

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE**

In re:

MONTREAL MAINE & ATLANTIC  
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670

Chapter 11

**FIRST INTERIM APPLICATION FOR COMPENSATION AND REIMBURSEMENT  
OF EXPENSES FOR KUGLER KANDESTIN LLP, AS SPECIAL COUNSEL  
TO ROBERT J. KEACH, ESTATE REPRESENTATIVE, FOR THE PERIOD  
DECEMBER 23, 2015 THROUGH AND INCLUDING NOVEMBER 3, 2016**

Name of Applicant:	Kugler Kandestin LLP
Authorized to Provide Professional Services as:	Special Counsel to Robert J. Keach, estate representative of Debtor's post-effective date estate
Petition Date:	August 7, 2013
Date of Retention:	August 29, 2013*
Period for Which Compensation and Reimbursement is Sought:	December 23, 2015 through and including November 3, 2016
Total Amount of Compensation sought as actual, reasonable and necessary <sup>†</sup> :	CAD 24,800.00
Total Amount of Expenses sought as actual, reasonable and necessary:	CAD 110.89
Total Fees and Expenses Requested During Compensation Period:	CAD 24,910.89

This is an Interim Application.

---

\* Kugler Kandestin LLP ("Kugler Kandestin") was retained on this date as special counsel to Robert J. Keach in his capacity as chapter 11 trustee for the Debtor's estate. In his capacity as estate representative of the post-effective date estate of the Debtor (the "Estate Representative"), pursuant to the terms of the *Trustee's Revised First Amended Chapter 11 Plan of Liquidation, Dated July 15, 2015 (As Amended on October 8, 2015)* [D.E. 1822] (the "Plan"), Mr. Keach selected Kugler Kandestin as counsel on the Effective Date (as defined in the Plan).

<sup>†</sup> As discussed herein, Kugler Kandestin LLP, a Canadian entity, is entitled to seek compensation based on hourly billing rates in Canadian Dollars.

**COMPENSATION BY PROFESSIONAL DURING COMPENSATION PERIOD**

<b>PROFESSIONAL</b>	<b>HOURLY BILLING RATES</b>	<b>TOTAL BILLED HOURS</b>	<b>TOTAL COMPENSATION</b>
<b>PARTNER</b>			
Gerald F. Kandestin (GFK)	CAD 700.00	13.6	CAD 9,520.00
Gordon Levine (GL)	CAD 550.00	19.6	CAD 10,780.00
<b>ASSOCIATE</b>			
Jeremy Cuttler (JC)	CAD 225.00	20.0	CAD 4,500.00
<b>TOTAL</b>		<b>53.2</b>	<b>CAD 24,800.00</b>

Blended professional hourly rate: CAD 466.17

**EXPENSE SUMMARY FOR COMPENSATION PERIOD**

<b>EXPENSE CATEGORY</b>	<b>AMOUNT</b>
Parking	CAD 83.39
Travel Expense	CAD 26.00
Photocopies	CAD 1.50
<b>Total Charges &amp; Disbursements</b>	<b>CAD 110.89</b>

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE**

In re:

MONTREAL MAINE & ATLANTIC  
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670  
Chapter 11

**FIRST INTERIM APPLICATION FOR COMPENSATION AND REIMBURSEMENT  
OF EXPENSES FOR KUGLER KANDESTIN LLP, AS SPECIAL COUNSEL  
TO ROBERT J. KEACH, ESTATE REPRESENTATIVE, FOR THE PERIOD  
DECEMBER 23, 2015 THROUGH AND INCLUDING NOVEMBER 3, 2016**

Kugler Kandestin LLP (“Kugler Kandestin”), special counsel to Robert J. Keach, the estate representative (the “Estate Representative”) of the post-effective date estate of Montreal Maine & Atlantic Railway, Ltd. (“MMA” or the “Debtor”),<sup>1</sup> submits this first application (the “Fee Application”) seeking compensation for professional services and reimbursement of expenses on an interim basis for the period from December 23, 2015 through and including November 3, 2016 (the “Compensation Period”). In support of the Fee Application, Kugler Kandestin states as follows:

**JURISDICTION AND VENUE**

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding pursuant to 28 U.S.C. §157(b)(2). The statutory predicates for the relief sought herein are sections 327(a) and 330 of the Bankruptcy Code, Federal Rule of Bankruptcy Procedure 2016(a), and Rule 2016-1 of the local rules of this Court (the “Local Rules”).

