

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

IN RE: ) Chapter 11  
)  
MONTREAL MAINE & ATLANTIC ) Case No. 13-10670  
RAILWAY, LTD. )  
Debtor. )

**SECOND AND FINAL APPLICATION OF SHAW FISHMAN GLANTZ & TOWBIN  
LLC, SPECIAL COUNSEL TO THE TRUSTEE, FOR COMPENSATION  
AND REIMBURSEMENT OF EXPENSES**

**Name of Applicant:** Shaw Fishman Glantz & Towbin LLC

**Authorized to Provide Professional Services as:** Special Counsel to Robert J. Keach, the duly appointed chapter 11 trustee of the bankruptcy estate of the above-captioned debtor

**Petition Date:** August 7, 2013

**Date of Retention Order:** November 13, 2013, effective September 11, 2013

**Period for which Compensation Is Sought:** November 15, 2014, through December 22, 2015

**Amount of Compensation:** \$2,150.00

**Amount of Expense Reimbursement:** \$110.33

**Total Amount Sought:** \$2,260.33

**Final Amount of Compensation (September 11, 2013 through December 22, 2015):** \$16,364.50

**Final Amount of Expense Reimbursement (September 11, 2013 through December 22, 2015):** \$337.87

**Amount Paid to Date:** \$14,442.04

**Retainer Balance:** \$0.00

**This is a final application.**

**COMPENSATION BY PROFESSIONAL**

<b>Professional</b>	<b>Position</b>	<b>Hours</b>	<b>Hourly Rate</b>	<b>Fees</b>
Mark L. Radtke	Member	2.7	\$460-475 <sup>1</sup>	\$1,242.00
Gordon E. Gouveia	Member	1.4	405	\$567.00
David R. Doyle	Associate	.9	310-340	\$285.00
Bernard L. Thomas	Clerk	.4	140	\$56.00
<b>TOTAL</b>		<b>5.4</b>		<b>\$2,150.00</b>

**EXPENSES SUMMARY**

Postage	\$12.60
Pacer	\$5.10
Court fees	\$92.63
<b>TOTAL</b>	<b>\$110.33</b>

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<sup>1</sup> Shaw Fishman, in the exercise of its reasonable billing judgment, increased the billing rate of its professionals during the Application Period, as reflected in the chart. This Application seeks compensation for tasks billed at the lower and higher rates of such professionals.

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

IN RE: ) Chapter 11  
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MONTREAL MAINE & ATLANTIC ) Case No. 13-10670  
RAILWAY, LTD. )  
Debtor. )

**SECOND AND FINAL APPLICATION OF SHAW FISHMAN GLANTZ & TOWBIN  
LLC, SPECIAL COUNSEL TO THE TRUSTEE, FOR COMPENSATION  
AND REIMBURSEMENT OF EXPENSES**

Shaw Fishman Glantz & Towbin LLC (“Shaw Fishman”), special counsel to Robert J. Keach in his capacity as chapter 11 trustee (the “Trustee”) of the above-captioned bankruptcy estate (the “Estate”), pursuant to § 330(a) of title 11, United States Code (“Bankruptcy Code”), Fed. R. Bankr. P. 2002(a)(6), 2016(a), and Local Rule 2016-1, applies to the Court (the “Final Application”) for (i) the final allowance and payment of a total of \$2,150.00 in compensation (the “Fees”) for approximately 5.4 hours of professional services rendered by Shaw Fishman for the period beginning November 15, 2014 through and including December 22, 2015 (the “Application Period”), and final allowance and reimbursement of \$110.33 for actual costs incurred incidental to those services (the “Expenses”); and (ii) approval, on a final basis, of the Interim Awards.<sup>2</sup> In support of the Application, Shaw Fishman respectfully states as follows:

**Jurisdiction and Venue**

1. This Court has core jurisdiction over this matter pursuant to 11 U.S.C. §§ 157(b)(2)(A), (B), and (M) and 28 U.S.C. § 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

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<sup>2</sup> Undefined terms in this introduction shall have the meanings set forth herein.

2. The statutory predicates for the relief sought herein are sections 327(a) and 330 of the Code, Fed. R. Bankr. P. 2016(a), and Rule 2016-1 of the local rules of this Court (the “Local Rules”).

