

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

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

**WHEELING & LAKE ERIE RAILWAY COMPANY’S OBJECTION TO MOTION FOR
AUTHORITY TO USE CASH COLLATERAL**

Now comes the Wheeling & Lake Erie Railway Company (“Wheeling”) and objects to the Debtor’s Motion for Order Pursuant to 11 U.S.C. §§ 361, 362, and 363 Authorizing Debtor to use Cash Collateral [and For Related Relief] [D.E. 5] (the “Cash Collateral Motion). The Trustee appointed in the case has apparently adopted the Cash Collateral Motion filed by the Debtor. In support of its objection, Wheeling states as follows:

1. Wheeling is the holder of a valid, enforceable and duly perfected, first priority security interest in all of the accounts receivable and inventory of the Debtor, and the proceeds thereof. As such, it admits the allegations set forth in Section V, paragraph 9 of the Cash Collateral Motion.

2. Wheeling disputes, however, the allegations of the Cash Collateral Motion to the extent that they assert that the replacement lien proposed to be provided to Wheeling (see Section IX, paragraph 14 of the Cash Collateral Motion) adequately protects Wheeling’s interest in cash collateral.

3. In other respects, the Cash Collateral Motion recites historical facts that are not subject to material dispute, and makes arguments and contentions that are not capable of admission or denial.

4. Wheeling has previously consented to two interim orders authorizing use of cash collateral and negotiations are underway regarding possible consent to a third. In the meantime,

and unless and until consent is given in writing, Wheeling reserves all of its rights, including the right to object to further use of cash collateral on the grounds that the Trustee is unable to adequately protect Wheeling's interest therein.

WHEREFORE, Wheeling prays that the Cash Collateral Motion be denied, and that the Court grant such other and further relief as it deems just and proper.

Dated: September 11, 2013

/s/ George J. Marcus

George J. Marcus

David C. Johnson

Counsel for Wheeling & Lake Erie Railway
Company

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CERTIFICATE OF SERVICE

I, Karen A. Stone, hereby certify that I am over eighteen years of age and caused a true and correct copy of the above document to be served on the parties at the addresses set forth on the **SERVICE LIST** below either via electronically or first class U.S. mail, postage prepaid, on the 11th day of September, 2013.

/s/ Karen A. Stone

Karen A. Stone
Legal Assistant

Mailing Information for Case 13-10670

Electronic Mail Notice List

The following is the list of **parties** who are currently on the list to receive email notice/service for this case.

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Manual Notice List

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