

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

In re:

MONTREAL MAINE & ATLANTIC
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670

Chapter 11

**TRUSTEE'S FIFTH OMNIBUS OBJECTION TO PROOFS OF CLAIM
ON THE BASIS THAT SUCH CLAIMS WERE SATISFIED
AND RELEASED UNDER THE PLAN**

Robert J. Keach, the chapter 11 trustee (the "Trustee") of Montreal Maine & Atlantic Railway, Ltd. (the "Debtor"), hereby files this fifth omnibus objection (the "Objection") to the proofs of claim identified on Schedule A hereto (collectively, the "Disputed Claims") on the basis that such claims have been satisfied and released under the *Trustee's Revised First Amended Plan of Liquidation Dated July 15, 2015 (As Amended on October 9, 2015)* [D.E. 1822] (the "Plan"),¹ as confirmed by order of this Court [D.E. 1801] (the "Confirmation Order"). **Claimants receiving this objection should locate their names on Schedule A hereto. THIS OBJECTION HAS NO EFFECT ON INTERESTS IN THE WD TRUST (AS DEFINED IN THE PLAN) THAT CERTAIN OF THE DEBTOR'S CREDITORS RECEIVED UNDER THE PLAN OR ON THE RIGHT OF THE HOLDERS OF SUCH CLAIMS, AS BENEFICIARIES OF THE WD TRUST, TO RECEIVE DISTRIBUTIONS FROM THE WD TRUST.** In support of this Objection, the Trustee states as follows:

JURISDICTION AND VENUE

1. The United States District Court for the District of Maine (the "District Court") has original, but not exclusive, jurisdiction over this chapter 11 case pursuant to 28 U.S.C.

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Plan.

§ 1334(a) and over this Objection pursuant to 28 U.S.C. § 1334(b). Pursuant to 28 U.S.C. § 157(a) and Rule 83.6 of the District Court's local rules, the District Court has authority to refer and has referred this chapter 11 case, and, accordingly, this Objection, to this Court.

2. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and the Court has constitutional authority to enter judgment in this action.

3. Venue over this chapter 11 case is proper in this district pursuant to 28 U.S.C. § 1408, and venue over this proceeding is proper in this district pursuant to 28 U.S.C. § 1409.

4. The relief sought in this Objection is predicated upon sections 502(b)(1) of title 11 of the United States Code (the "Bankruptcy Code"), Rules 3001 and 3007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rule 3007-1 of the Local Rules for the United States Bankruptcy Court for the District of Maine (the "Local Rules").

BACKGROUND

5. On July 6, 2013, an unmanned eastbound MMA train with 72 carloads of crude oil, a buffer car, and 5 locomotive units derailed in Lac-Mégantic, Québec (the "Deraiment"). The transportation of the crude oil had begun in New Town, North Dakota by the Canadian Pacific Railway ("CP") and the Debtor's wholly owned subsidiary, Montreal Maine & Atlantic Canada Co. ("MMA Canada"), later accepted the rail cars from CP at Saint-Jean, Québec. The crude oil was to be transported via the Saint-Jean-Lac-Mégantic line through Maine to its ultimate destination in Saint John, New Brunswick.

6. The Deraiment set off several massive explosions, destroyed part of downtown Lac-Mégantic, and is presumed to have killed 47 people. A large quantity of oil was released into the environment, necessitating an extensive cleanup effort. As a result of the Deraiment and the related injuries, deaths, and property damage, lawsuits were filed against the Debtor in both the United States and Canada. After the Deraiment, Canadian train activity was

temporarily halted between Maine and Québec on the MMA Canada line, resulting in the Debtor losing much of its freight business. These effects of the Derailment caused the Debtor's aggregate gross revenues to fall drastically to approximately \$1 million per month.

7. On August 7, 2013, the Debtor filed a voluntary petition for relief commencing a case under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Maine (the "Case"). Simultaneously, MMA Canada filed for protection under Canada's Companies' Creditors Arrangement Act (Court File No. 450-11-000167-134). On August 21, 2013, the U.S. Trustee appointed the Trustee to serve as trustee in the Debtor's Case pursuant to 11 U.S.C. § 1163 [D.E. No. 64].