## **Background**

### **A. The Illinois Litigation**

3. On August 7, 2013 (the “Petition Date”), the Debtor filed a voluntary petition for relief under chapter 11 of 11 U.S.C. § 101 et seq. (the “Bankruptcy Code”), in the United States Bankruptcy Court for the District of Maine (the “Bankruptcy Court”). On August 21, 2013, the United States Trustee (the “U.S. Trustee”) appointed the Trustee to serve in the Debtor’s chapter 11 case (the “Case”) pursuant to 11 U.S.C. § 1163.

4. As set forth on the record by the Debtor’s counsel during the August 8, 2013 hearing, and as discussed in the *Affidavit of M. Donald Gardner, Jr. in Support of First Day Pleadings* [Docket No. 11] (the “Gardner Affidavit”), the Debtor’s bankruptcy case was precipitated by a derailment, on July 6, 2013, of an unmanned eastbound Debtor train with 72 carloads of crude oil and 5 locomotive units, in Lac-Mégantic, Quebec (the “Derailment”). The Derailment set off several massive explosions, destroyed part of downtown Lac-Mégantic, and is presumed to have killed 47 people.

5. Beginning on July 22, 2013, representatives and administrators of the estates of some of the victims commenced civil actions alleging wrongful death and personal injury tort claims relating to the Derailment. As of September 11, 2013, one case was pending in Illinois state court (the “State Court Case”) and nineteen other cases (the “Federal Cases”) were pending before the United States District Court for the Northern District of Illinois (the “Illinois District Court”).

6. On September 11, 2013, the Trustee filed a motion seeking an order transferring the Federal Cases to this Court (the “Section 157(b)(5) Motion”). In accordance with Local Rule 5005-1(b)(1), the Trustee requested that the Section 157(b)(5) Motion be referred to the United States District Court for the District of Maine (the “Maine District Court”).

7. The plaintiffs in the Federal Cases objected to transfer and, instead, moved for the Federal Cases to be remanded to Illinois state court. The Trustee opposed remand and moved the Illinois District Court to stay all proceedings, including the decision on whether remand was proper, pending the ruling on the Section 157(b)(5) Motion. The Illinois District Court granted the Trustee’s motion and stayed the Federal Cases.

8. On March 21, 2014, the Maine District Court granted the Section 157(b)(5) Motion, transferring the Federal Cases to the Maine District Court.

#### **B. Retention of Shaw Fishman**

9. On September 27, 2013, the Trustee filed the *Application for Order, Pursuant to Sections 327 and 328 of the Bankruptcy Code, Authorizing the Employment of Shaw Fishman Glantz & Towbin LLC as Special Counsel to the Trustee, Nunc Pro Tunc to September 11, 2013* [Dkt. No. 282] (the “Retention Application”).

10. As set forth in the Retention Application, the Trustee sought to hire Shaw Fishman to serve as his local counsel in connection with the litigation in Illinois state and federal courts, with such retention being effective as of September 11, 2013.

11. On November 13, 2013, the Court entered an *Order Approving Employment* [Dkt. No. 443] (the “Retention Order”). A true and correct copy of the Retention Order is attached as Exhibit A. The Retention Order granted the Retention Application, effective September 11, 2013, “for the limited purpose of intervening [on behalf of the Trustee] in the Illinois federal

actions . . . and appearing before that court to request deferral of consideration of the remand motions until the Maine District Court has ruled on [the Trustee's] § 157(b)(5) motion.”

Retention Order at 5-6.

12. On November 17, 2014, Shaw Fishman filed the *First Interim Application of Shaw Fishman Glantz & Towbin LLC, Special Counsel to the Trustee, for Compensation and Reimbursement of Expenses* [Dkt. No. 1222] (the “First Application”).

13. On December 15, 2014, the Court granted the First Application and entered an *Order Granting First Interim Application of Shaw Fishman Glantz & Towbin LLC, Special Counsel to the Trustee, for Compensation and Reimbursement of Expenses* [Dkt. No. 1311] (the “Interim Order”). The Interim Order allowed Shaw Fishman \$14,214.50 in professional fees (the “Interim Fees”) and \$227.54 in expenses (the “Interim Expenses,” and with the Interim Fees, the “Interim Awards”) on an interim basis pursuant to 11 U.S.C. § 331. As of the date of this Application, the Interim Awards have been paid.