---

<sup>1</sup> In accordance with the Trustee’s confirmed chapter 11 plan (the “Plan”), Robert J. Keach became the Estate Representative of the post-effective date estate of MMA on the effective date of the Plan, December 22, 2015. *See* Plan, § 6.1(a).

## **BACKGROUND**

2. 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 Robert J. Keach as chapter 11 trustee (the “Trustee”) to serve in the Debtor’s chapter 11 case (the “Case”) pursuant to 11 U.S.C. § 1163.

3. On August 27, 2013, the Trustee filed his *Application for Order, Pursuant to Sections 327 and 328 of the Bankruptcy Code, Authorizing the Employment of Kugler Kandestin, LLP as Special Counsel for the Trustee* [D.E. 103] (the “Retention Application”). Thereafter, on August 28, 2013, the Trustee filed his *Amended Application for Order, Pursuant to Sections 327 and 328 of the Bankruptcy Code, Authorizing the Employment of Kugler Kandestin, LLP as Special Counsel for the Trustee* [D.E. 108] (the “Amended Retention Application”).

4. On August 29, 2013, the Court entered an order granting the relief sought in the Amended Retention Application [D.E. 122]. On September 3, 2013, the Court entered the amended order authorizing the employment of Kugler Kandestin as special counsel to the Trustee pursuant to sections 327 and 328 of the Bankruptcy Code [D.E. 143] (the “Amended Retention Order”).

5. As set forth in the Amended Retention Order, Kugler Kandestin is authorized to provide legal services “relating to (i) all matters of Canadian law and procedure pertaining to the Case, and (ii) all matters of interest to the Trustee under the Canadian Case.” Amended Retention Order, ¶ 4.

6. On October 9, 2015, this Court entered the *Order Confirming Trustee’s Revised First Amended Plan of Liquidation Dated July 15, 2015 and Authorizing and Directing Certain Actions in Connection Therewith* [D.E. 1801] (the “Confirmation Order”), which, among other

things, confirmed the *Trustee's Revised First Amended Plan of Liquidation Dated July 15, 2015 (As Amended on October 8, 2015)* [D.E. 1822] (the "Plan").

7. The effective date of the Plan occurred on December 22, 2015 (the "Effective Date").

8. Pursuant to the Plan, *inter alia*: (a) the Estate Representative was entitled to retain professionals in the ordinary course of business and without further order of the Court, including any professionals previously retained by the Trustee; and (b) the Estate Representative's professionals must file fee applications for approval by the Court. *See* Plan at § 6.2(d).

9. On the Effective Date, the Estate Representative retained Kugler Kandestin.

10. Since the Effective Date and throughout the Compensation Period, Kugler Kandestin has worked with the Estate Representative to meet the extraordinary challenges presented by this cross-border Case in a manner beneficial to the post-effective date estate of the Debtor (the "Post-Effective Date Estate") and the creditors of the Debtor's estate. The following discussion and materials annexed hereto cover the major categories of services for which allowance of compensation is sought.

#### **COMPENSATION AND REIMBURSEMENT REQUEST**

11. Kugler Kandestin seeks allowance of compensation for professional services in the amount of CAD 24,800.00 and reimbursement of expenses incurred in rendering such services in the amount of CAD 110.89. Pursuant to Rule 2016(a) of the Federal Rules of Bankruptcy Procedure and D. Me. LBR 2016-1(a)(3)(i), a detailed statement of professional services provided by Kugler Kandestin to the Trustee (the "Billing Statement") is set forth in **Exhibit A**, annexed hereto and incorporated herein by reference. Kugler Kandestin has carefully reviewed the Billing Statement on a line-by-line basis to ensure that services have been billed under the correct fee category.

