

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

In re)	
)	
MONTREAL MAINE & ATLANTIC RAILWAY LTD.,)	Chapter 11
)	Case No. 13-10670
Debtor.)	
)	

**THIRD INTERIM APPLICATION FOR COMPENSATION
AND REIMBURSEMENT OF EXPENSES FOR
VERRILL DANA LLP AS SPECIAL COUNSEL TO THE TRUSTEE FOR
THE PERIOD SEPTEMBER 30, 2014 THROUGH FEBRUARY 12, 2016**

This is a Third Interim Application	
Name of Applicant:	Verrill Dana LLP
Authorized to Provide Professional Services To:	Robert J. Keach, duly appointed Trustee
Petition Date:	August 7, 2013
Date of Retention Order:	September 10, 2013
Period for Which Compensation and Reimbursement is Sought	September 30, 2014 through February 12, 2016
Fees for Services (this Application Period):	\$25,658.50
Expenses for which Reimbursement is Sought (this Application Period) :	\$435.69
Amount Paid by Insurance (this Application Period):	(\$20,904.91)
Total Payment Sought by this Application:	\$5,189.28
Amount Paid by Estate to Date Pursuant to Prior Fee Applications:	\$229,895.89
Retainer Balance:	\$0.00

Pursuant to 11 U.S.C. § 330(a)(1), Rule 2016(a) of the Federal Rules of Bankruptcy Procedure, and D. Me. LBR 2016-1(a), the law firm of Verrill Dana, LLP (“Verrill Dana”), counsel to Robert J. Keach, Esq. the Trustee in the above-captioned case (the “Trustee”), hereby submits this third interim application (the “Application”) approving reasonable and necessary fees of \$25,658.50 and expenses of \$435.69 for the period September 31, 2014 through February 12, 2016 (the “Application Period”) and hereby requests that this Court enter an order

authorizing payment to Verrill Dana in the amount of \$5,189.28, reflecting the balance owed after receipt of payments from the Debtor's insurance carrier -- XL Group. In support of this Application, Verrill Dana states as follows:

1. On August 7, 2013 (the "Petition Date"), the Debtor filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code, 11 U.S.C. § 101, et seq (the "Code").

2. On August 21, 2013, the U.S. Trustee appointed the Trustee [DE 64] as trustee of the Debtor pursuant to 11 U.S.C. § 1163.

3. On September 10, 2013, this Court entered an Order [DE 195] approving the employment of Verrill Dana, LLP, effective as of August 22, 2013, as special counsel to the Trustee (the "Retention Order").

4. This is a core proceeding; the Court has jurisdiction to enter a final order on this Motion pursuant to 28 U.S.C. § 157(b)(2)(A) and (M).

**Basis of Request for Allowance of Compensation
and Reimbursement of Expenses**

5. This is the third application for compensation which Verrill Dana has submitted to the Court in this Chapter 11 case.

6. No agreement or understanding exists between Verrill Dana and any individual, person or other entity for the sharing of the compensation and reimbursement of expenses sought by this Application, except among partners and employees of Verrill Dana. In addition, no payments have been made or promised to Verrill Dana for services rendered or to be rendered in connection with the Debtor's Chapter 11 case, except as set forth herein.

7. All services for which approval of compensation is requested were performed for and on behalf of the Trustee and not for any other individual, person or entity.

**Services Provided by
Verrill Dana to the Trustee and Expenses Incurred**

8. During the Application Period, Verrill Dana provided essential professional services to the Trustee under the Code, the Federal Rules of Bankruptcy Procedure, and the Local Rules of this Court. The services provided by Verrill Dana to the Trustee are described in detail in the attached Exhibit A-1 and Exhibit A-2.

9. Attached hereto as Exhibit B is a table showing the number of hours billed and the hourly rate for each timekeeper. The blended hourly rate for time spent by attorneys on this matter is \$360.83.

10. Attached hereto as Exhibit C is a brief professional biography of each Verrill Dana professional who rendered services in connection with the fees and expenses sought in this Application, as required by D. Me. LBR 2016-1(a)(3)(v).

11. Below is an allocation of fees by category of services.

<u>Fee Category</u>	<u>Hours for Period</u>	<u>Fees for Period</u>
Case administration, including transition services, cash collateral issues, respond to inquiries regarding Debtors' assets, liabilities and other affairs; advise trustee regarding insurance coverage issues.	6.9	\$2,465.50
Criminal investigation conducted by Sûreté du Quebec and internal analysis of accident, including representation during witness interviews, negotiation with SQ, FBI and Office of U.S. Attorney, establish protocols for review and production of electronically stored information; interview employees of Debtor; work with Debtor's IT staff to facilitate document production; review documents and ESI for privilege; negotiate search terms and other protocols for ESI; produce documents and ESI in accordance with subpoenas; work with outside vendors to minimize		

cost of responding to subpoenas; regularly report to and advise Trustee regarding investigation as to cause of accident, criminal investigation, and Trustee’s duties and rights regarding subpoenas; negotiate with FBI and SQ regarding seizure of locomotive involved in accident; advise Trustee regarding criminal indictments in Canada of several employees.	78.4	\$23,193.00
Totals	84.0	\$25,658.50

12. Verrill Dana’s services on behalf of the Trustee can be divided into two broad categories.

A. Case Administration. First, Verrill Dana has provided services to assist with the administration of the case, particularly relating to the transition of administration of this case from the Debtor to the Trustee, and the preparation of bankruptcy schedules and the statement of financial affairs. Verrill Dana was well positioned to provide these services in light of its historic representation of the Debtor, including its representation of the Debtor prior to and in connection with the voluntary bankruptcy filing on August 7, 2013, and continuing to represent the Debtor post-petition until the Trustee was appointed on August 21, 2013. Verrill Dana attorneys spent 6.9 hours and billed \$2,465.50 for services described in this subparagraph 12.A. A detailed description of Verrill Dana’s time entries in connection with its general representation of the Trustee on the matters described above is attached as Exhibit A-1, and is identified in Verrill Dana’s billing files by matter number 45775-9145.

B. Criminal Investigation in Canada. Verrill Dana’s second broad category of services on behalf of the Trustee involved the criminal investigation of the Debtor launched by Sûreté du Québec (the “SQ”) in Canada, which included the SQ’s affiliation with the United States Attorney’s Office and the Federal Bureau of

Investigation in the United States. Verrill Dana first learned of the SQ investigation on August 9, 2014 (shortly after the Petition Date) when it received a call from a member of the Debtor's management reporting that the SQ had unexpectedly arrived at the homes of one or more of the Debtor's employees on a Friday night, accompanied by an FBI agent, to conduct interviews regarding the accident in Lac-Mégantic which precipitated the Debtor's bankruptcy filing. Immediately following his appointment, the Trustee retained Verrill Dana to continue its work in connection with the SQ investigation. Verrill Dana, at the direction of the Trustee, represented the Debtor and certain of its employees for purposes of the SQ's investigation, including advising the Debtor on cross-border legal issues concerning criminal investigations and prosecutions. Verrill Dana attended a substantial number of the interviews of the Debtor's employees that were conducted by the SQ and/or FBI over the course of several months and at the Debtor's offices across Maine and Vermont. At the request of the Trustee, and in order to properly represent the Debtor for purposes of the SQ's investigation, Verrill Dana simultaneously undertook an investigation into the facts and circumstances that led to the accident in Lac-Mégantic.

In addition to the interviews, SQ also served the Debtor with a broad subpoena for documents (both paper and electronic) relating to the accident, the company's operations, and safety practices more generally. In order to respond to the subpoena, Verrill Dana collected, reviewed and processed more than 66,000 emails, 100,000 pages of paper documents, and millions of electronic documents (totaling more than 500 GB of data). Verrill Dana attorneys collected the documents and data from 30 custodians. A team of Verrill Dana attorneys was charged with reviewing the documents for responsiveness and privilege. To date, Verrill Dana has produced more than 235,000 documents in response to SQ's subpoenas and identified approximately 50 GB of additional data in native format. Verrill Dana also spent a significant amount of the time reviewing and

negotiating the scope of these subpoenas with the U.S. Attorney's Office and advising the Trustee on methods of document review and production that resulted in significant cost savings to the estate. Verrill Dana represented the Trustee in asserting claims under one of the Debtor's insurance policies issued by XL Group. Verrill Dana has also assisted the Trustee in other matters where the Trustee needed ready access to documents or facts concerning the previous operations of the Debtor prior to filing.

