

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

In re:

MONTREAL MAINE & ATLANTIC
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670

Chapter 11

CHAPTER 11 TRUSTEE'S FIFTH REPORT
ON CCAA PROCEEDINGS

Robert J. Keach, the chapter 11 trustee in the above-captioned case of Montreal Maine & Atlantic Railway, Ltd., files this report, pursuant to the *Cross-Border Insolvency Protocol* adopted by this Court, regarding certain filings in the *Companies' Creditors Arrangement Act* case (the "Canadian Case") of Montreal Maine & Atlantic Canada Co., which currently pending in the Superior Court of Canada, District of Saint-François (the "Superior Court"). On February 17, 2014, the Superior Court issued a *Judgment* granting a request for a joint status conference, which conference will be held on February 26, 2014 at 10:00 a.m. A true and correct copy of the *Judgment* is attached hereto as Exhibit A. An informal translation of the *Judgment* from French to English, prepared by the Trustee's Canadian co-counsel, is attached hereto as Exhibit B.

Dated: February 21, 2014

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

By his attorneys:

/s/ Michael A. Fagone

Michael A. Fagone, Esq.
BERNSTEIN, SHUR, SAWYER & NELSON, P.A.
100 Middle Street, P.O. Box 9729
Portland, ME 04104
Telephone: (207) 774-1200
E-mail: mfagone@bernsteinshur.com

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

In re:

MONTREAL MAINE & ATLANTIC
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670
Chapter 11

CERTIFICATE OF SERVICE

I, Kara Mercier, being over the age of eighteen and an employee of Bernstein, Shur, Sawyer & Nelson, P.A. in Portland, Maine, hereby certify that, on February 21, 2014, I filed the *Chapter 11 Trustee's Fifth Report on CCAA Proceedings*, along with *Exhibits A and B* via the Court's CM/ECF electronic filing system. Parties who were served via CM/ECF are listed on the attached Service List.

Dated: February 21, 2014

/s/ Kara Mercier

Kara Mercier
Legal Assistant

BERNSTEIN, SHUR, SAWYER & NELSON
100 Middle Street
P.O. Box 9729
Portland, ME 04104-
5029 (207) 774-1200

SERVICE LIST

Via CM/ECF:

D. Sam Anderson, Esq. on behalf of Attorney Bernstein, Shur, Sawyer & Nelson
sanderson@bernsteinshur.com,
acummings@bernsteinshur.com; sspizuoco@bernsteinshur.com; astewart@bernsteinshur.com

D. Sam Anderson, Esq. on behalf of Trustee Robert J. Keach
sanderson@bernsteinshur.com,
acummings@bernsteinshur.com; sspizuoco@bernsteinshur.com; astewart@bernsteinshur.com

Aaron P. Burns on behalf of Interested Party New England Independent Transmission Company,
LLC
aburns@pearcedow.com, rpearce@pearcedow.com, lsmith@pearcedow.com

Richard Paul Campbell on behalf of Creditor Progress Rail Services Corporation
rpcampbell@campbell-trial-lawyers.com, mmichitson@campbell-trial-lawyers.com

Roger A. Clement, Jr., Esq. on behalf of Attorney Verrill Dana LLP
rclement@verrilldana.com, nhull@verrilldana.com; bankr@verrilldana.com

Roger A. Clement, Jr., Esq. on behalf of Debtor Montreal Maine & Atlantic Railway Ltd.
rclement@verrilldana.com, nhull@verrilldana.com; bankr@verrilldana.com

Roger A. Clement, Jr., Esq. on behalf of Trustee Robert J. Keach
rclement@verrilldana.com, nhull@verrilldana.com; bankr@verrilldana.com

Daniel C. Cohn, Esq. on behalf of Creditor Estates of Marie Alliance, et al
dcohn@murthalaw.com, njoyce@murthalaw.com

Maire Bridin Corcoran Ragozzine, Esq. on behalf of Defendant Robert J. Keach, in his capacity
as Chapter 11 Trustee of Maine Montreal and Atlantic Railway, Ltd.
mcorcoran@bernsteinshur.com,
sspizuoco@bernsteinshur.com; astewart@bernsteinshur.com; acummings@bernsteinshur.com; kfox@bernsteinshur.com; kquirk@bernsteinshur.com

Maire Bridin Corcoran Ragozzine, Esq. on behalf of Trustee Robert J. Keach
mcorcoran@bernsteinshur.com,
sspizuoco@bernsteinshur.com; astewart@bernsteinshur.com; acummings@bernsteinshur.com; kfox@bernsteinshur.com; kquirk@bernsteinshur.com