### **Relief Requested**

#### **I. Final Allowance of Fees and Expenses for the Application Period**

14. Shaw Fishman seeks allowance of compensation for professional services in the amount of \$2,150.00 and reimbursement of expenses incurred in rendering such services in the amount of \$110.33. Pursuant to Fed. R. Bankr. P. 2016(a) and Local Rule 2016-1(a)(3)(i), a detailed statement of professional services provided by Shaw Fishman to the Trustee (the “Billing Statement”) is set forth in Exhibit B, annexed hereto and incorporated herein by reference.

15. Pursuant to Local Rule 2016-1(a)(3)(iv), the following tables contain a detailed statement setting forth billing rates, total hours billed, and total amounts billed for each professional at Shaw Fishman during the Application Period, as well as the associated expenses.

**Compensation by Professional**

<b>Professional</b>	<b>Position</b>	<b>Hours</b>	<b>Hourly Rate</b>	<b>Fees</b>
Mark L. Radtke	Member	2.7	\$460-475 <sup>3</sup>	\$1,242.00
Gordon E. Gouveia	Member	1.4	405	\$567.00
David R. Doyle	Associate	.9	310-340	\$285.00
Bernard L. Thomas	Clerk	.4	140	\$56.00
<b>TOTAL</b>		<b>5.4</b>		<b>\$2,150.00</b>

**Expenses**

Postage	\$12.60
Pacer	\$5.10
Court fees	\$92.63
<b>TOTAL</b>	<b>\$110.33</b>

16. Other than as provided for and allowed by 11 U.S.C. § 504, there is no agreement between Shaw Fishman and any other firm, person or entity for the sharing or division of any compensation paid or payable to Shaw Fishman.

17. Shaw Fishman has substantial experience in such areas as bankruptcy litigation and dispute resolution. Pursuant to Local Rule 2016-1(a)(3)(v), a brief biography of each Shaw Fishman professional who has rendered services in connection with the fees and expenses herein is set forth in Exhibit C, annexed hereto and incorporated by reference herein.

18. This Application is Shaw Fishman's second application to this Court for compensation for professional services and reimbursement of expenses. As required by paragraph (b)(v) of the UST Guidelines, the Trustee has been given the opportunity to review the Fee Application and has approved the requested amount.

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<sup>3</sup> Shaw Fishman, in the exercise of its reasonable billing judgment, increased the billing rate of its professionals during the Application Period, as reflected in the chart. This Application seeks compensation for tasks billed at the lower and higher rates of such professionals.

### **Summary of Services**

19. Shaw Fishman rendered the following services as local counsel to the Trustee in the Derailment-related litigation: (i) conferring with the Trustee and his counsel; (ii) preparing for and attending a hearing before the Illinois District Court; (iii) assisting the Trustee with the transfer of the case file for the State Court Case to the Main District Court; and (iv) preparing this Final Application.

### **Actual and Necessary Disbursements**

20. As set forth on Exhibit B, Shaw Fishman has incurred \$110.33 in expenses incidental to providing professional services during the Application Period. The expenses arose from, *inter alia*, PACER research, filing fees, and postage. These expenses represent the out-of-pocket disbursements incurred during the regular course of the provision of legal services.

### **The Requested Compensation Should be Allowed**

21. Pursuant to § 330 of the Bankruptcy Code, the Court may award professionals “reasonable compensation for actual, necessary services.” 11 U.S.C. § 330(a)(1)(A). The Court may, on its own motion or an objection filed by a party in interest, “award compensation that is less than the amount of compensation that is requested.” 11 U.S.C. § 330(a)(2). In evaluating the amount of reasonable compensation to be awarded, the Court should consider:

The nature, the extent, and the value of such services, taking into account all relevant factors including:

(A) the time spent on such services;

(B) the rates charged for such services;

(C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;



(D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;

(E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and

(F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

*Id.* at § 330(a)(3).