During the Application Period, in particular, Verrill Dana assisted the Trustee in dealing with a subpoena issued by the SQ demanding the turnover of a significant number of documents. Verrill Dana advised the Trustee in connection with and attended interviews of former MMA employees. Verrill Dana also reviewed and responded to an information request submitted by the Canadian Transportation Safety Board. Verrill Dana advised the Trustee regarding newly filed criminal charges in Canada against former MMA employees. Verrill Dana also assisted the Trustee in negotiating the terms of turnover of a locomotive to the Canadian authorities.

Verrill Dana attorneys and paralegals spent 78.4 hours and billed \$23,193.00 for services described in this subparagraph 12.B. A detailed description of Verrill Dana's time entries in connection with its general representation of the Trustee on the matters described above is attached as Exhibit A-2, and is identified in Verrill Dana's billing files by matter number 40231-9121.

13. Verrill Dana, on behalf of the Trustee, has sought reimbursement of its fees in connection with the SQ criminal investigation from the Debtor's insurance carrier -- XL Group. XL Group has paid \$20,393.91 to Verrill Dana in connection with the services performed during the Application Period.¹ It appears that XL has denied coverage for some or all of the remaining

¹ The amount paid by XL, \$20,904.91 would be applied to the fees and expenses described in this Application if it were approved by the Court.

\$5,189.28. The Trustee's right to contest XL's denial of coverage is preserved. Verrill Dana shall promptly turn over to the Trustee any amounts received from XL that would constitute an overpayment. Verrill Dana seeks payment from the bankruptcy estate of \$25,658.50, which represents its unpaid balance after applying payments received from XL Group for services during the Application Period.

14. Verrill Dana's reimbursable expenses on behalf of the Trustee totaled \$435.69 during the Application Period, in accordance with the standard Maine expense level list ("SMELL"). An itemization of expenses incurred on behalf of the Trustee is set forth in Exhibit D. These charges cover only Verrill Dana's direct costs that are not incorporated in Verrill Dana's hourly fees. All expenses in this matter are in-line with the usual and customary expenses in non-bankruptcy matters of comparable size and complexity.

Conclusion

15. The professional services rendered and expenses incurred by Verrill Dana on behalf of the Trustee during the Application Period were necessary and beneficial to the estate and to Trustee's administration of the Chapter 11 case, and work performed in a timely manner, commencing or with the complexity and nature of the issues involved. The fees for which Verrill Dana seeks compensation pursuant to this Application are reasonable based on the rates charged for such services by comparably skilled professionals to clients other than clients in cases under the Code. The compensation requested is reasonable in light of the nature, extent, and value of the services provided.

16. Notice of this Application will be served on those parties in interest receiving CM-ECF notifications in the Debtor's chapter 11 case. Under Federal Rule of Bankruptcy Procedure 2002 (a)(6), notices of hearing on fee applications are required to be served on all creditors. The Trustee has recently filed a Motion to Limit Notice For Final Fee Applications, in which he requests that the Court permit service of notice of post-confirmation fee applications to

those parties in interest receiving CM-ECF notifications. If the Trustee's motion to limit notice is not granted, then Verrill Dana will serve all creditors with the notice of hearing on this Application.

WHEREFORE, Verrill Dana respectfully requests that this Court enter an order:

A. Approving, on an interim basis, Verrill Dana's fees in the amount of \$25,658.50, to Verrill Dana as compensation for reasonable and necessary professional services rendered by it to the Trustee during the Application Period, and \$435.69 for actual and necessary expenses incurred by Verrill Dana on behalf of the Trustee during such period, for a total amount approved of \$25,510.19.

B. Authorizing the Trustee to pay \$5,189.28 to Verrill Dana, which represents the balance due to Verrill Dana for services rendered and expenses incurred by Verrill Dana on behalf of the Trustee during the Application Period; and

C. Granting such other and further relief as this Court deems just and equitable.

Dated: February 16, 2016

VERRILL DANA, LLP

/s/ Roger A. Clement, Jr.
Roger A. Clement, Jr., Esq.
Nathaniel R. Hull, Esq.

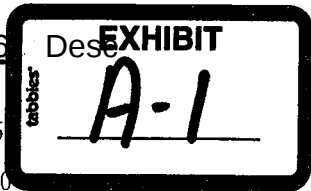
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207-774-4000 – Phone
207-774-7499 - Fax
rclement@verrilldana.com;
nhull@verrilldana.com
bankr@verrilldana.com

Verrill Dana_{LLP}

Attorneys at Law

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Telephone: (207) 774-4000
Facsimile: (207) 774-7499



Employer ID No. 01-0176171

TO: ROBERT J. KEACH, TRUSTEE
C/O BERNSTEIN SHUR
100 MIDDLE STREET, 6TH FLOOR
P.O. BOX 9729
PORTLAND, MAINE 04104-5029

INVOICE *****

February 16, 2016

RE: MONTREAL, MAINE & ATLANTIC RAILWAY LTD. - BANKRUPTCY
45775-9145

For services rendered in the above-referenced matter, in accordance with the attached statement, for the period ending February 16, 2016

Legal Fees:	\$2,465.50

Current Charges:	\$2,465.50

Amount Due:	\$2,465.50

Payment is due upon receipt of this invoice. A late charge of 1-1/2% per month will be assessed upon all balances that remain unpaid for more than 30 days after the invoice date. Verrill Dana, LLP is committed to providing quality legal services. If you have any questions concerning this invoice or the services to which it relates, please contact your principal attorney or Keith C. Jones, Managing Partner.

Please detach this portion and return in the enclosed envelope with your payment. Thank you.

February 16, 2016
INVOICE *****

Verrill Dana_{LLP}

Attorneys at Law

One Portland Square
Portland, Maine 04112-0586

KEACH, ROBERT J., TRUSTEE
MONTREAL, MAINE & ATLANTIC RAILWAY LTD. - BA
45775-9145

Amount Due: \$2,465.50

Amount Enclosed: \$ _____

VERRILL DANA LLP
 ONE PORTLAND SQUARE
 P.O. BOX 586
 PORTLAND, MAINE 04112-0586
 207/774-4000

February 16, 2016 PAGE 2

ROBERT J. KEACH, TRUSTEE
 MATTER NUMBER 45775-9145
 INVOICE: *****

DATE	ATTY	DESCRIPTION	HOURS	
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09/03/15	RAC	Two telephone conference with Lindsay Zahradka, Esq. regarding document production, records retention, and records storage issues (0.5); conference with T. Shannon and N. Hoglund regarding same (0.7)	1.20	426.00
09/04/15	RAC	Conference with T. Shannon regarding records retention (0.1); telephone conference with R. Keach regarding records retention and status of matters involving Canadian Pacific (0.7); e-mail from and to Paralegal Hoglund regarding same (0.2)	1.00	355.00
09/24/15	RAC	Conference with Fred Caruso regarding documents in electronic storage; email from and to R. Keach regarding same.	.30	106.50
09/29/15	RAC	Review document index for documents produced to SQ and stored electronically with Evidox; conference with N. Hoglund regarding same; further review of indexes of documents	1.50	532.50
09/30/15	RAC	Review CP objection to motion to destroy documents	.30	106.50
10/07/15	RAC	Assemble document indices; e-mail to F. Caruso and R. Keach regarding same	.80	284.00
10/08/15	RAC	Conference with N. Hoglund regarding document index; e-mail to F. Caruso regarding same	.20	71.00
01/22/16	RAC	Attention to fee application	.30	109.50
02/11/16	RAC	Review, revise, and finalize third interim fee application	1.00	365.00
02/12/16	RAC	Communications with Trustee and counsel regarding limiting notice of fee application	.30	109.50

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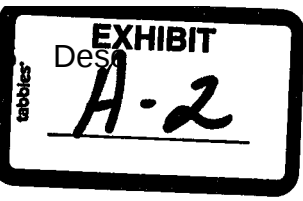
February 16, 2016 PAGE 3

ROBERT J. KEACH, TRUSTEE
MATTER NUMBER 45775-9145
INVOICE: *****

Total Fees: \$2,465.50

Summary of Hours:

Roger Clement	5.30 hours at \$355.00 =	1881.50
Roger Clement	1.60 hours at \$365.00 =	584.00



Verrill Dana_{LLP}
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Employer ID No. 01-0176171

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C/O BERSTEIN SHUR
100 MIDDLE STREET, 6TH FLOOR
P.O. BOX 9729
PORTLAND, ME 04104-5029

INVOICE 471791

November 14, 2014

RE: SQ INVESTIGATION
40231-9121

For services rendered in the above-referenced matter, in accordance with the attached statement, for the period ending October 31, 2014

Legal Fees:	\$2,071.00

Current Charges:	\$2,071.00
Previous Balance:	\$11,741.28

Amount Due:	\$13,812.28

Payment is due upon receipt of this invoice. A late charge of 1-½% per month will be assessed upon all balances that remain unpaid for more than 30 days after the invoice date. Verrill Dana, LLP is committed to providing quality legal services. If you have any questions concerning this invoice or the services to which it relates, please contact your principal attorney or Keith C. Jones, Managing Partner.