12. Pursuant to Local Rule 2016-1(a)(3)(iv), a detailed statement setting forth billing rates, total hours billed, and total amounts billed for each professional and paraprofessional at Kugler Kandestin during the Compensation Period, and associated expenses incurred, is contained in the tables located at the beginning of this Fee Application.

13. No agreement or understanding exists between Kugler Kandestin and any other entity for the sharing of compensation sought by this Fee Application. In addition, no payments have been made or promised to Kugler Kandestin for services rendered or to be rendered in connection with the Case, except as set forth in the Retention Application.

14. As discussed in the Retention Application, the Amended Retention Application, and the *Affidavit of Gerald F. Kandestin in Support of the Application for Order, Pursuant to Sections 327 and 328 of the Bankruptcy Code, Authorizing the Employment of Kugler Kandestin, LLP, as Special Counsel for the Trustee Nunc Pro Tunc to August 21, 2013* filed with the Retention Application, Kugler Kandestin is a law firm located in Montreal, Quebec. Kugler Kandestin has substantial experience representing clients in civil and commercial matters relating to restructuring and insolvency, financial services, insurance, and litigation. Pursuant to Local Rule 2016-1(a)(3)(v), a brief biography of each Kugler Kandestin professional who has rendered services in connection with the fees described herein is set forth in **Exhibit B**, annexed hereto and incorporated herein by reference.

15. This Fee Application is Kugler Kandestin's first application to this Court in this Case as special counsel to the Estate Representative for compensation for professional services and reimbursement of expenses pursuant to sections 328 and 331 of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure, and Rule 2016-1 of the Local Rules. As

required by paragraph (b)(v) of the UST Guidelines, the Estate Representative has been given the opportunity to review this Fee Application and has approved the requested amount.

### **SUMMARY OF SERVICES**

16. Kugler Kandestin serves as special counsel to the Estate Representative with respect to all matters of Canadian law and procedure pertaining to the Case, as well as all matters of interest to the Estate Representative under the Canadian Case (as defined in the Retention Order). In rendering professional services to the Estate Representative, Kugler Kandestin's team includes professionals with extensive experience in cross-border insolvency, both in providing local representation in foreign insolvency filings, as well as working with counsel in other jurisdictions. Kugler Kandestin's professionals have worked closely with the Estate Representative and his other professionals to coordinate assignments in order to maximize efficiency and avoid any duplication of effort.

17. As set forth in greater detail in the Billing Statement, Kugler Kandestin's services included: (a) attending meetings and communications with the Estate Representative and the Estate Representative's professionals regarding various aspects of the Debtor's chapter 11 case; (b) attending hearings, meetings, and conferences in connection with the Case and the Canadian Case; (c) reviewing and drafting court filings and motion papers in connection with the Canadian Case; and (d) advising the Estate Representative on matters of Canadian law.

### **ACTUAL AND NECESSARY DISBURSEMENTS**

18. As set forth on **Exhibit A** attached hereto, Kugler Kandestin has disbursed CAD 110.89 as expenses incurred in providing professional services during the Compensation Period. The expenses incurred arise from, *inter alia*, parking fees, travel expenses, and photocopy charges. These expenses represent the out-of-pocket disbursements incurred during the regular course of the provision of legal services.

**THE REQUESTED COMPENSATION AND REIMBURSEMENT OF EXPENSES SHOULD BE ALLOWED ON AN INTERIM BASIS**

19. Pursuant to section 330 of the Bankruptcy Code, the Court may award professionals “reasonable compensation for actual, necessary services.” 11 U.S.C. § 330(a)(1)(A). 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.

11 U.S.C. §§ 330(a)(3)(A–F).

20. Kugler Kandestin submits that the services for which it seeks compensation in this Fee Application were necessary for and beneficial to the Post-Effective Date Estate. The services rendered by Kugler Kandestin 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.