22. Shaw Fishman submits that the services for which it seeks compensation in this Fee Application were necessary for and beneficial to the Debtor's estate. The services rendered by Shaw Fishman were performed economically, effectively, and efficiently. Accordingly, the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtor.

23. The work conducted was carefully assigned to appropriate professionals or paraprofessionals according the experience and level of expertise required for each particular task. Whenever possible and where appropriate, Shaw Fishman sought to minimize the costs of its services by utilizing talented associates and paraprofessionals.

24. In sum, the services rendered by Shaw Fishman were necessary and beneficial to the Debtor and such services were consistently performed in a timely manner, commensurate with the complexity and nature of the issues involved. Accordingly, approval of compensation sought herein is warranted.

## **II. Final Approval of Interim Awards**

25. In addition, Shaw Fishman respectfully requests that the Court approve, on a final basis, the Interim Awards previously approved by this Court.

WHEREFORE, Shaw Fishman respectfully requests that the Court enter an order:

- (a) approving on a final basis, pursuant to 11 U.S.C. § 330, compensation for services rendered in the amount of \$2,150.00 and reimbursement of expenses in the amount of \$110.33;
- (b) approving, on a final basis, the Interim Awards that the Court previously awarded to Shaw Fishman; and (c) granting such other just and appropriate relief.

Dated: February 19, 2016

Respectfully submitted,

**Robert J. Keach, Chapter 11 Trustee for  
the Bankruptcy Estate of Montreal Maine  
& Atlantic Railway, Ltd.**

**Shaw Fishman Glantz & Towbin LLC**

By: /s/ Robert J. Keach  
Robert J. Keach  
Bernstein, Shur, Sawyer & Nelson, P.A.  
100 Middle Street  
P.O. Box 9729  
Portland, ME 04104

By: /s/ Brian L. Shaw  
Brian L. Shaw (#6216834)  
Shaw Fishman Glantz & Towbin LLC  
321 N. Clark St.  
Suite 800  
Chicago, IL 60657



UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE

In re: )  
Montreal Maine & Atlantic Railway Ltd., ) Chapter 11  
 ) Case No. 13-10670  
Debtor )

ORDER APPROVING EMPLOYMENT

Robert J. Keach, the trustee in this railroad reorganization case has applied to employ Shaw Fishman Glantz & Towbin LLC (“Shaw Fishman”) to represent him for a limited purpose in the U.S. District Court for the District of Northern Illinois. Shaw Fishman began representing the trustee on or about September 11, 2013. The trustee seeks retroactive approval from that date forward. Forty-two wrongful death claimants in the bankruptcy case object to the employment of Shaw Fishman. These claimants have appeared individually and collectively through counsel and have self-designated themselves as the informal committee of wrongful death claimants (the “Group of 42”).<sup>1</sup>

Before the commencement of this bankruptcy case, many of the members of the Group of 42 had commenced civil actions in Illinois state court against the debtor and other defendants, including Western Petroleum Corporation and Petroleum Transport Services, Inc. (collectively,

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<sup>1</sup> The trustee’s application to employ Shaw Fishman is premised upon 11 U.S.C. § 327(e). As stated by the Group of 42, § 327(e), which contains no disinterested requirement, relates to the employment of an attorney that has represented the debtor. Clearly, (e) does not apply in this instance. The appropriate standard for the employment of Shaw Fishman under these circumstances is contained in 11 U.S.C. § 327(a). Like (e), (a) requires that the professional to be employed hold or represent no interest adverse to the estate; but, additionally, (a) requires that the professional be a disinterested person as defined in 11 U.S.C. § 101(14). This additional requirement appears to be of no consequence here because a disinterested person is one who is not a creditor, equity security holder, or an insider of the debtor; is not and was not, within two years of the bankruptcy, a director, officer, or employee of the debtor; and does not hold a materially adverse interest to estate, its creditors, or equity security holders. See 11 U.S.C. § 101(14). Nothing in this paltry record suggests that Shaw Fishman possesses any of these troublesome attributes. The only question under § 327(a) is: Does Shaw Fishman represent an interest that is adverse to the estate?

the “WPC parties”). These civil actions, which have been removed to the Illinois federal court, arise from the devastation that occurred upon the derailment of a train operated by the debtor in Lac-Megantic, Quebec.