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November 14, 2014
INVOICE 471791

Verrill Dana_{LLP}
Attorneys at Law

MONTREAL MAINE & ATLANTIC RAILWAY, LTD.
SQ INVESTIGATION
40231-9121

One Portland Square
Portland, Maine 04112-0586

Amount Due: \$13,812.28

Amount Enclosed: \$ _____

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November 14, 2014 PAGE 2

ROBERT J KEACH, TRUSTEE
MATTER NUMBER 40231-9121
INVOICE: 471791

DATE	ATTY	DESCRIPTION	HOURS	
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10/01/14	TRS	Emails from and to Trustee requesting Bill of Lading materials for derailed train	.10	35.00
10/01/14	TRS	Conference with Ms. Hoglund regarding locating bill of lading documentation for derailed train	.10	35.00
10/03/14	TRS	Telephone conference with Sergeant Bouchard (SQ) regarding interview/deposition of Mr. Strout and Ms. Ryan	.40	140.00
10/06/14	TRS	Telephone conference with Attorney Lagault regarding locating Safety Data Sheet ("SDS") documents at the request of Mr. Grindrod	.30	105.00
10/06/14	TRS	Emails to Ms. Hoglund regarding locating responsive documents for Attorney Lagault's request	.20	70.00
10/06/14	NSH	Discuss receipt of new litigation database search request with Attorney Shannon	.20	27.00
10/07/14	TRS	Conference with Attorney Wertheimer regarding SQ investigation	.20	70.00
10/07/14	TRS	Email to Trustee and Attorney Fagone regarding SQ request and data collection for Attorney Lagault	.10	35.00
10/07/14	RMW	Confer with Attorney Shannon regarding SQ interviews	.20	70.00
10/15/14	TRS	Emails from and to Ms. Hoglund regarding locating SDS documents	.20	70.00
10/15/14	TRS	Review documents identified by Ms. Hoglund as potentially responsive to Attorney Legault's requests for SDS records	1.00	350.00

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November 14, 2014 PAGE 3

ROBERT J KEACH, TRUSTEE
MATTER NUMBER 40231-9121
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10/15/14	NSH	Provide search results related to Attorney Shannon related to SDS request received from Trustee.	.20	27.00
10/15/14	NSH	Perform search, review and filter results related to SDS request receive from Attorney Shannon.	1.00	135.00
10/16/14	TRS	Email to Attorney Lagault regarding results of SDS search	.20	70.00
10/16/14	TRS	Conference with Ms. Hoglund regarding SDS document search	.10	35.00
10/16/14	TRS	Telephone call from Sgt. Bouchard regarding interviews of Ms. Ryan and Mr. Strout	.10	35.00
10/16/14	NSH	Respond to Attorney Shannon regarding SDS and MDS search. Provide results including delimiters.	.20	27.00
10/28/14	TRS	Telephone call from Sgt. Bouchard regarding scheduling interviews of Mr. Strout and Ms. Ryan	.20	70.00
10/30/14	TRS	Email to Attorneys Fagone and Keach regarding response to SQ's request to interview Mr. Strout and Ms. Ryan	.40	140.00
10/30/14	TRS	Telephone call to Sgt. Bouchard regarding interviews and representation of Ms. Ryan and Mr. Strout and notes regarding same	.70	245.00
10/30/14	TRS	Review SQ subpoena and earlier discovery requests prior to calling Ms. Ryan and Mr. Strout to inquire regarding interview schedules	.50	175.00
10/30/14	TRS	Conference with Attorney Fagone regarding proceeding with the representation of Mr. Strout and Ms. Ryan	.30	105.00

Total Fees: \$2,071.00

Summary of Hours:

VERRILL DANA LLP
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November 14, 2014 PAGE 4

ROBERT J KEACH, TRUSTEE
MATTER NUMBER 40231-9121
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Timothy Shannon	5.10 hours at	\$350.00 =	1785.00
Rachel Wertheimer	0.20 hours at	\$350.00 =	70.00
Nicole Hoglund	1.60 hours at	\$135.00 =	216.00

Verrill Dana_{LLP}
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Employer ID No. 01-0176171

TO: ROBERT J KEACH, TRUSTEE
C/O BERSTEIN SHUR
100 MIDDLE STREET, 6TH FLOOR
P.O. BOX 9729
PORTLAND, ME 04104-5029

INVOICE 473109

December 19, 2014

RE: SQ INVESTIGATION
40231-9121

For services rendered in the above-referenced matter, in accordance with the attached statement, for the period ending November 30, 2014

Legal Fees:	\$12,290.00
Costs Incurred:	\$363.01

Current Charges:	\$12,653.01
Previous Balance:	\$2,131.58

Amount Due:	\$14,784.59

Payment is due upon receipt of this invoice. A late charge of 1-1/2% per month will be assessed upon all balances that remain unpaid for more than 30 days after the invoice date. Verrill Dana, LLP is committed to providing quality legal services. If you have any questions concerning this invoice or the services to which it relates, please contact your principal attorney or Keith C. Jones, Managing Partner.

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December 19, 2014
INVOICE 473109

Verrill Dana_{LLP}
Attorneys at Law

MONTREAL MAINE & ATLANTIC RAILWAY, LTD.
SQ INVESTIGATION
40231-9121

One Portland Square
Portland, Maine 04112-0586

Amount Due: \$14,784.59

Amount Enclosed: \$ _____

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December 19, 2014 PAGE 2

ROBERT J KEACH, TRUSTEE
MATTER NUMBER 40231-9121
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DATE	ATTY	DESCRIPTION	HOURS	
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11/04/14	TRS	Telephone conference with Sgt. Bouchard regarding finalizing schedule for interviews of Ms. Ryan and Mr. Strout	.40	140.00
11/06/14	TRS	Further telephone conference with Ms. Ryan	.10	35.00
11/06/14	TRS	Telephone conference with Sgt. Bouchard regarding scheduling	.10	35.00
11/06/14	TRS	Telephone conference with Mr. Strout regarding his availability	.40	140.00
11/06/14	TRS	Telephone conference with Ms. Ryan regarding follow-on SQ interview	.40	140.00
11/06/14	TRS	Emails from and to Mr. Caruso regarding back-up of individual laptops and workstations not previously sought by SQ	.30	105.00
11/06/14	TRS	Further telephone conference with Sgt. Bouchard regarding scheduling interviews	.10	35.00
11/06/14	TRS	Telephone call to Mr. Strout regarding scheduling an interview	.20	70.00
11/07/14	TRS	Emails from and to Trustee regarding representation of Ms. Ryan and Mr. Strout in follow-on SQ interviews	.90	315.00
11/07/14	TRS	Email from Mr. Caruso regarding imaging of other laptops	.20	70.00
11/10/14	TRS	Email Trustee regarding estimate of time and expense of representing Ms. Ryan and Mr. Strout	.30	105.00

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ROBERT J KEACH, TRUSTEE
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11/10/14	TRS	Telephone conference with Mr. Caruso regarding preservation of personal computers of Canadian employees	.20	70.00
11/11/14	TRS	Telephone call to Ms. Ryan confirming interview date and requesting status information for Messrs. DeMaitre, LaBrie, and Harding	.50	175.00
11/11/14	TRS	Telephone call to Mr. Strout concerning scheduling his interview	.20	70.00
11/11/14	TRS	Telephone conference with Sgt. Bouchard regarding re-scheduling Strout and Ryan interviews, as well as additional requests for information concerning 5017 locomotive status and employment status of Messrs. DeMaitre, LaBrie, and Harding	.30	105.00
11/12/14	TRS	Identify materials for preparation of Mr. Strout's SQ interview	.30	105.00
11/12/14	TRS	Conference with Ms. Hoglund regarding background materials for Mr. Strout and Ms. Ryan	.30	105.00
11/12/14	NSH	Meeting with Attorney Shannon with regard to upcoming MMA interviews.	.30	40.50
11/12/14	NSH	Research and review documents for Key Document report for use in upcoming witness interviews, pursuant to request received from Attorney Shannon.	5.00	675.00
11/13/14	TRS	Emails from and to Ms. Hoglund regarding document collection for Strout and Ryan interviews	.20	70.00
11/13/14	NSH	Update review parameters and filter hits, provide same to Attorney Shannon.	.50	67.50
11/13/14	NSH	Conferences with Evidox regarding search delimiters and database content	.40	54.00

