

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

In re:

MONTREAL MAINE & ATLANTIC
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670
Chapter 11

**DECLARATION OF CHRISTINA PULLO OF PRIME CLERK LLC
REGARDING THE SOLICITATION OF VOTES AND TABULATION
OF BALLOTS CAST ON THE TRUSTEE'S REVISED FIRST
AMENDED PLAN OF LIQUIDATION DATED JULY 15, 2015**

I, Christina Pullo, declare, under the penalty of perjury:

1. I am the Senior Director of Solicitation at Prime Clerk LLC ("*Prime Clerk*"),¹ located at 830 Third Avenue, 9th Floor, New York, New York 10022. I am over the age of eighteen years and not a party to the above-captioned action.

2. I submit this Declaration with respect to the solicitation of votes and the tabulation of ballots cast on the *Trustee's Revised First Amended Plan of Liquidation Dated July 15, 2015*, [D.E. 1534] (as amended, supplemented, or modified from time to time, the "*Plan*"). Except as otherwise noted, all facts set forth herein are based on my personal knowledge, knowledge that I acquired from individuals under my supervision, and my review of relevant documents. I am authorized to submit this Declaration on behalf of Prime Clerk. If I were called to testify, I could and would testify competently as to the facts set forth herein.

3. This Court authorized Prime Clerk's retention as noticing and solicitation agent for Robert J. Keach, chapter 11 trustee (the "*Trustee*") appointed in the chapter 11 case of the above-

¹ Unless otherwise defined in this Declaration, all capitalized terms shall have the meanings ascribed to them in the Plan or the Disclosure Statement Order (each as defined below), as applicable.

captioned debtor and debtor in possession (the “**Debtor**”) pursuant to the *Order Pursuant to 11 U.S.C. §§ 327(a) and 328(a) Authorizing the Employment of Prime Clerk LLC as Noticing and Solicitation Agent Nunc Pro Tunc to May 5, 2015*, dated June 2, 2015 [D.E. 1438] (the “**Retention Order**”). The Retention Order authorizes Prime Clerk to assist the Trustee with, among other things, the (a) service of solicitation materials and (b) tabulation of votes cast to accept or reject the Plan. Prime Clerk and its employees have considerable experience in soliciting and tabulating votes to accept or reject chapter 11 plans.

Service and Transmittal of Solicitation Packages and the Tabulation Process

4. Pursuant to the *Order (I) Approving Proposed Disclosure Statement; (II) Establishing Notice, Solicitation and Voting Procedures; (III) Scheduling Confirmation Hearing; and (IV) Establishing Notice and Objection Procedures for Confirmation of the Plan*, dated July 17, 2015 [D.E. 1544] (the “**Disclosure Statement Order**”), the Court established procedures to solicit votes from and tabulate ballots submitted by holders entitled to vote on the Plan (the “**Solicitation Procedures**”). Prime Clerk adhered to the Solicitation Procedures outlined in the Disclosure Statement Order, including with respect to the ballots and notices distributed to parties entitled to vote on the Plan. I supervised the solicitation and tabulation performed by Prime Clerk’s employees.

5. The Solicitation Procedures established July 15, 2015 as the record date (the “**Voting Record Date**”) for determining which creditors were entitled to vote on the Plan. Pursuant to the Plan and the Solicitation Procedures, only holders as of the Voting Record Date in the following classes were entitled to vote to accept or reject the Plan (collectively, the “**Voting Classes**”):

Plan Class	Class Description
Class 8	Derailment Moral Damages and Personal Injury Claims

Plan Class	Class Description
Class 9	Derailment Property Damage Claims
Class 10	Derailment Government Claims
Class 11	Derailment Property Subrogated Insurance Claims
Class 12	Derailment Wrongful Death Claims
Class 13	General Unsecured Claims

No other classes were entitled to vote on the Plan.

6. In accordance with the Solicitation Procedures, Prime Clerk worked closely with the Trustee and his advisors to identify the holders entitled to vote in the Voting Classes as of the Voting Record Date and to coordinate the distribution of solicitation materials to these holders. A detailed description of Prime Clerk’s distribution of solicitation materials is set forth in Prime Clerk’s *Affidavit of Service of Solicitation Materials and Chapter 15 Documents*, which was filed with this Court on August 4, 2015 [D.E. 1562].

