

Adversary Proceeding No. 14-1001

**ORDER GRANTING CONSENTED TO MOTION FOR ORDER STAYING
ADVERSARY PROCEEDING AGAINST IRVING OIL LIMITED**

Upon consideration of the *Consented to Motion for Order Staying Adversary Proceeding Against Irving Oil Limited* (the "Consent Motion"), filed by Plaintiff Robert J. Keach, solely in his capacity as the chapter 11 trustee (the "Trustee") of Montreal Maine & Atlantic Railway, Ltd. (the "Debtor"), and the Trustee and Defendant Irving Oil Limited consenting to the relief sought

in the Consent Motion, and without a hearing pursuant to D. Me. LBR 9013-1(g), it is hereby **ORDERED**, **ADJUDGED**, and **DECREED** as follow:¹

1. The Consent Motion is granted.
2. The Adversary Proceeding is stayed as it relates to Irving (the “Stay”) and such stay shall remain in effect upon the terms set forth in the Third Amended JPS. Specifically, the Stay shall remain in effect until such time as (i) the Superior Court, Province of Quebec has approved the Montreal Maine and Atlantic Canada Co. plan of compromise and arrangement and such approval order has become a final order that is no longer subject to appeal in any court, either because the time to appeal has expired without an appeal being filed, or because it has been affirmed by any and all courts with jurisdiction to consider any appeals therefrom, and for which no stay is applicable; (ii) an order has been entered in a bankruptcy case filed pursuant to the applicable sections of chapter 15 of title 11 of the United States Code, which order recognizes and enforces the terms of the approval order referenced in section (i), above; and (iii) this Court has entered an order in the Debtor’s U.S. bankruptcy proceeding approving and/or confirming the Trustee’s U.S. Plan in a form and substance acceptable to Irving, in its reasonable discretion (as more fully described in the Agreement), and such order has become a final order that is no longer subject to appeal in any court, either because the time to appeal has expired without an appeal being filed, or because it has been affirmed by any and all courts with jurisdiction to consider any appeals therefrom, and for which no stay is applicable. Upon each of the orders referenced in (i) – (iii), above, becoming final orders that are no longer subject to appeal in any court, either because the time to appeal has expired without an appeal being filed, or because it has been affirmed by any and all courts with jurisdiction to consider any appeals

¹ Unless otherwise indicated, all capitalized terms used but not defined herein have the same meaning as ascribed to such terms in the Consent Motion.

therefrom, and for which no stay is applicable, the Trustee shall immediately dismiss the Adversary Proceeding with prejudice as it relates to Irving.

3. The Trustee and Irving shall maintain all rights with respect to this Adversary Proceeding, including the right to move to dissolve the Stay should the Agreement not be approved.

Dated:

United States Bankruptcy Judge

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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 March 31, 2015, I filed the *Consented to Motion for Order Staying Adversary Proceeding Against Irving Oil Limited* and a *proposed form of Order* via the Court's CM/ECF electronic filing system, which sent notice to

all parties receiving notification through the CM/ECF system.

I further certify that, on March 31, 2015, copies of the *Consented to Motion for Order Staying Adversary Proceeding Against Irving Oil Limited* and the *proposed form of Order* were served upon the following individual via U.S. First Class Mail:

Lazar Pol Raynal
McDermott Will & Emery
227 West Monroe Street, Suite 4700
Chicago, IL 60607

Dated: March 31, 2015

/s/ Angela L. Stewart
Angela L. Stewart, Paralegal

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