VERRILL DANA LLP
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December 19, 2014 PAGE 4

ROBERT J KEACH, TRUSTEE
MATTER NUMBER 40231-9121
INVOICE: 473109

11/13/14	NSH	Review litigation database for key documents in use during upcoming MMA interviews	3.00	405.00
11/13/14	NSH	Prepare key document summary and issues related to upcoming interviews for use by Attorney Shannon	.60	81.00
11/14/14	TRS	Email from Ms. Hoglund regarding documents pulled for witness prep and review organization of documents	.30	105.00
11/17/14	TRS	Telephone call from Mr. Strout regarding preparation for SQ interview	.50	175.00
11/17/14	TRS	Review documents collected by Ms. Hoglund for interview preparation	.60	210.00
11/18/14	TRS	Further review of documents culled by Ms. Hoglund in preparation for Strout interview	1.00	350.00
11/18/14	TRS	Locate and review prior Strout outlines and notes	.50	175.00
11/18/14	TRS	Drive to Hermon, Maine to prep Ms. Ryan and Mr. Strout	1.00	350.00
11/18/14	TRS	Telephone conference with Ms. Ryan regarding personnel files and CSST status of Messrs. DeMaitre, Harding, and Horan	.30	105.00
11/18/14	TRS	Prepare Ms. Ryan for interview/deposition	3.00	1050.00
11/18/14	TRS	Telephone conferences with Attorney Van Lonkhuyzen regarding retaining separate counsel for Mr. Strout	.50	175.00
11/18/14	TRS	Emails and telephone conferences with Attorney McKee regarding representation of Mr. Strout, background materials, and prep of Mr. Strout	.30	105.00
11/18/14	TRS	Prepare Mr. Strout for his SQ interview	4.00	1400.00

VERRILL DANA LLP
ONE PORTLAND SQUARE
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207/774-4000

December 19, 2014 PAGE 5

ROBERT J KEACH, TRUSTEE
MATTER NUMBER 40231-9121
INVOICE: 473109

11/18/14	JVL Telephone conferences with Attorney Shannon regarding representation of witness K. Strout at interview	.50	175.00
11/18/14	JVL Telephone conference with Attorney McKee regarding same	.20	70.00
11/18/14	JVL E-mails to Attorney Shannon regarding same	.20	70.00
11/18/14	JVL Conference with Attorney Knowles regarding same	.40	140.00
11/19/14	TRS Attend SQ interview of Ms. Ryan	1.20	420.00
11/19/14	TRS Conference with Ms. Ryan regarding SQ interview and collecting documents requested by SQ	.60	210.00
11/19/14	TRS Telephone conferences with Ms. Hoglund regarding locating copy of personnel file document identified in Ms. Ryan's interview	.30	105.00
11/19/14	TRS Telephone conferences with Attorney VanLonkhuyzen regarding reaction to email identified in Ms. Ryan's SQ interview, potential discussions with Mr. Strout's counsel (Attorney McKee)	.50	175.00
11/19/14	TRS Travel from Bangor to Portland	1.30	455.00
11/19/14	TRS Emails from and to Ms. Hoglund regarding new files from Ms. Ryan (Mr. Miller's personnel files)	.20	70.00
11/19/14	TRS Review email correspondence between Ms. Ryan and Ms. Labonte regarding Mr. Strout	.70	245.00
11/19/14	TRS Emails from and to Ms. Ryan regarding Mr. Miller's personnel file and review same	1.00	350.00
11/19/14	TRS Attempts to contact Attorney Fagone and Trustee regarding documents and information revealed in interview and subsequent research	.60	210.00

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December 19, 2014 PAGE 6

ROBERT J KEACH, TRUSTEE
MATTER NUMBER 40231-9121
INVOICE: 473109

11/19/14	TRS	Emails to Attorney McKee regarding documents discussed in the Ryan interview	.30	105.00
11/19/14	TRS	Telephone conference with Attorney McKee regarding Ms. Ryan's interview	.30	105.00
11/19/14	TRS	Review documents located by Ms. Hoglund concerning Mr. Miller	.50	175.00
11/19/14	TRS	Review MLAT treaty	.10	35.00
11/19/14	TRS	Telephone conferenece with Trustee regarding Ryan testimony and email	.60	210.00
11/19/14	JVL	Telephone conference with Attorney Shannon regarding witness interviews (.5)	1.50	525.00
		Review witness interview exhibit e-mail (.2)		
		Research railroad crimes (.3)		
		Conference call with Attorney Shannon and Attorney Keach (.5)		
11/19/14	NSH	Review and respond to request received from Attorney Shannon regarding updated personnel materials for production.	.20	27.00
11/19/14	NSH	Telephone conference with Attorney Shannon regarding research request related to interviews held at MMA	.20	27.00
11/19/14	NSH	Research database and review documents related to MMA interview	1.30	175.50
11/20/14	TRS	Telephone conference with Attorney McKee regarding Strout interview	.20	70.00
11/20/14	TRS	Telephone call to Attorney Fagone regarding Ryan and Strout interviews	.10	35.00
11/20/14	TRS	Letter to AUSA Lowell regarding Mr. Miller's personnel file	.40	140.00

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December 19, 2014 PAGE 7

ROBERT J KEACH, TRUSTEE
 MATTER NUMBER 40231-9121
 INVOICE: 473109

11/20/14 TRS Telephone conference with Attorney Fagone regarding case status	.40	140.00
11/20/14 NSH Review materials received from Ms. Ryan and prepare for production to SQ pursuant to request received from Attorney Shannon	.50	67.50
11/20/14 NSH Review litigation database with regard to newly identified employee pursuant to request received from Attorney Shannon.	1.00	135.00
11/24/14 TRS Telephone call from SQ Sgt. Bouchard regarding personnel file of Mr. Miller	.40	140.00
11/24/14 TRS Emails from and to AUSA Todd Lowell regarding delivery of Mr. Miller's personnel file	.20	70.00

Total Fees: \$12,290.00

Summary of Hours:

Timothy Shannon	27.30 hours at	\$350.00 =	9555.00
John Van Lonkhuyzen	2.80 hours at	\$350.00 =	980.00
Nicole Hoglund	13.00 hours at	\$135.00 =	1755.00

Costs Incurred:

MILEAGE & TOLLS	147.36
HOTEL	128.52
PHOTOCOPY	19.00
MEALS	68.13
-----	-----
Total Costs	\$363.01

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Employer ID No. 01-0176171

TO: ROBERT J KEACH, TRUSTEE
C/O BERSTEIN SHUR
100 MIDDLE STREET, 6TH FLOOR
P.O. BOX 9729
PORTLAND, ME 04104-5029

INVOICE 473842

January 15, 2015

RE: SQ INVESTIGATION
40231-9121

For services rendered in the above-referenced matter, in accordance with the attached statement, for the period ending December 31, 2014

Legal Fees:	\$2,581.50
Costs Incurred:	\$32.30

Current Charges:	\$2,613.80
Previous Balance:	\$14,784.59

Amount Due:	\$17,398.39

Payment is due upon receipt of this invoice. A late charge of 1-½% per month will be assessed upon all balances that remain unpaid for more than 30 days after the invoice date. Verrill Dana, LLP is committed to providing quality legal services. If you have any questions concerning this invoice or the services to which it relates, please contact your principal attorney or Keith C. Jones, Managing Partner.