8. On March 31, 2015, MMA filed an initial version of the Plan. On July 15, 2015, the Trustee filed an amended version of the Plan [D.E. 1534]. The Plan provides, among other things:

Distributions. Except to the extent provided in the Affiliated Parties Settlement Agreement as to the Affiliated Released Parties, each Holder of a Class 12 Claim shall be enjoined from pursuing any Claim against the Released Parties as set forth in Article 10 of the Plan, and Allowed Derailment Wrongful Death Claims shall be channeled to the WD Trust, and *each Holder of a Derailment Wrongful Death Claim shall receive, in complete settlement, satisfaction and discharge of his or her Allowed Derailment Wrongful Death Claim against the Released Parties, a share of the beneficial interests in the WD Trust*, subject, however, to the preservation of Claims against parties other than Released Parties, as set forth below. Distributions to Holders of Class 12 Claims by the WD Trustee shall be strictly in accordance with the Wrongful Death Claim Resolution Procedures, except to the extent otherwise provided in section 5.1 of the Plan. Except as otherwise provided herein, each Class 12 Claimant remains entitled to any recovery from third parties or liability insurance proceeds that may be liable on or otherwise available to satisfy such Derailment Wrongful Death Claims in whole or in part, but only to the extent any such third parties or insurers are not Released Parties, provided, however, that notwithstanding anything herein or in the WD Trust Agreement to the contrary, to the extent that (i) a Holder of a Derailment Wrongful Death Claim realizes a recovery from any third party, other than in accordance with the Plan and pursuant to the WD Trust Agreement, on account of the Claimant's Derailment Wrongful Death Claim, and (ii) such third

party has filed a timely Proof of Claim against the Estate for contribution or indemnity based in whole or in part on its actual or potential liability obligations to such Claimant, (A) such third party's payment to such Claimant shall be presumed to be solely on account of that third party's own liability to such Claimant, and shall not be deemed to be a payment of the Derailment Wrongful Death Claim in full within the meaning of section 509(c) of the Bankruptcy Code until so agreed by the WD Trustee or otherwise so determined by the Bankruptcy Court, and (B) any distribution from the WD Trust to which such Holder of a Derailment Wrongful Death Claim would otherwise be entitled shall be reserved until such time as the third party's claim is resolved. An entity that is liable with the Debtor on, or that has secured, an Allowed Derailment Wrongful Death Claim, and that pays such Allowed Derailment Wrongful Death Claim in full, shall, to the extent provided by Section 509 of the Bankruptcy Code, be subrogated to the rights of the Holder of such Allowed Derailment Wrongful Death Claim under and for purposes of the Plan, and such subrogated Claim shall be treated as a Class 12 Claim in accordance with the Plan, and to the extent that the entity's payment of the Allowed Derailment Wrongful Death Claim is not a payment in full, such entity shall be treated in accordance with Section 509 of the Bankruptcy Code, including, but not limited to, subordination of such entity's Claim(s) in accordance therewith.

HOLDERS OF CLASS 12 CLAIMS MAY BE REQUIRED TO SUBMIT ADDITIONAL DOCUMENTATION REGARDING THEIR CLAIM AS PROVIDED BY THE WRONGFUL DEATH CLAIM RESOLUTION PROCEDURES. HOLDERS OF CLASS 12 CLAIMS SHALL BE SUBJECT TO RELEASES AND INJUNCTIONS PRECLUDING PURSUIT OF ANY CLAIM AGAINST CERTAIN PARTIES IN ACCORDANCE WITH THIS PLAN AND THE CCAA PLAN, AS WELL AS THE CONFIRMATION ORDER, THE CHAPTER 15 RECOGNITION AND ENFORCEMENT ORDER AND THE CCAA APPROVAL ORDER.

Plan, § 4.12(b) (initial emphasis added; second emphasis in original).

9. On October 9, 2015, the Bankruptcy Court entered the Confirmation Order.
10. The Plan was consummated on December 22, 2015 (the "Effective Date"). On the Effective Date, the Holders of Derailment Wrongful Death Claims received, "in complete settlement, satisfaction and discharge of his or her Allowed Derailment Wrongful Death Claim

against the Released Parties, a share of the beneficial interests in the WD Trust.” *See* Plan, § 4.12(b).

11. As of the date hereof, more than 580 claims have been filed against the Debtor, totaling more than \$2.2 billion in asserted liabilities.