Following the commencement of this bankruptcy case, the debtor was dismissed as a defendant in each civil action. Motions are now pending in the Illinois federal court to remand those civil actions to the state court. The trustee opposes remand. He has asked the U.S. District Court for the District of Maine to transfer the Illinois civil actions to the Maine federal court pursuant to 28 U.S.C. § 157(b)(5).<sup>2</sup> The trustee has entered an appearance through Shaw Fishman in the Illinois federal court to seek a stay of action on the remand motions until after the trustee’s motion to transfer is decided by the Maine federal court. It is for this limited purpose that the trustee has applied for authority to employ Shaw Fishman. The WPC parties and CIT Group, Inc. have joined the trustee in his efforts to transfer the civil actions to Maine.

Members of the Group of 42 are the parties seeking remand in Illinois and they are the only parties opposing the trustee’s request to employ Shaw Fishman. Specifically, under 11

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<sup>2</sup> 28 U.S.C. §157(b)(5) provides:

The district court shall order that personal injury and wrongful death claims shall be tried in the district court in which the bankruptcy case is pending, or in the district court in the district in which the claim arose, as determined by the district court in which the bankruptcy case is pending.

The trustee’s reasons for seeking a transfer of civil actions in which the debtor is not a defendant are unclear. My understanding of § 157(b)(5) is that the Maine federal court is required to apply its bankruptcy jurisdiction under 28 U.S.C. § 1334 to decide whether the wrongful death claims are to be tried in the Maine district court or in the district court in which the claims arose. At this point there are no facts in the record before me pointing one way or the other as to whether the Illinois federal court is the district in which the claims arose. Moreover, the ability of the Maine federal court to exercise its discretion in this regard may not be hampered by the remand of the civil actions to the Illinois state court. Those issues are for the district court.

U.S.C. § 327, they assert that Shaw Fishman represents an interest that is adverse to the estate; that Shaw Fishman is not a disinterested person;<sup>3</sup> and that the services to be provided by Shaw Fishman are unnecessary.

The assertion that Shaw Fishman represents an interest that is adverse to the estate stems from attorney Jay Gellar's of counsel relationship with Shaw Fishman. Gellar represents the WPC parties in this bankruptcy case. The WPC parties are defendants in the civil actions pending in Illinois. The Group of 42 suggests that Gellar's undisputed relationship with Shaw Fishman establishes that Gellar's representation of the WPC parties extends to Shaw Fishman. Because the interests of the WPC parties may be adverse to the estate in future litigation, the Group of 42 contends that Shaw Fishman represents interests that are adverse to the estate.

Without making a finding or reaching a conclusion on whether the of counsel relationship between Gellar and Shaw Fishman establishes that Shaw Fishman currently represents the WPC parties in this bankruptcy case, I will assume that to be so. This brings us to the question of whether such representation presents a conflict that would bar Shaw Fishman's employment by the trustee for the limited purpose of pursuing a stay of the remand proceedings in the Illinois federal court.

The Group of 42 offers that Rules 1.7 and 1.10 of the Illinois Rules of Professional Conduct support the conclusion that Shaw Fishman has been and will be engaged in prohibited multiple representation.<sup>4</sup> I do not draw that conclusion from those rules.

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<sup>3</sup> Shaw Fishman appears to be disinterested for the reasons discussed in footnote 1.

<sup>4</sup> The Illinois Rules of Professional Conduct provide:

**Rule 1.7. Conflict of Interest: Current Clients**

Like the trustee, the WPC parties are seeking a transfer of the Illinois federal cases to Maine, so it appears that they are at one with the estate on that issue. Given the limited purpose

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(a) Except as provided in paragraph (b), a lawyer shall not represent a client if the representation involves a concurrent conflict of interest. A concurrent conflict of interest exists if:

(1) the representation of one client will be directly adverse to another client; or  
(2) there is a significant risk that the representation of one or more clients will be materially limited by the lawyer's responsibilities to another client, a former client or a third person or by a personal interest of the lawyer.