21. The work conducted was carefully assigned to appropriate professionals or paraprofessionals according to the experience and level of expertise required for each particular task. Whenever possible and where appropriate, Kugler Kandestin sought to minimize the cost of its services by utilizing talented professionals with lower billing rates.

22. In sum, the services rendered by Kugler Kandestin were necessary and beneficial to the Post-Effective Date Estate 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.

### **CONCLUSION**

**WHEREFORE**, Kugler Kandestin respectfully requests that the Court enter an order: (a) approving on an interim basis, pursuant to 11 U.S.C. § 330, CAD 24,910.89 in fees and expenses for Kugler Kandestin in its capacity as special counsel to the Estate Representative during the Compensation Period, consisting of (i) compensation for services rendered in the amount of CAD 24,800.00 and (ii) reimbursement of expenses in the amount of CAD 110.89; and (b) granting such other and further relief as the Court deems just and proper.

DATED: November 17, 2016

**KUGLER KANDESTIN LLP**

By:

/s/ Jeremy Cuttler

Jeremy Cuttler  
Kugler Kandestin LLP  
1 Place Ville-Marie, Suite 1170  
Montreal, Quebec  
Canada H3B 2A7  
Telephone: (514) 878-2861  
E-mail: jcuttler@kklex.com

*Special Counsel for Robert J. Keach, Chapter 11  
Trustee of Montreal Maine & Atlantic Railway, Ltd.*



November 3, 2016

**ROBERT J. KEACH, Chapter 11 Trustee of  
Montreal Maine & Atlantic Railway, Ltd.**

100 Middle Street  
West Tower  
Portland, ME  
U.S.A. 04101

---

**Re: Montreal Maine & Atlantic Railway, Ltd &  
Montreal, Maine & Atlantic Canada Co.  
Our File Number: 5555 – 1**

---

**TO:**

<b>LAWYER</b>	<b>DATE</b>	<b>TIME</b>	<b>DESCRIPTION</b>
GFK	05/17/2016	0.20	Telephone call with Alain Riendeau, Attorney for CP (re: CP Contestation to Extend Stay).
GFK	05/17/2016	2.10	Review Robert Keach letter and materials (re: CP Contestation to Stay Extension).
GFK	05/17/2016	0.40	Telephone conference call with Robert Keach (re: CP letter with respect to Contestation to Extend Stay).
GFK	05/17/2016	0.30	Telephone call with Robert Keach and Gowlings (re: CP letter with respect to Contestation to Extend Stay).
GL	05/17/2016	1.00	Review of CP Contestation and request to lift stay.
JC	05/17/2016	2.50	Review of response to CP's Contestation; draft letter (re: CP's Contestation); telephone conference call with U.S. Trustee and MMAC Canadian counsel; discussions (re: position of CP with respect to MMAC as co-defendant under class action).