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January 15, 2015
INVOICE 473842

Verrill Dana^{LLP}

Attorneys at Law

One Portland Square
Portland, Maine 04112-0586

MONTREAL MAINE & ATLANTIC RAILWAY, LTD.
SQ INVESTIGATION
40231-9121

Amount Due: \$17,398.39

Amount Enclosed: \$ _____

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ONE PORTLAND SQUARE
P.O. BOX 586
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207/774-4000

January 15, 2015 PAGE 2

ROBERT J KEACH, TRUSTEE
MATTER NUMBER 40231-9121
INVOICE: 473842

DATE	ATTY	DESCRIPTION	HOURS	
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12/01/14	TRS	Email from Trustee regarding correspondence sent to Mr. Grindrod	.20	70.00
12/01/14	TRS	Voicemail from Mr. Caruso and email to Ms. Hoglund regarding retention of maintenance records for trains and review records regarding same	.30	105.00
12/03/14	TRS	Telephone conference with Mr. Caruso regarding locomotive repair records, other paper records, and civil litigation	.40	140.00
12/03/14	TRS	Search for locomotive records	.30	105.00
12/04/14	TRS	Locate locomotive repair records, per Mr. Caruso's request	.60	210.00
12/04/14	TRS	Review sample locomotive files identified in email from Ms. Hoglund	.90	315.00
12/04/14	TRS	Telephone conferences with Mr. Grindrod regarding documents being sought and his understanding of locomotive repair records	.50	175.00
12/04/14	TRS	Telephone conference with Messrs. Caruso and Grindrod (Mr. Caruso dropped off part way through) regarding locomotive repair records, SQ interviews, status of AIA request from TSB	1.10	385.00
12/04/14	NSH	Meeting with Attorney Shannon regarding Derby Collection. (.2) Review database and draft memorandum to Attorney Shannon regarding results(4.0)	4.20	567.00
12/06/14	TRS	Emails from Attorney Schurman and Mr. Grindrod regarding AIA inquiry from Canadian TSB	.20	70.00

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January 15, 2015 PAGE 3

ROBERT J KEACH, TRUSTEE
MATTER NUMBER 40231-9121
INVOICE: 473842

12/15/14 TRS	Telephone conference with Ms. Hoglund regarding cleaning up index for use by Mr. Furman	.10	35.00
12/17/14 TRS	Emails from and to Ms. Hoglund regarding Derby locomotive index	.30	105.00
12/17/14 NSH	Review database for additional identifiers related to locomotives and Derby pursuant to request received from Attorney Shannon (1.0) Create excel and draft memorandum detailing Derby Index and database results (.7)	1.70	229.50
12/24/14 TRS	Emails from and to Attorney Semenova regarding AIA inquiry to Mr. Grindrod and seeking disclosure of company documents	.20	70.00

Total Fees: \$2,581.50

Summary of Hours:

Timothy Shannon	5.10 hours at \$350.00 =	1785.00
Nicole Hoglund	5.90 hours at \$135.00 =	796.50

Costs Incurred:

PHOTOCOPY	2.60
WESTLAW RESEARCH, NET OF 90% DISCOUNT	29.70
-----	-----
Total Costs	\$32.30

Verrill Dana_{LLP}

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TO: ROBERT J KEACH, TRUSTEE
C/O BERSTEIN SHUR
100 MIDDLE STREET, 6TH FLOOR
P.O. BOX 9729
PORTLAND, ME 04104-5029

INVOICE 475226

February 23, 2015

RE: SQ INVESTIGATION
40231-9121

For services rendered in the above-referenced matter, in accordance with the attached statement, for the period ending January 31, 2015

Legal Fees:	\$2,981.50
Costs Incurred:	\$3.60

Current Charges:	\$2,985.10
Previous Balance:	\$17,398.39

Amount Due:	\$20,383.49

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February 23, 2015
INVOICE 475226

Verrill Dana_{LLP}

Attorneys at Law

One Portland Square
Portland, Maine 04112-0586

MONTREAL MAINE & ATLANTIC RAILWAY, LTD.
SQ INVESTIGATION
40231-9121

Amount Due: \$20,383.49

Amount Enclosed: \$ _____

VERRILL DANA LLP
ONE PORTLAND SQUARE
P.O. BOX 586
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February 23, 2015 PAGE 2

ROBERT J KEACH, TRUSTEE
MATTER NUMBER 40231-9121
INVOICE: 475226

DATE	ATTY	DESCRIPTION	HOURS	
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01/22/15	TRS	Review emails and attachments from Attorney Semenova regarding disclosures sought by TSB (including ATI demand, attached documents, draft response)	1.50	592.50
01/23/15	TRS	Review letter to TSB drafted by Attorney Semenova	1.10	434.50
01/23/15	TRS	Further review of proposed redactions by Attorney Semenova and earlier email correspondence with Mr. Grindrod	1.50	592.50
01/23/15	TRS	Telephone conference with Attorney Semenova regarding submission of objection to Canadian FOIA/ATI request, objecting to release of TSB Draft Report and MMA Comments thereto	.40	158.00
01/23/15	TRS	Review draft letter from Attorney Semenova regarding Canadian FOIA/ATI request	.40	158.00
01/23/15	TRS	Further emails from and to Attorney Semenova regarding TSB's representations regarding release of Draft Report and whether to disclose the MMA Comments	.20	79.00
01/23/15	TRS	Email to Trustee regarding status of response to TSB letter regarding Canadian FOIA/ATI request and objection to release of TSB Draft Report and MMA Comments thereto	.30	118.50
01/27/15	TRS	Emails from and to Mr. Keach regarding locating "key train" train handling protocols and search for same	1.40	553.00
01/27/15	NSH	Review and respond to request for information and document identification received from Attorney Shannon. Limited review in SQ database.	.50	67.50

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February 23, 2015 PAGE 3

ROBERT J KEACH, TRUSTEE
MATTER NUMBER 40231-9121
INVOICE: 475226

01/28/15 TRS Email Trustee copies of CROR and MMA operating manual	.10	39.50
01/28/15 TRS Locate CROR and MMA Operator's Manual	.20	79.00
01/30/15 RMW Telephone call wtih Inspector Bouchard regarding locomotive 5017; correspond with Mr. Fagone regarding same.	.30	109.50

Total Fees: \$2,981.50

Summary of Hours:

Timothy Shannon	7.10 hours at	\$395.00 =	2804.50
Rachel Wertheimer	0.30 hours at	\$365.00 =	109.50
Nicole Hogleund	0.50 hours at	\$135.00 =	67.50

Costs Incurred:

PHOTOCOPY	3.60
-----	-----
Total Costs	\$3.60

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PORTLAND, ME 04104-5029

INVOICE 476115

March 11, 2015

RE: SQ INVESTIGATION
40231-9121

For services rendered in the above-referenced matter, in accordance with the attached statement, for the period ending February 28, 2015

Legal Fees:	\$630.00
Costs Incurred:	\$0.40

Current Charges:	\$630.40

Amount Due:	\$630.40

Payment is due upon receipt of this invoice. A late charge of 1-½% per month will be assessed upon all balances that remain unpaid for more than 30 days after the invoice date. Verrill Dana, LLP is committed to providing quality legal services. If you have any questions concerning this invoice or the services to which it relates, please contact your principal attorney or Keith C. Jones, Managing Partner.

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March 11, 2015
INVOICE 476115

Verrill Dana_{LLP}
Attorneys at Law

One Portland Square
Portland, Maine 04112-0586

MONTREAL MAINE & ATLANTIC RAILWAY, LTD.
SQ INVESTIGATION
40231-9121

Amount Due: \$630.40

Amount Enclosed: \$ _____

VERRILL DANA LLP
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PORTLAND, MAINE 04112-0586
207/774-4000

March 11, 2015 PAGE 2

ROBERT J KEACH, TRUSTEE
MATTER NUMBER 40231-9121
INVOICE: 476115

DATE	ATTY	DESCRIPTION	HOURS	
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02/03/15	TRS	Emails from and to Attorney McDonald regarding location of documents for purposes of 26(f) conference, and email Ms. Hoglund regarding same	.20	79.00
02/04/15	TRS	Conference with Ms. Hoglund regarding MMA data collection to prep for call with Attorney McDonald	.40	158.00
02/04/15	TRS	Telephone conference with Attorney McDonald regarding data collected for purposes of Rule 26(f) conference in his litigation	.40	158.00
02/04/15	RMW	Correspond with Mr. Fagone regarding SQ's request to hold locomotive 5017 for additional time.	.20	73.00
02/04/15	NSH	Meeting with Attorney Shannon regarding request received from Trustee (.1). Review and provide case index information to Attorney Shannon in preparation of call with Attorney McDonald at Bernstein Shur (.3) Telephone conference with Attorney Shannon and Attorney McDonald regarding litigation database and ESI status in preparation of 26 (f) conference (.3) Follow-up with Attorney Shannon and Attorney McDonald regarding case formats and production protocols (.2)	.90	121.50
02/11/15	NSH	Review in litigation database regarding production and possible document index as a follow-up to meeting with Attorney Shannon.	.30	40.50

Total Fees: \$630.00

Summary of Hours:

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March 11, 2015 PAGE 3

ROBERT J KEACH, TRUSTEE
MATTER NUMBER 40231-9121
INVOICE: 476115

Timothy Shannon	1.00 hours at	\$395.00 =	395.00
Rachel Wertheimer	0.20 hours at	\$365.00 =	73.00
Nicole Hoglund	1.20 hours at	\$135.00 =	162.00

Costs Incurred:

PHOTOCOPY	0.40
-----	-----
Total Costs	\$0.40

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TO: ROBERT J KEACH, TRUSTEE
C/O BERSTEIN SHUR
100 MIDDLE STREET, 6TH FLOOR
P.O. BOX 9729
PORTLAND, ME 04104-5029

INVOICE 477299

April 10, 2015

RE: SQ INVESTIGATION
40231-9121

For services rendered in the above-referenced matter, in accordance with the attached statement, for the period ending March 31, 2015

Legal Fees:	\$71.00

Current Charges:	\$71.00
Previous Balance:	\$630.40

Amount Due:	\$701.40

Payment is due upon receipt of this invoice. A late charge of 1-½% per month will be assessed upon all balances that remain unpaid for more than 30 days after the invoice date. Verrill Dana, LLP is committed to providing quality legal services. If you have any questions concerning this invoice or the services to which it relates, please contact your principal attorney or Keith C. Jones, Managing Partner.