RELIEF REQUESTED

12. By this Objection, the Trustee requests entry of an order, pursuant to section 502 of the Bankruptcy Code, Bankruptcy Rules 3001 and 3007, and Local Rule 3007-1, (a) sustaining the Objection, (b) disallowing the Disputed Claims in their entirety, and (c) granting such other and further relief as this Court deems just and equitable.

BASIS FOR RELIEF

A. The Legal Standard

13. Section 502(a) provides that “[a] claim or interest, proof of which is filed under section 501 of this title, is deemed allowed, unless a party in interest . . . objects.” 11 U.S.C. § 502(a). Bankruptcy Code section 502(b)(1) provides that if an objection to a claim is filed, the court, after notice and a hearing, “shall allow such claim . . . except to the extent that—(1) such claim is unenforceable against the debtor and property of the debtor” 11 U.S.C. § 502(b)(1).

14. The Bankruptcy Code defines a “claim” as a “right to payment.” 11 U.S.C. § 101(5)(A). Because a “right to payment” constitutes a claim, “the first step in the claims [allowance] process is always to determine whether there is a right to payment.” *In re Taylor*, 289 B.R. 379, 383 (Bankr. N. D. Ind .2003).

15. Bankruptcy Rule 3007 expressly permits omnibus claim objections when the grounds for the objection are that the claims should be disallowed, in whole or in part, because:

- (1) they duplicate other claims;
- (2) they have been filed in the wrong case;
- (3) they have been amended by subsequently filed proofs of

claim; (4) they were not timely filed; (5) *they have been satisfied or released during the case in accordance with the Code, applicable rules, or a court order*; (6) they were presented in a form that does not comply with applicable rules, and the objection states that the objector is unable to determine the validity of the claim because of the noncompliance; or (7) they are interests, rather than claims; or (8) they assert priority in an amount that exceeds the maximum amount under § 507 of the Code.

Fed. R. Bankr. P. 3007(d) (emphasis added).

16. To provide claimants affected by omnibus objections with adequate notice thereof, Bankruptcy Rule 3007 requires that omnibus objections:

(1) state in a conspicuous place that claimants receiving the objection should locate their names and claims in the objection; (2) list claimants alphabetically, provide a crossreference to claim numbers, and, if appropriate, list claimants by category of claims; (3) state the grounds of the objection to each claim and provide a cross-reference to the pages in the omnibus objection pertinent to the stated grounds; (4) state in the title the identity of the objector and the grounds for the objections; (5) be numbered consecutively with other omnibus objections filed by the same objector; and (6) contain objections to no more than 100 claims.

Fed. R. Bankr. P. 3007(e).

B. The Disputed Claims Have Been Satisfied and Released Under the Plan

17. The Trustee has reviewed the Disputed Claims and has determined that, pursuant to the Plan, the Disputed Claims have been satisfied and released under the Plan and the Confirmation Order. Accordingly, the holders of such Disputed Claims no longer have any claim against the Estate because their “right to payment” has been satisfied by their distributions under the Plan in the form of interests in the WD Trust. *See* 11 U.S.C. § 101(5)(A) (defining “claim” as a “right to payment”); Taylor, 289 B.R. at 383 (claim allowance process requires “determin[ation of] whether there is a right to payment.”).

18. Under the Plan, WD Trust Beneficiaries agreed to, in effect, exchange their wrongful death claims against MMA for beneficial interests in the WD Trust. **This objection**

has no effect on those beneficial interests; rather, it serves the administrative function of organizing the Debtor's claims register so that the Trustee may understand which claims continue to exist against the Estate (as differentiated from what beneficial interests are outstanding in the WD Trust).

19. The Trustee thus requests that each such Disputed Claim be disallowed and expunged from the Debtor's claims register. *See* Fed. R. Bankr. P. 3007(d) (permitting "omnibus claim objections when the grounds for the objection are that the claims should be disallowed, in whole or in part, because . . . they have been satisfied or released during the case in accordance with the Code, applicable rules, or a court order").

C. Compliance with Procedural Requirements for Omnibus Objections

20. Finally, the Trustee submits that this Objection meets or exceeds the procedural requirements under Bankruptcy Rule 3007(e). This Objection has been served on each affected creditor and clearly identifies the claims filed by that claimant that are subject to the Objection and the grounds and response deadline therefor. Specifically, the Objection explicitly states: (a) the name of the claimant asserting the Disputed Claim; (b) the claim number from the claims docket or other information identifying the Disputed Claim; and (c) the liquidated amount asserted in the Disputed Claim. Additionally, the notice accompanying this Objection: (i) states the basis of the Objection; (ii) identifies a response date and response procedures; (iii) identifies the hearing date and related procedures; and (iv) describes how proofs of claim, the schedules and other pleadings in the Debtor's case may be obtained. The Trustee believes that such notice satisfies the requirements of Bankruptcy Rule 3007.