TPS / GST # R 123095911  
TVQ / QST # 1012941249

Toutes les factures sont dues sur réception  
All accounts are due when rendered

Kugler Kandestin LLP  
Attorneys - Avocats

1 Place Ville-Marie, Suite 1170  
Montréal, Québec  
Canada H3B 2A7

T : (514) 878-2861  
F : (514) 875-8424  
www.kklex.com

<b>LAWYER</b>	<b>DATE</b>	<b>TIME</b>	<b>DESCRIPTION</b>
GFK	05/18/2016	1.90	Review materials received from Robert Keach (re: Rebuttal of CP position).
GL	05/18/2016	1.00	Review of Class Action Motion and Stay of proceedings.
JC	05/18/2016	1.00	Discussion re: CP's position on Stay Extension.
GFK	05/19/2016	0.40	Telephone call with Robert Keach (re: Plans with respect to CP claim).
GFK	05/19/2016	1.80	Review Canadian and U.S. Plans (re: CP claims).
JC	05/19/2016	2.00	Review of MMA documents (CP enjoinder, U.S. Plan and Canadian Plan).
JC	05/19/2016	1.00	Telephone communication with Robert Keach (re: Motion to Extend CCAA Stay).
GFK	05/20/2016	1.00	Review materials (re: extension of CCAA Stay).
GFK	05/20/2016	1.00	Telephone call with Gowlings (re: Extension of CCAA Stay).
GL	05/20/2016	0.70	Review of U.S. Plan.
GL	05/20/2016	1.00	Telephone communication with P. Legault and A. Bayus (re: CP request to lift stay).
JC	05/20/2016	1.00	Telephone conference call with Me Legault, Me Bayus, Me Gerald Kandestin and Me Gordon Levine (re: extension of CCAA Stay);
JC	05/20/2016	1.00	Review of MMA documents - Canadian and U.S. Plans (re: judgment reduction provisions and interplay between Plans with respect to released parties).
GFK	05/25/2016	1.40	Review U.S. Plan, U.S. Confirmation Order (re: CP Contestation); review Irving settlement.
GFK	05/25/2016	1.00	Telephone conference call with Robert Keach, Andrew Adessky, et als. (re: CP Contestation).
GL	05/25/2016	0.30	Review Nadeau Motion.
GL	05/25/2016	0.70	Review of U.S. Plan, U.S. Confirmation Order, Irving Settlement (re: CP Contestation).
GL	05/25/2016	1.00	Telephone conference call with R. Keach, A. Adessky et al. (re: CP Contestation).

<b>LAWYER</b>	<b>DATE</b>	<b>TIME</b>	<b>DESCRIPTION</b>
GL	05/25/2016	0.50	Prepare for May 30th Court hearing in Sherbrooke (preliminary review of materials).
GFK	05/26/2016	1.40	Review US/Trustee proceedings (re: Pending litigation with CP existing in the U.S.)
GFK	05/26/2016	0.50	Discussion with Alain Riendeau (re: CP Lifting Stay, CP Contestation).
GL	05/26/2016	0.50	Telephone communication with R. Keach (re: up-coming hearing in Sherbrooke).
GL	05/26/2016	0.50	Telephone communication with Me A. Riendeau (re: CP contestation).
GL	05/26/2016	1.80	Prepare for Sherbrooke hearing (review of materials, preparation of arguments).
JC	05/26/2016	1.00	Telephone conference call with U.S. Trustee, Monitor and counsel, and MMAC's counsel (re: hearing in connection with CP Contestation).
JC	05/26/2016	2.50	Review of U.S. Materials (Plan, Sanction Order, settlement agreements).
GL	05/29/2016	1.00	Prepare for hearing in Sherbrooke (review of materials, prepare arguments, prepare materials in support of arguments).
GFK	05/30/2016	0.20	Review Court hearing results with Gordon Levine.
GL	05/30/2016	2.50	Travel to Sherbrooke.
GL	05/30/2016	2.50	Travel to Montreal.
GL	05/30/2016	0.20	Telephone communication with A. Adessky (re: Nadeau's Motion).
GL	05/30/2016	3.00	Court Attendance (re: Motion to Extend, Motion to Approve Fees, Motion for Directions and Nadeau's Motion).
JC	05/30/2016	2.50	Travel to Sherbrooke.
JC	05/30/2016	2.50	Travel to Montreal.
JC	05/30/2016	3.00	Court Attendance in Sherbrooke (re: Motion to Extend Stay Period, Motion to Approve Fees, Motion for Directions; Nadeau Motion (re: WD victim)).

LAWYER	DATE	TIME	DESCRIPTION
GL	05/31/2016	0.20	E-mail communication with R. Keach (re: Judgment and other Orders rendered at Sherbrooke hearing).
GL	06/30/2016	0.70	Review Arguments with WD Trustee (re: enforcement of U.S. Plan).
GL	07/04/2016	0.20	Review of WD Trustee Arguments (re: enforcement of U.S. Plan and Contempt).
GL	07/05/2016	0.30	Work on file with respect to Nadeau and WD Trustee; review U.S. Contempt Motions.