(b) Notwithstanding the existence of a concurrent conflict of interest under paragraph (a), a lawyer may represent a client if:

(1) the lawyer reasonably believes that the lawyer will be able to provide competent and diligent representation to each affected client;  
(2) the representation is not prohibited by law;  
(3) the representation does not involve the assertion of a claim by one client against another client represented by the lawyer in the same litigation or other proceeding before a tribunal; and  
(4) each affected client gives informed consent.

**Rule 1.10. Imputation of Conflicts of Interest: General Rule**

(a) While lawyers are associated in a firm, none of them shall knowingly represent a client when any one of them practicing alone would be prohibited from doing so by Rules 1.7 or 1.9, unless the prohibition is based on a personal interest of the prohibited lawyer and does not present a significant risk of materially limiting the representation of the client by the remaining lawyers in the firm.

(b) When a lawyer has terminated an association with a firm, the firm is not prohibited from thereafter representing a person with interests materially adverse to those of a client represented by the formerly associated lawyer and not currently represented by the firm, unless:

(1) the matter is the same or substantially related to that in which the formerly associated lawyer represented the client; and  
(2) any lawyer remaining in the firm has information protected by Rules 1.6 and 1.9(c) that is material to the matter.

(c) A disqualification prescribed by this Rule may be waived by the affected client under the conditions stated in Rule 1.7.

(d) The disqualification of lawyers associated in a firm with former or current government lawyers is governed by Rule 1.11 and with former judges, arbitrators, mediators or other third-party neutrals is governed by Rule 1.12.

(e) When a lawyer becomes associated with a firm, no lawyer associated in the firm shall knowingly represent a person in a matter in which that lawyer is disqualified under Rule 1.9 unless the personally disqualified lawyer is timely screened from any participation in the matter and is apportioned no part of the fee therefrom.

of the trustee's request, the Illinois Rules do not restrain Shaw Fishman from representing the estate.

Finally, the Group of 42 argues that employment of Shaw Fishman is unnecessary because the debtor is not a named defendant in any of the cases pending in Illinois. Necessity is not a requirement of § 327(a), though it surely is an element of permissible compensation and reimbursement under 11 U.S.C. § 330. Necessity will be addressed at the appropriate time and nothing in this order will preordain the outcome of a ruling on Shaw Fishman's compensation and expenses. For the moment, I am not going to second guess the trustee's strategy and tactics. He has undertaken a course of action that he deems to be in the estate's best interest. We'll see how it turns out as the pages unfold in the federal district courts of Maine and Illinois.

The trustee also asks that employment of Shaw Fishman be effective retroactive to September 11, 2013. Under D. Me. Local Bankruptcy Rule 2014-2, an application to employ, if filed within 30 days of the commencement of the case, will be effective as of the filing date. Here, the application to employ was filed on September 27, 2013, more than 30 days after the commencement date. Even so, post facto employment may be authorized if "the particular circumstances attendant to the application are sufficiently extraordinary to warrant after-the-fact approval." *In re Jarvis*, 53 F. 3d 416, 420 (1st Cir. 1995). Given the complexity of the case and the limited nature of the proposed engagement, the sixteen days of post facto employment are understandable and permissible.

The application to employ the Shaw Fishman firm is granted, effective September 11, 2013, for the limited purpose of intervening in the Illinois federal actions, if necessary, and appearing before that court to request deferral of consideration of the remand motions until the

Maine District Court has ruled on his § 157(b)(5) motion.

**SO ORDERED.**

DATED: November 13, 2013



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Louis H. Kornreich, Chief Judge  
U. S. Bankruptcy Court



SHAW FISHMAN GLANTZ & TOWBIN LLC



321 North Clark Street, Suite 800  
Chicago, IL 60654  
(312) 541-0151

Fed Tax ID: 36-3844420

Invoice 21690  
January 31, 2016

Robert J. Keach as trustee of Montreal Maine &  
Atlantic Railway LTD  
c/o Robert J. Keach  
Bernstein Shur  
100 Middle Street, West Tower  
Portland, ME 04101

ID: 10683-001 - BLS

Re: Local Illinois Counsel

For Services Rendered Through 12/22/2015

**Please include Invoice Number with Payment**

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Previous Balance		14,442.04
Payments		-14,442.04
Balance Forward		0.00
Current Fees	2,150.00	
Current Disbursements	110.33	
Total Current Charges		2,260.33
<b>Total Due</b>		<b>2,260.33</b>