RESERVATION OF RIGHTS

21. Nothing contained herein is or should be construed as: (i) an admission as to the validity of any claim against the Debtor, (ii) a waiver of the Trustee's right to dispute any claim on any grounds, or (iii) a promise to pay any claim.

NOTICE

22. Notice of this Objection was served on the following parties on the date and in the manner set forth in the certificate of service: (a) Debtor's counsel; (b) U.S. Trustee; (c) counsel to the Official Committee of Victims; and (d) the party having filed each Disputed Claim, or their counsel (if applicable). The Trustee submits that no other or further notice need be provided.

CONCLUSION

WHEREFORE, for the reasons set forth herein, the Trustee requests that the Court enter an order, substantially in the form annexed hereto, pursuant to section 502 of the Bankruptcy Code, Bankruptcy Rules 3001 and 3007 and Local Rule 3007-1, (i) sustaining this Objection; (ii) disallowing the Disputed Claims in their entireties; and (iii) granting such other and further relief as may be just.

Dated: February 17, 2016

**ROBERT J. KEACH,
CHAPTER 11 TRUSTEE OF MONTREAL
MAINE & ATLANTIC RAILWAY, LTD.**

By his attorneys:

/s/ Sam Anderson
Sam Anderson
Lindsay K. Zahradka (admitted *pro hac vice*)
BERNSTEIN, SHUR, SAWYER & NELSON, P.A.
100 Middle Street
P.O. Box 9729
Portland, ME 04104
Telephone: (207) 774-1200
Facsimile: (207) 774-1127