Attorney	Position	Hours	Hourly rate	Totals
(GFK) Gerald F. Kandestin	Partner	13.60	CDN \$ 700.00	CDN \$ 9,520.00
(GL) Gordon Levine	Partner	19.60	CDN \$ 550.00	CDN \$10,780.00
(JC) Jeremy Cuttler	Associate	20.00	CDN \$ 225.00	CDN \$ 4,500.00

<b>Total Fees:</b>	CDN \$24,800.00
--------------------	-----------------

**DISBURSEMENTS:**

	PARKING	\$ 83.39	
	TRAVEL EXPENSE	\$ 26.00	
	PHOTOCOPIES	\$ 1.50	

<b>Total Disbursements:</b>	CDN \$ 110.89
-----------------------------	---------------

<b>TOTAL:</b>	<b>CDN \$ 24,910.89</b>
---------------	-------------------------

## **EXHIBIT B**

### **Gerald F. Kandestin**

Mr. Kandestin leads the firm's practice areas of bankruptcy, insolvency and corporate restructurings, secured lending, security enforcement and related litigation. He has been involved in virtually every aspect of bankruptcy, insolvency & corporate restructurings. He regularly acts for major banks, asset based lenders, factoring companies and other lenders in virtually every aspect of documenting and enforcing secured transactions. He is also heavily involved in commercial litigation, particularly related to insolvency and security enforcements. Mr. Kandestin is a long-time member of the exclusive Insolvency Institute of Canada, having completed two terms as a director and secretary, and is a member of both the American Bankruptcy Institute and Insol International. He is a founding member and past president of the Montréal branch of the Canadian Turnaround Management Association. He is also a past president of The Lord Reading Law Society and has served two terms as Treasurer of the Montréal Bar Association. Mr. Kandestin was a member of a special committee of the Insolvency Institute of Canada advising the Canadian government's Minister of Industry, Trade and Commerce on amendments to the Canadian Bankruptcy and Insolvency Act and Canadian Companies' Creditors Arrangement Act.

### **Gordon Levine**

Mr. Levine is a Partner and member of the firm's Executive Committee, practicing commercial law, specializing in bankruptcy, insolvency & restructuring and commercial litigation. With substantial experience in all aspects of insolvency matters, he has represented businesses, trustees, monitors, receivers, financial institutions, suppliers and other secured and unsecured creditors in a variety of mandates, and has represented such clients in litigation at all court levels, including the Court of Appeal of Québec, Federal Court of Canada and the Supreme Court of Canada. He has extensive involvement in cross-border insolvency cases, including acting as court-appointed Canadian Special Counsel for the trustee of Bernard L. Madoff Investment Securities, representation as Canadian counsel for the U.S. Chapter 11 trustee in the Montréal, Maine & Atlantic proceedings and obtaining foreign recognition and supplemental orders for the Ohio-based receiver of Empire Wholesale Lumber. In 2012, he was invited to join the Insolvency Institute of Canada, the leading association of insolvency practitioners in the country. He also represents businesses in a variety of corporate, real estate, leasing and general commercial matters.

### **Jeremy Cuttler**

Mr. Cuttler is an associate practicing in the areas of bankruptcy, insolvency & restructuring, financing (secured transactions) and commercial transactions. Mr. Cuttler has experience acting for both debtors and creditors in insolvency matters including national retailers, financial institutions and commercial property owners. In addition, Mr. Cuttler has been involved in numerous transactions in the context of insolvency proceedings, including asset sales and acquisitions, refinancing and exit financing. In addition, Mr. Cuttler has been involved in significant conventional and asset-based lending transactions.