## SHAW FISHMAN GLANTZ &amp; TOWBIN LLC

321 North Clark Street, Suite 800

Chicago, IL 60654

(312) 541-0151

Fed Tax ID: 36-3844420

Robert J. Keach as trustee of Montreal Maine &  
I.D. 10683-001 - BLS  
Re: Local Illinois Counsel

January 31, 2016  
Invoice 21690

Fees					
Date	Atty	Description	Hours	Rate	Amount
11/17/14	DRD	Revise fee application, finalize exhibits, and transmit to local counsel for filing and service.	0.50	310.00	155.00
07/07/15	MLR	Call with B. Keach and T. McKeon re: transfer of Cook County case file for Grimard case (.2). Review electronic docket for Grimard case (.1). Discussion with B. Thomas re: order and process for transfer of Cook County case file for Grimard case to District Court of Maine (.1).	0.40	460.00	184.00
07/08/15	MLR	Discussion with B. Thomas re: order to transfer case files to Maine (.1). Review order and investigate statutes and rules re: venue transfers (.6). Emails to/from T. McKeon and R. Keach re: same (.3).	1.00	460.00	460.00
07/17/15	MLR	Emails from/to T. McKeon and R. Keach re: motion for order directing transfer of Grimard case file (.1). Review multiple iterations of motion and exhibits (.3).	0.40	460.00	184.00
07/20/15	MLR	Emails from/to T. McKeon re: motion to transfer file (.1). Coordinate filing of motion to transfer Grimard case file (.1).	0.20	460.00	92.00
07/21/15	MLR	Emails from/to T. McKeon re: filed motion to transfer Grimard case file (.1). Discussions and email exchanges with B. Shaw, R. Fishman and G. Gouveia re: hearing on same (.2).	0.30	460.00	138.00
07/21/15	GEG	Office conference with M. Radtke regarding case background and presentation of joint motion to transfer case file next week (.2) and review motion and exhibits (.2)	0.40	405.00	162.00
07/21/15	BXT	Daley Ctr: Delivered courtesy copy.	0.10	140.00	14.00
07/21/15	BXT	Daley Ctr: Filed NOM and motion.	0.10	140.00	14.00
07/28/15	GEG	Prepare for and attend hearing on joint motion to transfer case	1.00	405.00	405.00
08/03/15	MLR	Emails to/from T. McKeon and R. Keach re: Grimard order.	0.10	460.00	46.00
10/22/15	MLR	Emails from/to B. Keach re: transfer of Grimard file (.2). Coordinate process needed to transfer file (.1).	0.30	460.00	138.00
10/22/15	BXT	Daley Ctr: 1. I spoke with Betty Moore regarding transmitting a court file to the district of Maine; and 2. Remitted court fees re: same.	0.20	140.00	28.00
10/23/15	DRD	Emails and confer with M. Radtke regarding invoices.	0.10	325.00	32.50
10/27/15	DRD	Multiple communications with Trustee, M. Radtke and B. Shaw counsel regarding fee app issues.	0.30	325.00	97.50
<b>Total Fees</b>			<b>5.40</b>		<b>2,150.00</b>

## Disbursements

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Robert J. Keach as trustee of Montreal Maine & I.D. 10683-001 - BLS  
Re: Local Illinois Counsel

January 31, 2016  
Invoice 21690

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<b>Date</b>	<b>Description</b>	<b>Amount</b>
11/14/14	Pacer Research; (DRD)	5.10
07/31/15	Postage; Postage for July, 2015	12.60
10/22/15	Filing Fees; Filing fee for transferred file (MLR); Clerk, USDC	400.00
10/22/15	Filing Fees; Filing fee for transferred file (MLR); Clerk, USDC	-400.00
10/23/15	Clerk of the Court; Transmit file from Circuit Court to District Court of Maine (MLR); Clerk of the Circuit Court	92.63

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**Total Disbursements 110.33**

**Total Fees and Disbursements 2,260.33**

**Total Current Charges 2,260.33**

## **EXHIBIT C**

### **BRIAN L. SHAW**

Brian L. Shaw is a member of Shaw Fishman Glantz & Towbin LLC. Brian regularly represents both debtors and creditors in a variety of reorganization and liquidation proceedings as well as in attendant litigation and has performed services for Chapter 11 debtors, Chapter 7 and 11 trustees, creditors' and noteholders' committees, assignees, landlords, liquidating trustees, labor organizations, preference and fraudulent conveyance defendants, receivers and secured and unsecured creditors. Brian is currently the President of the American Bankruptcy Institute and also sits on its Executive Committee and Board of Directors.