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April 10, 2015
INVOICE 477299

Verrill Dana LLP
Attorneys at Law

One Portland Square
Portland, Maine 04112-0586

MONTREAL MAINE & ATLANTIC RAILWAY, LTD.
SQ INVESTIGATION
40231-9121

Amount Due: \$701.40

Amount Enclosed: \$ _____

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April 10, 2015 PAGE 2

ROBERT J KEACH, TRUSTEE
MATTER NUMBER 40231-9121
INVOICE: 477299

DATE	ATTY	DESCRIPTION	HOURS	
----	----	-----	-----	
03/06/15	RAC	Conference with Attorney Shannon regarding status	.20	71.00

Total Fees: \$71.00

Summary of Hours:

Roger Clement 0.20 hours at \$355.00 = 71.00

Verrill Dana^{LLP}

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C/O BERSTEIN SHUR
100 MIDDLE STREET, 6TH FLOOR
P.O. BOX 9729
PORTLAND, ME 04104-5029

INVOICE 478931

May 13, 2015

RE: SQ INVESTIGATION
40231-9121

For services rendered in the above-referenced matter, in accordance with the attached statement, for the period ending April 30, 2015

Legal Fees:	\$328.50

Current Charges:	\$328.50
Previous Balance:	\$630.40

Amount Due:	\$958.90

Payment is due upon receipt of this invoice. A late charge of 1-1/2% per month will be assessed upon all balances that remain unpaid for more than 30 days after the invoice date. Verrill Dana, LLP is committed to providing quality legal services. If you have any questions concerning this invoice or the services to which it relates, please contact your principal attorney or Keith C. Jones, Managing Partner.

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May 13, 2015
INVOICE 478931

Verrill Dana^{LLP}

Attorneys at Law

One Portland Square
Portland, Maine 04112-0586

MONTREAL MAINE & ATLANTIC RAILWAY, LTD.
SQ INVESTIGATION
40231-9121

Amount Due: \$958.90

Amount Enclosed: \$ _____

VERRILL DANA LLP
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P.O. BOX 586
PORTLAND, MAINE 04112-0586
207/774-4000

May 13, 2015

PAGE 2

ROBERT J KEACH, TRUSTEE
MATTER NUMBER 40231-9121
INVOICE: 478931

DATE	ATTY	DESCRIPTION	HOURS	
----	----	-----	-----	
04/14/15	RMW	Telephone call with Inspector Bouchard regarding Locomotive 5017; correspond with Mr. Keach regarding same	.50	182.50
04/27/15	RMW	Telephone call with Mr. Keach regarding locomotive 5017; correspond with Mr. Bouchard regarding same	.40	146.00

Total Fees: \$328.50

Summary of Hours:

Rachel Wertheimer 0.90 hours at \$365.00 = 328.50

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C/O BERSTEIN SHUR
100 MIDDLE STREET, 6TH FLOOR
P.O. BOX 9729
PORTLAND, ME 04104-5029

INVOICE 480219

June 9, 2015

RE: SQ INVESTIGATION
40231-9121

For services rendered in the above-referenced matter, in accordance with the attached statement, for the period ending May 31, 2015

Legal Fees:	\$182.50

Current Charges:	\$182.50
Previous Balance:	\$958.90

Amount Due:	\$1,141.40

Payment is due upon receipt of this invoice. A late charge of 1-½% per month will be assessed upon all balances that remain unpaid for more than 30 days after the invoice date. Verrill Dana, LLP is committed to providing quality legal services. If you have any questions concerning this invoice or the services to which it relates, please contact your principal attorney or Keith C. Jones, Managing Partner.

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June 9, 2015
INVOICE 480219

Verrill Dana_{LLP}
Attorneys at Law

One Portland Square
Portland, Maine 04112-0586

MONTREAL MAINE & ATLANTIC RAILWAY, LTD.
SQ INVESTIGATION
40231-9121

Amount Due: \$1,141.40

Amount Enclosed: \$ _____

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P.O. BOX 586
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June 9, 2015

PAGE 2

ROBERT J KEACH, TRUSTEE
MATTER NUMBER 40231-9121
INVOICE: 480219

DATE	ATTY	DESCRIPTION	HOURS	
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05/26/15	RMW	Telephone call with Mr. Bouchard regardign unit 5017; correspond with Mr. Anderson regarding same	.50	182.50

Total Fees: \$182.50

Summary of Hours:

Rachel Wertheimer 0.50 hours at \$365.00 = 182.50

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C/O BERSTEIN SHUR
100 MIDDLE STREET, 6TH FLOOR
P.O. BOX 9729
PORTLAND, ME 04104-5029

INVOICE 481709

July 9, 2015

RE: SQ INVESTIGATION
40231-9121

For services rendered in the above-referenced matter, in accordance with the attached statement, for the period ending June 30, 2015

Legal Fees:	\$582.50

Current Charges:	\$582.50
Previous Balance:	\$1,141.40

Amount Due:	\$1,723.90

Payment is due upon receipt of this invoice. A late charge of 1-½% per month will be assessed upon all balances that remain unpaid for more than 30 days after the invoice date. Verrill Dana, LLP is committed to providing quality legal services. If you have any questions concerning this invoice or the services to which it relates, please contact your principal attorney or Keith C. Jones, Managing Partner.

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July 9, 2015
INVOICE 481709

Verrill Dana_{LLP}

Attorneys at Law

One Portland Square
Portland, Maine 04112-0586

MONTREAL MAINE & ATLANTIC RAILWAY, LTD.
SQ INVESTIGATION
40231-9121

Amount Due: \$1,723.90

Amount Enclosed: \$ _____

VERRILL DANA LLP
ONE PORTLAND SQUARE
P.O. BOX 586
PORTLAND, MAINE 04112-0586
207/774-4000

July 9, 2015

PAGE 2

ROBERT J KEACH, TRUSTEE
MATTER NUMBER 40231-9121
INVOICE: 481709

DATE	ATTY	DESCRIPTION	HOURS	
----	----	-----	-----	
06/03/15	RMW	Correspond with SQ regarding unit 5017	.20	73.00
06/18/15	RMW	Telephone call with Mr. Anderson regarding agreement to maintain unit 5017; review past agreements regarding same; draft revised agreement regarding same; correspond with Mr. Anderson regarding same.	.90	328.50
06/22/15	RMW	Correspond with Mr. Anderson and Mr. Hahn regarding insurance for Unit 5017.	.20	73.00
06/23/15	JVL	Attention to new criminal charges in Canada	.10	35.00
06/26/15	RMW	Correspond with Mr. Anderson regarding insurance issues with respect to Unit 5017	.20	73.00

Total Fees: \$582.50

Summary of Hours:

John Van Lonkhuyzen	0.10 hours at \$350.00 =	35.00
Rachel Wertheimer	1.50 hours at \$365.00 =	547.50

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RXW

Employer ID No. 01-0176171

TO: ROBERT J KEACH, TRUSTEE
C/O BERSTEIN SHUR
100 MIDDLE STREET, 6TH FLOOR
P.O. BOX 9729
PORTLAND, ME 04104-5029

INVOICE 483320

August 17, 2015

RE: SQ INVESTIGATION
40231-9121

For services rendered in the above-referenced matter, in accordance with the attached statement, for the period ending July 31, 2015

Legal Fees:	\$438.00
Costs Incurred:	\$36.38

Current Charges:	\$474.38
Previous Balance:	\$1,723.90

Amount Due:	\$2,198.28

Payment is due upon receipt of this invoice. A late charge of 1-1/2% per month will be assessed upon all balances that remain unpaid for more than 30 days after the invoice date. Verrill Dana, LLP is committed to providing quality legal services. If you have any questions concerning this invoice or the services to which it relates, please contact your principal attorney or Keith C. Jones, Managing Partner.