7. In accordance with the Solicitation Procedures, Prime Clerk reviewed, determined the validity of, and tabulated the ballots submitted to vote on the Plan. Each ballot submitted to Prime Clerk was date-stamped, scanned, assigned a ballot number, entered into Prime Clerk’s voting database and processed in accordance with the Solicitation Procedures. To be included in the tabulation results as valid, a ballot must have been (a) properly completed pursuant to the Solicitation Procedures, (b) executed by the relevant holder entitled to vote on the Plan (or such holder’s authorized representative), (c) returned to Prime Clerk via an approved method of delivery set forth in the Solicitation Procedures, and (d) received by Prime Clerk by 5:00 p.m. (Eastern Time) on September 10, 2015 (the “*Voting Deadline*”), unless otherwise consented to by the Trustee.²

² In accordance with the Disclosure Statement Order, the Trustee granted extensions of the Voting Deadline to the following two voting parties with respect to ballots cast in the Voting Classes indicated: (i) Gisele Vachon (Class 8)

8. All valid ballots cast by holders entitled to vote in the Voting Classes and received by Prime Clerk on or before the Voting Deadline were tabulated pursuant to the Solicitation Procedures.

9. The final tabulation of votes set forth on timely and properly completed ballots received by Prime Clerk is attached hereto as **Exhibit A**.

10. A report of all ballots excluded from the final tabulation prepared by Prime Clerk, and the reasons for exclusion of such ballots, is attached hereto as **Exhibit B**.

To the best of my knowledge, information and belief, I declare under penalty of perjury that the foregoing information concerning the distribution, submission and tabulation of Ballots in connection with the Plan is true and correct.

Dated: September 17, 2015



Christina Pullo
Senior Director of Solicitation
Prime Clerk LLC

and (ii) Gilles Boulé (Class 8). In addition, the Court ordered that Canadian Pacific Railway be given an extension of the Voting Deadline for its ballot cast in Class 13.

Exhibit A

Montreal Maine & Atlantic Railway, Ltd.
Exhibit A - Tabulation Summary

Class	Class Description	Percentage of Number Accepting	Percentage of Number Rejecting	Percentage of Amount Accepting	Percentage of Amount Rejecting	Class Voting Result
8	Derailment Moral Damages and Personal Injury Claims	100%	0%	100%	0%	ACCEPTS
9	Derailment Property Damage Claims	100%	0%	100%	0%	ACCEPTS
10	Derailment Government Claims	100%	0%	100%	0%	ACCEPTS
11	Derailment Property Subrogated Insurance Claims	100%	0%	100%	0%	ACCEPTS
12	Derailment Wrongful Death Claims	100%	0%	100%	0%	ACCEPTS
13	General Unsecured Claims	60	1	\$51,249,384.17	\$1.00	ACCEPTS
		98.36%	1.64%	99.999998%	0.000002%	
		61*	1	\$799,432,114.84*	\$1.00	ACCEPTS*
		98.39%*	1.61%*	99.9999999%*	0.0000001%*	

* These Class 13 results include an insider vote.

Exhibit B

Montreal Maine & Atlantic Railway, Ltd.
Exhibit B - Report of Ballots Excluded from Tabulation

Name	Class(es)	Vote Amount	Accept/Reject	Ballot Number	Reason for Exclusion
Barbara M. Bourgoin	Class 9 (Derailment Property Damage Claims) Class 10 (Derailment Government Claims) Class 11 (Derailment Property Subrogated Insurance Claims) Class 13 (General Unsecured Claims)	\$21,000,000.00 per class	REJECT	25	Holder not entitled to vote in applicable class
Barbara M. Bourgoin	Class 9 (Derailment Property Damage Claims) Class 10 (Derailment Government Claims) Class 11 (Derailment Property Subrogated Insurance Claims) Class 13 (General Unsecured Claims)	\$850,000,000.00 per class	REJECT	26	Holder not entitled to vote in applicable class
Gisele Vachon	Class 8 (Derailment Moral Damages and Personal Injury Claims)	N/A	REJECT	116	Superseded by later received valid ballot that was included in final tabulation
Gilles Boulé	Class 8 (Derailment Moral Damages and Personal Injury Claims)	N/A	REJECT	117	Superseded by later received valid ballot that was included in final tabulation