### **MARK L. RADTKE**

Mark L. Radtke is a member of Shaw Fishman Glantz & Towbin LLC. Mark represents debtors, trustees, assignees for the benefit of creditors, committees, financial institutions, secured and unsecured creditors, interest holders, and both business entities and individuals in a wide variety of complex restructuring, bankruptcy, insolvency and commercial matters both in and outside of court. Mark has represented clients in cases pending under Chapters 7, 11, and 15 of the Bankruptcy Code from a variety of industries such as manufacturing, retail, real estate, automotive, trucking, financial, publishing, entertainment and various service industries. He has developed distressed workout strategies for debtors and creditors; assisted clients with asset sales; developed and implemented plans of reorganization; and litigated contested matters in state and federal courts and on appeal before the Seventh Circuit.

### **GORDON E. GOUVEIA**

Gordon E. Gouveia is a member of Shaw Fishman Glantz & Towbin LLC. Gordon has substantial experience in all aspects of complex business bankruptcy matters, including out-of-court restructurings, assignments for the benefit of creditors, and chapter 7, 11 and 13 proceedings, including liquidations, 363 sales, reorganizations, avoidance actions, claim prosecution and non-dischargeability disputes. He has represented a wide range of clients, including business debtors, guarantors, secured and unsecured creditors, equity holders, committees, assignees, receivers and trustees. In recent years, Gordon's practice has expanded to include complex non-bankruptcy litigation.

### **DAVID R. DOYLE**

David R. Doyle is an associate at Shaw Fishman Glantz & Towbin LLC. David practices commercial insolvency-related litigation in federal and state courts. He regularly represents middle-market debtors in possession, secured lenders, chapter 7 trustees, receivers, and asset purchasers in bankruptcy cases in the U.S. Bankruptcy Court for the Northern District of Illinois and jurisdictions across the country. He also represents secured lenders and receivers in commercial foreclosure and eviction proceedings. David recently completed a term clerkship for the Honorable Carol A. Doyle (no relation), during her tenure as Chief Judge for the U.S. Bankruptcy Court for the Northern District of Illinois.

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

IN RE: ) Chapter 11  
)  
MONTREAL MAINE & ATLANTIC ) Case No. 13-10670  
RAILWAY, LTD. )  
Debtor. )

**ORDER GRANTING SECOND AND FINAL APPLICATION OF SHAW FISHMAN  
GLANTZ & TOWBIN LLC, SPECIAL COUNSEL TO THE TRUSTEE, FOR  
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

This matter having come before the Court on the Second and Final Application for Compensation and Reimbursement of Expenses of Shaw Fishman Glantz & Towbin LLC, as special counsel to the Trustee, requesting (i) approval, on a final basis, of the fees and expenses incurred during the period of November 15, 2014, through December 22, 2015; and (ii) approval, on a final basis, of the Interim Fees and Interim Expenses previously awarded by the Court (the “Fee Application,” and all undefined terms herein having the meanings set forth in the Fee Application), and after proper notice to all creditors and other parties in interest, the Court having independently reviewed the Fee Application, it is hereby ORDERED:

1. The Fee Application is granted.
2. Shaw Fishman is allowed \$2,260.33, including \$2,150.00 in professional fees and \$110.33 in expenses, with respect to the Application Period, on a final basis pursuant to 11 U.S.C. § 330.
3. The Interim Fees and Interim Expenses previously awarded by this Court are hereby approved on a final basis pursuant to 11 U.S.C. § 330.

Dated:

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The Honorable Peter G. Cary  
United States Bankruptcy Court for the District of Maine