Please detach this portion and return in the enclosed envelope with your payment. Thank you.

August 17, 2015
INVOICE 483320

Verrill Dana_{LLP}
Attorneys at Law

MONTREAL MAINE & ATLANTIC RAILWAY, LTD.
SQ INVESTIGATION
40231-9121

One Portland Square
Portland, Maine 04112-0586

Amount Due: \$2,198.28

Amount Enclosed: \$ _____

VERRILL DANA LLP
ONE PORTLAND SQUARE
P.O. BOX 586
PORTLAND, MAINE 04112-0586
207/774-4000

August 17, 2015 PAGE 2

ROBERT J KEACH, TRUSTEE
MATTER NUMBER 40231-9121
INVOICE: 483320

DATE	ATTY	DESCRIPTION	HOURS	
----	----	-----	-----	
07/08/15	RMW	Review insurance premium information with respect to unit 5017 and correspond with Mr. Hahn regarding same	.20	73.00
07/13/15	RMW	Correspond with Mr. Anderson regarding Unit 5017 insurance costs; correspond with SQ regarding same; revise letter agreement with respect to same	.50	182.50
07/21/15	RMW	Correspond with Detective Stevens regarding Unit 5017; revise letter agreement regarding same; correspond with Mr. Anderson regarding same.	.50	182.50

Total Fees: \$438.00

Summary of Hours:

Rachel Wertheimer 1.20 hours at \$365.00 = 438.00

Costs Incurred:

FEDERAL EXPRESS 36.38

Total Costs \$36.38

Verrill Dana_{LLP}
Attorneys at Law

One Portland Square
P.O. Box 586
Portland, Maine 04112-0586

Telephone: (207) 774-4000
Facsimile: (207) 774-7499

Employer ID No. 01-0176171

TO: ROBERT J KEACH, TRUSTEE
C/O BERSTEIN SHUR
100 MIDDLE STREET, 6TH FLOOR
P.O. BOX 9729
PORTLAND, ME 04104-5029

INVOICE 484388

September 10, 2015

RE: SQ INVESTIGATION
40231-9121

For services rendered in the above-referenced matter, in accordance with the attached statement, for the period ending August 31, 2015

Legal Fees:	\$109.50

Current Charges:	\$109.50
Previous Balance:	\$2,198.28

Amount Due:	\$2,307.78

Payment is due upon receipt of this invoice. A late charge of 1-½% per month will be assessed upon all balances that remain unpaid for more than 30 days after the invoice date. Verrill Dana, LLP is committed to providing quality legal services. If you have any questions concerning this invoice or the services to which it relates, please contact your principal attorney or Keith C. Jones, Managing Partner.

Please detach this portion and return in the enclosed envelope with your payment. Thank you.

September 10, 2015
INVOICE 484388

Verrill Dana_{LLP}
Attorneys at Law

MONTREAL MAINE & ATLANTIC RAILWAY, LTD.
SQ INVESTIGATION
40231-9121

One Portland Square
Portland, Maine 04112-0586

Amount Due: \$2,307.78

Amount Enclosed: \$ _____

VERRILL DANA LLP
ONE PORTLAND SQUARE
P.O. BOX 586
PORTLAND, MAINE 04112-0586
207/774-4000

September 10, 2015 PAGE 2

ROBERT J KEACH, TRUSTEE
MATTER NUMBER 40231-9121
INVOICE: 484388

DATE	ATTY	DESCRIPTION	HOURS	
----	----	-----	-----	
08/07/15	RMW	Correspond with SQ regarding Unit 5017 letter agreement; correspond with Mr. Anderson regarding same	.30	109.50

Total Fees: \$109.50

Summary of Hours:

Rachel Wertheimer 0.30 hours at \$365.00 = 109.50

Verrill Dana^{LLP}

Attorneys at Law

One Portland Square
P.O. Box 586
Portland, Maine 04112-0586

Telephone: (207) 774-4000
Facsimile: (207) 774-7499

Employer ID No. 01-0176171

TO: ROBERT J KEACH, TRUSTEE
C/O BERSTEIN SHUR
100 MIDDLE STREET, 6TH FLOOR
P.O. BOX 9729
PORTLAND, ME 04104-5029

INVOICE 485569

October 7, 2015

RE: SQ INVESTIGATION
40231-9121

For services rendered in the above-referenced matter, in accordance with the attached statement, for the period ending September 30, 2015

Legal Fees:	\$927.00

Current Charges:	\$927.00
Previous Balance:	\$2,307.78

Amount Due:	\$3,234.78

Payment is due upon receipt of this invoice. A late charge of 1-½% per month will be assessed upon all balances that remain unpaid for more than 30 days after the invoice date. Verrill Dana, LLP is committed to providing quality legal services. If you have any questions concerning this invoice or the services to which it relates, please contact your principal attorney or Keith C. Jones, Managing Partner.

Please detach this portion and return in the enclosed envelope with your payment. Thank you.

October 7, 2015
INVOICE 485569

Verrill Dana^{LLP}

Attorneys at Law

One Portland Square
Portland, Maine 04112-0586

MONTREAL MAINE & ATLANTIC RAILWAY, LTD.
SQ INVESTIGATION
40231-9121

Amount Due: \$3,234.78

Amount Enclosed: \$ _____

VERRILL DANA LLP
ONE PORTLAND SQUARE
P.O. BOX 586
PORTLAND, MAINE 04112-0586
207/774-4000

October 7, 2015 PAGE 2

ROBERT J KEACH, TRUSTEE
MATTER NUMBER 40231-9121
INVOICE: 485569

DATE	ATTY	DESCRIPTION	HOURS	
----	----	-----	-----	
09/03/15	TRS	Emails from and to Attorneys Hull and Ms. Hoglund regarding request from Trustee regarding documents; research same; telephone conference with Attorney Clement regarding same	1.30	513.50
09/03/15	TRS	Telephone conference with Ms. Hoglund regarding prior index of documents collected for SQ and review index	.40	158.00
09/29/15	RMW	Telephone call with Mr. Forlini regarding Unit 5017; correspond with Mr. Anderson regarding same; review email for Mr. Forlini; correspond with Mr. Anderson and Mr. Keach regarding same	.50	182.50
09/30/15	RMW	Correspond with Mr. Keach regarding Unit 5017; review correspondence regarding payment of insurance for Unit 5017	.20	73.00

Total Fees: \$927.00

Summary of Hours:

Timothy Shannon	1.70 hours at \$395.00 =	671.50
Rachel Wertheimer	0.70 hours at \$365.00 =	255.50

EXHIBIT B
Hourly Rates and Time

Rate		SQ Investigation	Case Administration	Total Hours	Total Fees
\$355.00	Roger A. Clement, Jr.	0.2	5.3	5.5	\$1,952.50
\$365.00	Roger A. Clement, Jr.		1.6	1.6	\$584.00
\$350.00	Timothy R. Shannon	37.5			\$13,125.00
\$395.00	Timothy R. Shannon	9.8		9.8	\$3,871.00
\$350.00	Rachel M. Wertheimer	0.2			\$70.00
\$365.00	Rachel M. Wertheimer	5.6		5.6	\$2,044.00
\$350.00	John Van Lonkhuyzen	2.9		2.9	\$1,015.00
\$135.00	Nicole S. Hogle	22.2		22.2	\$2,997.00
		78.4	6.9	85.3	\$25,658.50

Blended Hourly Rate - Attorneys: \$361.43

EXHIBIT C

BIOGRAPHIES OF ATTORNEYS AND PARAPROFESSIONALS

Attorneys

ROGER A. CLEMENT, JR. is a partner with Verrill Dana, where his main areas of concentration are bankruptcy law and commercial transactions. Mr. Clement received his B.A. from Bowdoin College in 1986 and his J.D. from the University of Maine School of Law in 1991. Mr. Clement was admitted to the Maine Bar in 1991 and is admitted to practice in, among other courts, the U.S. District Court for the District of Maine. He is a member of the Maine State Bar Association and its section on bankruptcy reorganization.

TIMOTHY R. SHANNON is a partner with Verrill Dana, where his main areas of concentration are commercial litigation and intellectual property litigation. Mr. Shannon received his B.S. from Yale University in 1994, his M.St. from Oxford University in 1997 and his J.D. from Harvard Law School, *cum laude*, in 2002. Mr. Shannon was admitted to the Massachusetts Bar in 2002, the Maine Bar in 2009 and is admitted to practice in the U.S. Court of Appeals for the Federal Circuit, the U.S. District Court for the District of Maine and the District of Massachusetts. He is a member of the Maine State Bar Association, Intellectual Property Section, the Boston Bar Association and the American Intellectual Property Law Association.