Claim #	Creditor name	Claim Amount	Relevant Pages of Objection
419	Beaudoin, Joceyln (Estate of David Lacroix Beaudoin)	\$ 5,000,000.00	5-7
420	Beaudoin, Sylvie (Estate of David Lacroix Beaudoin)	\$ 5,000,000.00	5-7
405	Begnoche, Estate of Alyssa Charest	\$ 5,000,000.00	5-7
407	Begnoche, Estate of Bianka Charest	\$ 5,000,000.00	5-7
409	Begnoche, Estate of Talitha Coumi	\$ 5,000,000.00	5-7
406	Begnoche, Gaston (Estate of Alyssa Charest Begnoche)	\$ 5,000,000.00	5-7
408	Begnoche, Gaston (Estate of Bianka Charest Begnoche)	\$ 5,000,000.00	5-7
410	Begnoche, Gaston (Estate of Talitha Coumi Begnoche)	\$ 5,000,000.00	5-7
421	Begnoche, Karyne (Estate of Talitha Coumi Begnoche)	\$ 5,000,000.00	5-7
440	Begnoche, Nadyne (Estate of Talitha Coumi Begnoche)	\$ 5,000,000.00	5-7
422	Begnoche, Pauline Touchette (Estate of Talitha Coumi Begnoche)	\$ 5,000,000.00	5-7
361	Belanger, Diane (Estate of Joannie Lapointe)	\$ 5,000,000.00	5-7
435	Belanger, Solange (Estate of Marie Semie Alliance)	\$ 5,000,000.00	5-7
425	Belanger, Solange Estate of Jimmy Sirois)	\$ 5,000,000.00	5-7
423	Bolduc, Claude (Estate of Stephane Bolduc)	\$ 5,000,000.00	5-7
387	Bolduc, Manon (Estate of Jean-Pierre Roy)	\$ 5,000,000.00	5-7
441	Boulet, Anne-Marie(Estate of Marie-France Boulet)	\$ 5,000,000.00	5-7
444	Boulet, Caroline (Estate of Marie-France Boulet)	\$ 5,000,000.00	5-7
445	Boulet, Jean-Sebastien (Estate of Marie-France Boulet)	\$ 5,000,000.00	5-7
442	Boulet-Barac, Anne-Renee(Estate of Marie-France Boulet)	\$ 5,000,000.00	5-7
430	Breton, Jonathan (Estate of Genevieve Breton)	\$ 5,000,000.00	5-7
393	Breton, Louise (Estate of Andree-Anne Sevigny)	\$ 5,000,000.00	5-7
429	Breton, Sebastien (Estate of Genevieve Breton)	\$ 5,000,000.00	5-7
413	Champagne, Danielle Lachance (Estate of Karine Champagne)	\$ 5,000,000.00	5-7
411	Champagne, Estate of Karine	\$ 5,000,000.00	5-7
412	Champagne, Ghislain (Estate of Karine Champagne)	\$ 5,000,000.00	5-7
414	Champagne, Martin (Estate of Karine Champagne)	\$ 5,000,000.00	5-7
447	Charest, Marie-Eve(Estate of Marie-France Boulet)	\$ 5,000,000.00	5-7
438	Charest, Pascal (Estate of Alyssa Charest Begnoche)	\$ 5,000,000.00	5-7
439	Charest, Pascal (Estate of Bianka Charest Begnoche)	\$ 5,000,000.00	5-7
450	Charest, Sophie (Estate of Marie-France Boulet)	\$ 5,000,000.00	5-7
424	Chouinard, Claude (Estate of Jimmy Sirois)	\$ 5,000,000.00	5-7
448	Couture, Patricia (Estate of Marie-France Boulet)	\$ 5,000,000.00	5-7
449	Couture, Simon (Estate of Marie-France Boulet)	\$ 5,000,000.00	5-7
434	Doyon, Lise (Estate of Kevin Roy)	\$ 5,000,000.00	5-7
371	Dumas-Chaput, Alexia (Estate of Mathieu Pelletier)	\$ 5,000,000.00	5-7
372	Dumas-Chaput, Alexia obo EP, Minor (Estate of Mathieu Pelletier)	\$ 5,000,000.00	5-7
404	Faucher, Germaine (Estate of Marie-Noelle Faucher)	\$ 5,000,000.00	5-7
389	Gaboury, Michelle OBO SR, Minor (Estate of Kevin Roy)	\$ 5,000,000.00	5-7
363	Grimard, Jean Rene (Estate of Henriette Latulippe)	\$ 5,000,000.00	5-7
364	Grimard, Marie-Josée (Estate of Henriette Latulippe)	\$ 5,000,000.00	5-7
433	Grimard, Mario (Estate of Henriette Latulippe)	\$ 5,000,000.00	5-7
353	Lafontaine, Pascal obo CL, Minor (Estate of Karine Lafontaine)	\$ 5,000,000.00	5-7
354	Lajeunesse, Estate of Eric Pepin	\$ 5,000,000.00	5-7
356	Lapierre, Estate of Stephane	\$ 5,000,000.00	5-7