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE**

In re:

MONTREAL MAINE & ATLANTIC  
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670

Chapter 11

**ORDER GRANTING FIRST INTERIM APPLICATION FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR KUGLER KANDESTIN, LLC, AS SPECIAL COUNSEL TO ROBERT J. KEACH, ESTATE REPRESENTATIVE, FOR THE PERIOD DECEMBER 23, 2015 THROUGH AND INCLUDING NOVEMBER 3, 2016**

This matter having come before the Court on the *First Interim Application for Compensation and Reimbursement of Expenses for Kugler Kandestin LLP, as Special Counsel to Robert J Keach, Estate Representative, for the Period December 23, 2015 through and including November 3, 2016* (the "Fee Application"),<sup>1</sup> and after proper notice to all creditors and other parties-in-interest, the Court having independently reviewed the Fee Application, it is hereby

**ORDERED, ADJUDGED, and DECREED** as follows:

1. The Fee Application is granted.
2. In relation to the Compensation Period and, pursuant to 11 U.S.C. § 330, Kugler Kandestin is allowed compensation for services to the Estate Representative in the aggregate amount of **CAD 24,910.89**, including professional fees in the amount of **CAD 24,800.00** and reimbursement of expenses in the amount of **CAD 110.89**.
3. The Fees and expenses for the Compensation Period are hereby awarded on an interim basis in accordance with the applicable sections of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and this Court's local rules.

---

<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Fee Application.

Dated: \_\_\_\_\_, 2016

---

**The Honorable Peter G. Cary**  
**Chief Judge, United States Bankruptcy Court**



**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE**

In re:

MONTREAL MAINE & ATLANTIC  
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670

Chapter 11

**NOTICE OF HEARING**

Kugler Kandestin LLP (“Kugler Kandestin”), special counsel to Robert J. Keach, the Estate Representative (the “Estate Representative”) of the bankruptcy estate of Montreal Maine & Atlantic Railway, Ltd. (the “Debtor”), has filed the *First Interim Application for Compensation and Reimbursement of Expenses for Kugler Kandestin LLP, as Special Counsel to Robert J. Keach, Estate Representative, for the Period December 23, 2015 through and including November 3, 2016* (the “Fee Application”). A hearing on the Fee Application is set to take place at the United States Bankruptcy Court, 537 Congress Street, Portland, Maine on **December 20, 2016 at 9:00 a.m.** (the “Hearing”).

By the Fee Application, Kugler Kandestin seeks a total amount of **CAD 24,910.89**, which includes **CAD 24,800.00** for compensation of professional fees and **CAD 110.89** for reimbursement of expenses incurred with respect to services rendered on behalf of the Estate Representative during the period December 23, 2015 through November 3, 2016 (the “Compensation Period”). Kugler Kandestin seeks an order authorizing and approving this compensation for fees and expenses incurred during the Compensation Period on an interim basis.

**Your rights may be affected. You should read these papers carefully and discuss them with your attorney, if you have one in this bankruptcy case. If you do not have an attorney, you may wish to consult one.**

If you do not want the court to approve the Fee Application, or if you want the court to consider your views on the Fee Application, then on or before **December 13, 2016**, you or your attorney must file with the court a written response explaining your position. If you are not able to access the CM/ECF Filing System, your response should be served upon the Court at:

Alec Leddy, Clerk  
United States Bankruptcy Court  
202 Harlow Street  
Bangor, Maine 04401

-and-

Sam Anderson, Esq.  
Bernstein, Shur, Sawyer & Nelson, P.A.  
100 Middle St., PO Box 9729  
Portland, Maine 04104-5029

If you have to mail your response to the Court for filing, you must mail it early enough so that the Court will receive it on or before the date stated above.

If you or your attorney do not take these steps, the Court may decide that you do not oppose the relief sought in the Fee Application and may enter an order granting that relief.

DATED: November 17, 2016

**ROBERT J. KEACH,  
ESTATE REPRESENTATIVE OF THE POST-  
EFFECTIVE DATE ESTATE OF MONTREAL  
MAINE & ATLANTIC RAILWAY, LTD.**

By his attorneys:

/s/ Sam Anderson  
Sam Anderson, Esq.  
Lindsay K. Zahradka, Esq. (admitted *pro hac vice*)  
100 Middle Street, P.O. Box 9729  
Portland, Maine 04104-5029  
Telephone: (207) 774-1200  
Facsimile: (207) 774-1127  
Email: sanderson@bersnsteinshur.com  
lzahradka@bernsteinshur.com