JOHN W. VAN LONKHUYZEN is a partner with Verrill Dana, where his main areas of concentration are trial and health care and chairs its Criminal Defense, White Collar and Government Enforcement Practice Group. Mr. Van Lonkhuyzen received his B.A. from Amherst College, *summa cum laude*, in 1979, his M.A. from Yale University in 1982, his J.D. from Yale Law School in 1983 and his M.Phil. from Yale University in 1984. Mr. Van Lonkhuyzen was admitted to the Massachusetts Bar in 1985, the Maine Bar in 1987 and is admitted to practice in the U.S. Court of Appeals (First Circuit), for U.S. Court of Appeals (Seventh Circuit), the U.S. District Court for the District of Maine, District of Massachusetts and District of Puerto Rico.

RACHEL M. WERTHEIMER is a partner with Verrill Dana, where her main areas of concentration are trial and appellate law. Ms. Wertheimer received her B.A. from the University of Vermont, *magna cum laude*, in 1993 and her J.D. from the University of Michigan Law School, *with honors*, in 1998. Ms. Wertheimer was admitted to the New York Bar in 1999, the Maine Bar in 2012, and the Massachusetts Bar in 2012, and is admitted to practice in the U.S. Court of Appeals (Second Circuit) and the U.S. District Court for the Southern and Eastern Districts of New York, and the Districts of Maine, Massachusetts and Vermont. She is a member of the American Bar Association, New York State Bar Association and the Bar Association of the City of New York.

Paraprofessionals

NICOLE S. HOGLUND has been employed as a paralegal in the Bankruptcy Department of Verrill Dana since July, 2006. Prior to joining Verrill Dana Nicole worked for the U.S. Department of Justice at both the U.S. Trustee's Office and the U.S. Attorney's Office. She received her A.A. and Paralegal Certificate at Westbrook College, Portland, Maine. Nicole has over 20 years of experience working on bankruptcy and bankruptcy related matters.

EXHIBIT D

COSTS AND EXPENSES

Federal Express	\$ 36.38
Meals	68.13
Mileage and Tolls	147.36
Photocopies	25.60
Travel, Tolls & Hotel	128.52
Westlaw Research (net of 90% discount)	<u>29.70</u>
TOTAL	<u>\$435.69</u>

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

In re)
)
) Chapter 11
MONTREAL MAINE & ATLANTIC RAILWAY LTD.,) Case No. 13-10670
)
Debtor.)

**ORDER GRANTING THIRD INTERIM APPLICATION FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR
VERRILL DANA LLP AS SPECIAL COUNSEL TO THE TRUSTEE FOR
THE PERIOD SEPTEMBER 30, 2014 THROUGH FEBRUARY 12, 2016**

THIS MATTER came on before this Court upon the *Second Interim Application for Compensation and Reimbursement of Expenses For Verrill Dana LLP as Special Counsel to the Trustee for the Period September 30, 2014 Through February 12, 2016* (the "Fee Application") filed by Verrill Dana LLP ("Verrill Dana"), special counsel to the Trustee. Verrill Dana having provided notice of the Fee Application, and no party-in-interest having filed an opposition to the Fee Application, or any such opposition being withdrawn or overruled, the Court having reviewed the Fee Application and after such hearing as was necessary, the Court having found good cause to grant the Application, it is hereby

ORDERED, ADJUDGED AND DECREED

that:

1. There was adequate notice to all parties-in-interest under the circumstances of this case.
2. The Fee Application be and hereby is GRANTED.

3. Verrill Dana, pursuant to 11 U.S.C. § 331, be and hereby is allowed \$25,658.50 as compensation for reasonable and necessary professional services rendered by it to the Trustee plus \$435.69 for actual and necessary expenses incurred by Verrill Dana on behalf of the Trustee during the period from September 30, 2014 through February 12, 2016 (the “Application Period”) for a total award of \$26,094.19.

4. The Trustee is authorized to pay \$5,189.28 to Verrill Dana, which represents the balance due to Verrill Dana for services rendered and expenses incurred by Verrill Dana on behalf of the Trustee during the Application Period after receipt of payments from the Debtor’s insurance carrier—XL Group.

5. Verrill Dana’s fees and expenses during the Application Period are allowed on an interim basis in accordance with the applicable sections of the Bankruptcy Code and Federal Rules of Civil Procedure and this Court’s local rules.

Dated: _____, 2016

The Honorable Michael A. Fagone
United States Bankruptcy Judge

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

_____)	
In re)	
)	Chapter 11
MONTREAL MAINE & ATLANTIC RAILWAY LTD.,)	Case No. 13-10670
)	
Debtor.)	
_____)	

HEARING NOTICE

TO CREDITORS AND ALL OTHER PARTIES IN INTEREST:

PLEASE TAKE NOTICE that **Verrill Dana LLP**, has filed an Application for Compensation in this case. The Applicant serves as:

- Attorney for the debtor(s)
- Attorney for the trustee
- Accountant for the estate
- Other: Special Counsel to the Trustee

This is the Applicant's Third Interim Application for Compensation in this case. The Applicant is seeking approval from the Court for fees in the amount of **\$25,658.80** and expenses in the amount of **\$435.69**, for work done in this case from September 30, 2014 through February 12, 2016, for a total award of **\$26,094.19**.

If the Applicant has been awarded compensation already in this case, it was for the following time periods and in the following amounts: August 22, 2013 through April 30, 2014 in the amount of \$196,496.88; and May 1, 2014 through September 30, 2014 in the amount of \$34,581.01

A HEARING HAS BEEN SCHEDULED to take place at the United States Bankruptcy Court, District of Maine, 202 Harlow Street, 3rd Floor, Bangor, Maine, on **March 10, 2016 at 10:00 a.m.**

All as more fully set forth in said Application on file at the Clerk's Office, U.S. Bankruptcy Court.

Objections, if any, are due to be filed on or before March 2, 2016 with the United States Bankruptcy Court, District of Maine, 202 Harlow Street, 3rd Floor, Bangor, Maine, with a copy to Roger A. Clement, Jr., Esq. at the address shown below.

If you fail to respond in accordance with this notice, the Application may be granted by default without further notice.

Dated: February 16, 2016

VERRILL DANA, LLP

VERRILL DANA, LLP
One Portland Square
Portland, ME 04112-0586
207-774-4000 – Phone
207-774-7499 - Fax

/s/ Roger A. Clement, Jr.
Roger A. Clement, Jr., Esq.
rclement@verrilldana.com
bankr@verrilldana.com

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

In re)	
)	Chapter 11
MONTREAL MAINE & ATLANTIC RAILWAY LTD.,)	Case No. 13-10670
)	
Debtor.)	
)	

HEARING NOTICE

TO CREDITORS AND ALL OTHER PARTIES IN INTEREST:

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- Attorney for the debtor(s)
- Attorney for the trustee
- Accountant for the estate
- Other: Special Counsel to the Trustee

This is the Applicant’s Third Interim Application for Compensation in this case. The Applicant is seeking approval from the Court for fees in the amount of **\$25,658.80** and expenses in the amount of **\$435.69**, for work done in this case from September 30, 2014 through February 12, 2016, for a total award of **\$26,094.19**.

If the Applicant has been awarded compensation already in this case, it was for the following time periods and in the following amounts: August 22, 2013 through April 30, 2014 in the amount of \$196,496.88; and May 1, 2014 through September 30, 2014 in the amount of \$34,581.01

A HEARING HAS BEEN SCHEDULED to take place at the United States Bankruptcy Court, District of Maine, 537 Congress Street, Portland, Maine, on **March 22, 2016 at 9:00 a.m.**

All as more fully set forth in said Application on file at the Clerk’s Office, U.S. Bankruptcy Court.

Objections, if any, are due to be filed on or before March 15, 2016 with the United States Bankruptcy Court, District of Maine, 202 Harlow Street, 3rd Floor, Bangor, Maine, with a copy to Roger A. Clement, Jr., Esq. at the address shown below.

If you fail to respond in accordance with this notice, the Application may be granted by default without further notice.

Dated: February 16, 2016

VERRILL DANA, LLP

VERRILL DANA, LLP
One Portland Square
Portland, ME 04112-0586
207-774-4000 – Phone
207-774-7499 - Fax

/s/ Roger A. Clement, Jr.
Roger A. Clement, Jr., Esq.
rclement@verrilldana.com
bankr@verrilldana.com