Claim #	Creditor name	Claim Amount	Relevant Pages of Objection
357	Lapierre, Marie-Eve (Estate of Stephane Lapierre)	\$ 5,000,000.00	5-7
358	Lapointe, Estate of Joannie	\$ 5,000,000.00	5-7
360	Lapointe, Gabrielle (Estate of Joannie Lapointe)	\$ 5,000,000.00	5-7
359	Lapointe, Justine (Estate of Joannie Lapointe)	\$ 5,000,000.00	5-7
362	Laulippe, Estate of Henriette	\$ 5,000,000.00	5-7
365	Martin, Estate of David	\$ 5,000,000.00	5-7
366	Martin, Jacques (Estate of David Martin)	\$ 5,000,000.00	5-7
367	Paquet, Estate of Roger	\$ 5,000,000.00	5-7
369	Paquet, Guy (Estate of Roger Paquet)	\$ 5,000,000.00	5-7
368	Paquet, Karine (Estate of Roger Paquet)	\$ 5,000,000.00	5-7
427	Paulin, Christine (Estate of Elodie Turcotte)	\$ 5,000,000.00	5-7
443	Pelletier, Audrey Estate of Marie-France Boulet)	\$ 5,000,000.00	5-7
370	Pelletier, Estate of Mathieu	\$ 5,000,000.00	5-7
373	Pelletier, Joanie (Estate of Mathieu Pelletier)	\$ 5,000,000.00	5-7
355	Pepin, Clermont (Estate of Eric Pepin Lajeunesse)	\$ 5,000,000.00	5-7
451	Pepin, Yannick, (Estate of Eric Pepin Lajeunesse)	\$ 5,000,000.00	5-7
374	Picard, Estate of Louise Poirer	\$ 5,000,000.00	5-7
418	Picard, France (Estate of Louise Poirer Picard)	\$ 5,000,000.00	5-7
417	Picard, Pierre (Estate of Louise Poirer Picard)	\$ 5,000,000.00	5-7
375	Picard, Robert (Estate of Louise Poirer Picard)	\$ 5,000,000.00	5-7
376	Poulin, Mario (Estate of Marianne Poulin)	\$ 5,000,000.00	5-7
453	Proteau, Linda (Estate of Melissa Roy)	\$ 5,000,000.00	5-7
416	Proteau, Yann obo LP, Minor (Estate of Karine Champagne)	\$ 5,000,000.00	5-7
415	Proteau, Yann obo NP, Minor (Estate of Karine Champagne)	\$ 5,000,000.00	5-7
377	Ratsch, Estate of Wilfrid	\$ 5,000,000.00	5-7
452	Ratsch, Fred (Estate of Wilfrid Ratsch)	\$ 5,000,000.00	5-7
378	Ratsch, Herb (Estate of Wilfrid Ratsch)	\$ 5,000,000.00	5-7
432	Richard, Jean-Martin (Estate of Maarie-France Boulet)	\$ 5,000,000.00	5-7
446	Richard, Joel (Estate of Marie-France Boulet)	\$ 5,000,000.00	5-7
382	Rodrigue, Elie (Estate of Martin Rodrigue)	\$ 5,000,000.00	5-7
379	Rodrigue, Estate of Martin	\$ 5,000,000.00	5-7
381	Rodrigue, Lily (Estate of Martin Rodrigue)	\$ 5,000,000.00	5-7
380	Rodrigue, Manon (Estate of Martin Rodrigue)	\$ 5,000,000.00	5-7
454	Roy, Bobby (Estate of Melissa Roy Estate)	\$ 5,000,000.00	5-7
384	Roy, Carol-Anne (Estate of Jean-Pierre Roy)	\$ 5,000,000.00	5-7
385	Roy, Emanuel (Estate of Jean-Pierre Roy)	\$ 5,000,000.00	5-7
383	Roy, Estate of Jean-Pierre	\$ 5,000,000.00	5-7
388	Roy, Estate of Kevin	\$ 5,000,000.00	5-7
390	Roy, Estate of Melissa	\$ 5,000,000.00	5-7
386	Roy, Maxime (Estate of Jean-Pierre Roy)	\$ 5,000,000.00	5-7
391	Sevigny, Estate of Andree-Anne	\$ 5,000,000.00	5-7
394	Sevigny, Marc-Antoine (Estate of Andree-Anne Sevigny)	\$ 5,000,000.00	5-7
392	Sevigny, Mario (Estate of Andree-Anne Sevigny)	\$ 5,000,000.00	5-7
395	Sirois, Michel (Estate of Jimmy Sirois)	\$ 5,000,000.00	5-7
426	Turcotte, Anthony (Estate of Elodie Turcotte)	\$ 5,000,000.00	5-7

Claim #	Creditor name	Claim Amount	Relevant Pages of Objection
396	Turcotte, Estate of Elodie	\$ 5,000,000.00	5-7
397	Turcotte, Richard (Estate of Elodie Turcotte)	\$ 5,000,000.00	5-7
428	Turcotte, Samuel (Estate of Elodie Turcotte)	\$ 5,000,000.00	5-7
398	Turmel, Estate of Joanie	\$ 5,000,000.00	5-7
431	Vallerand, Nancy OBO DL, Minor (Estate of Stephane Lapierre)	\$ 5,000,000.00	5-7
399	Veilleux, Estate of Jean-Guy	\$ 5,000,000.00	5-7
400	Veilleux, Estate of Richard	\$ 5,000,000.00	5-7
403	Veilleux, Francis (Estate of Richard Veilleux)	\$ 5,000,000.00	5-7
401	Veilleux, Micheline (Estate of Richard Veilleux)	\$ 5,000,000.00	5-7
402	Veilleux, Sophie (Estate of Richard Veilleux)	\$ 5,000,000.00	5-7

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

In re:

MONTREAL MAINE & ATLANTIC
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670

Chapter 11

**ORDER SUSTAINING TRUSTEE'S FIFTH OMNIBUS OBJECTION
TO PROOFS OF CLAIM ON THE BASIS THAT SUCH CLAIMS
WERE SATISFIED AND RELEASED UNDER THE PLAN**

This matter having come before the Court on the *Fifth Omnibus Objection to Proofs of Claim on the Basis that Such Claims Were Satisfied and Released Under the Plan* (the "Fifth Omnibus Claims Objection")¹ filed by Robert J. Keach, the chapter 11 trustee (the "Trustee") of Montreal Maine & Atlantic Railway, Ltd. (the "Debtor"), and after proper notice to all creditors and other parties-in-interest, the Court having independently reviewed the Fifth Omnibus Claims Objection, it is hereby **ORDERED**, **ADJUDGED**, and **DECREED** as follows:

1. The Fifth Omnibus Claims Objection is sustained.
2. The Disputed Claims reflected on Schedule A to the Fifth Omnibus Claims Objection are disallowed in their entireties and shall be expunged from the Debtor's claims register.
3. The terms and conditions of this Order shall be immediately effective and enforceable upon entry of the Order.
4. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Fifth Omnibus Claims Objection.

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 ON TRUSTEE'S FIFTH OMNIBUS OBJECTION
TO PROOFS OF CLAIM ON THE BASIS THAT SUCH CLAIMS
WERE SATISFIED AND RELEASED UNDER THE PLAN**

**TO THE CLAIMANTS IDENTIFIED ON SCHEDULE A TO THE ANNEXED
OBJECTION:**

On February 17, 2016, Robert J. Keach, the chapter 11 trustee (the "Trustee") of Montreal, Maine & Atlantic Railway, Ltd. (the "Debtor"), filed the *Trustee's Fifth Omnibus Objection to Proofs of Claim on the Basis that Such Claims Were Satisfied and Released Under the Plan* (the "Fifth Omnibus Claims Objection"), and hereby provides you with this notice of objection to claim(s) pursuant to the Federal Rule of Bankruptcy Procedure 3007 (the "Notice").

You have filed one or more proofs of claim in the Debtor's chapter 11 case, to which the Trustee has filed the Fifth Omnibus Claims Objection. Your claim (a "Disputed Claim") will be affected as a result of the Fifth Omnibus Claims Objection. Therefore, you should read this Notice and the enclosed Fifth Omnibus Claims Objection carefully.

If you oppose the relief requested in the Fifth Omnibus Claims Objection, then on or before **March 21, 2016** (the "Response Deadline"), you or your attorney must file with the Court a response to the Fifth Omnibus Claims Objection explaining your position. If you are not able to access the CM/ECF Filing System, then your response should be served upon the Court at:

Alec Leddy, Clerk
United States Bankruptcy Court for the District of Maine
202 Harlow Street
Bangor, Maine 04401

If you do have to mail your response to the Court for filing, then you must mail it early enough so that the Court will receive it on or before **March 21, 2016**.

You may attend the hearing with respect to the Objection, which is scheduled for **April 5, 2016 at 9:00 a.m.** (the "Hearing") before the Honorable Judge Peter G. Cary, the United

States Bankruptcy Court for the District of Maine (the “Court”), 537 Congress Street, 2nd Floor, Portland, Maine.

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

If you or your attorney do not take these steps, the Court may decide that you do not oppose the relief sought, and may enter an order sustaining the Fifth Omnibus Claims Objection without further notice or hearing.

Nothing in this Notice or the accompanying Fifth Omnibus Claims Objection constitutes a waiver of any claims, counterclaims, rights of offset or recoupment, preference actions, fraudulent-transfer actions, or any other bankruptcy claims against you. All parties reserve the right to assert additional objections to your proof(s) of claim.

Dated: February 17, 2016

**ROBERT J. KEACH,
CHAPTER 11 TRUSTEE OF MONTREAL
MAINE & ATLANTIC RAILWAY, LTD.**

By his attorneys:

/s/ Sam Anderson
D. Sam Anderson, Esq.
Lindsay K. Zahradka, Esq. (admitted *pro hac vice*)
BERNSTEIN, SHUR, SAWYER & NELSON, P.A.
100 Middle Street
P.O. Box 9729
Portland, ME 04104
Telephone: (207) 774-1200
Facsimile: (207) 774-1127
Email: sanderson@bernsteinshur.com
lzahradka@bernsteinshur.com