Keith J. Cunningham, Esq. on behalf of Creditor Eastern Maine Railway Company
kcunningham@pierceatwood.com, mpottle@pierceatwood.com; rkelly@pierceatwood.com

Keith J. Cunningham, Esq. on behalf of Creditor Maine Northern Railway Company
kcunningham@pierceatwood.com, mpottle@pierceatwood.com; rkelly@pierceatwood.com

Keith J. Cunningham, Esq. on behalf of Creditor New Brunswick Southern Railway Company
kcunningham@pierceatwood.com, mpottle@pierceatwood.com; rkelly@pierceatwood.com

Debra A. Dandeneau on behalf of Creditor CIT Group, Inc.
, arvin.maskin@weil.com

Joshua R. Dow, Esq. on behalf of Creditor Canadian Pacific Railway
jdow@pearcedow.com, rpearce@pearcedow.com; lsmith@pearcedow.com

Joshua R. Dow, Esq. on behalf of Creditor Canadian Pacific Railway Co.
jdow@pearcedow.com, rpearce@pearcedow.com; lsmith@pearcedow.com

Michael A. Fagone, Esq. on behalf of Attorney Bernstein, Shur, Sawyer & Nelson
mfagone@bernsteinshur.com,
acummings@bernsteinshur.com; astewart@bernsteinshur.com; sspizuoco@bernsteinshur.com; kquirk@bernsteinshur.com; kfox@bernsteinshur.com

Michael A. Fagone, Esq. on behalf of Debtor Montreal Maine & Atlantic Railway Ltd.
mfagone@bernsteinshur.com,
acummings@bernsteinshur.com; astewart@bernsteinshur.com; sspizuoco@bernsteinshur.com; kquirk@bernsteinshur.com; kfox@bernsteinshur.com

Michael A. Fagone, Esq. on behalf of Defendant Robert J. Keach, in his capacity as Chapter 11
Trustee of Maine Montreal and Atlantic Railway, Ltd.
mfagone@bernsteinshur.com,
acummings@bernsteinshur.com; astewart@bernsteinshur.com; sspizuoco@bernsteinshur.com; kquirk@bernsteinshur.com; kfox@bernsteinshur.com

Michael A. Fagone, Esq. on behalf of Plaintiff Robert J. Keach
mfagone@bernsteinshur.com,
acummings@bernsteinshur.com; astewart@bernsteinshur.com; sspizuoco@bernsteinshur.com; kquirk@bernsteinshur.com; kfox@bernsteinshur.com

Michael A. Fagone, Esq. on behalf of Trustee Robert J. Keach
mfagone@bernsteinshur.com,
acummings@bernsteinshur.com; astewart@bernsteinshur.com; sspizuoco@bernsteinshur.com; kquirk@bernsteinshur.com; kfox@bernsteinshur.com

Daniel R. Felkel, Esq. on behalf of Creditor Dakota Plains Transloading, LLC, Dakota Petroleum Transport Solutions LLC, Dakota Plains Marketing LLC
dfelkel@troubhheisler.com

Jeremy R. Fischer on behalf of Interested Party Indian Harbor Insurance Company
jfischer@dwmlaw.com, aprincedwmlaw.com

Jeremy R. Fischer on behalf of Interested Party Railroad Acquisition Holdings LLC
jfischer@dwmlaw.com, aprincedwmlaw.com

Jeremy R. Fischer on behalf of Interested Party XL Insurance Company, Ltd.
jfischer@dwmlaw.com, aprincedwmlaw.com

Isaiah A. Fishman on behalf of Creditor C. K. Industries, Inc.
ifishman@krasnowsaunders.com,
ryant@krasnowsaunders.com; cvalente@krasnowsaunders.com

Peter J. Flowers on behalf of Creditor Estates of Stephanie Bolduc
pjf@meyers-flowers.com

Christopher Fong, Esq. on behalf of Creditor Informal Committee of Quebec Claimants
christopherfong@paulhastings.com

Christopher Fong, Esq. on behalf of Creditor Official Committee of Victims
christopherfong@paulhastings.com

Taruna Garg, Esq. on behalf of Creditor Estates of Marie Alliance, et al
tgarg@murthalaw.com, cball@murthalaw.com; kpatten@murthalaw.com

Jay S. Geller on behalf of Creditor Western Petroleum Corporation
jgeller@maine.rr.com

Craig Goldblatt on behalf of Interested Party XL Insurance Company, Ltd.
craig.goldblatt@wilmerhale.com

Frank J. Guadagnino on behalf of Creditor Maine Department of Transportation
fguadagnino@clarkhillthorpreed.com

Michael F. Hahn, Esq. on behalf of Creditor Bangor Savings Bank
mhahn@eatonpeabody.com,
clavertu@eatonpeabody.com; dcroizier@eatonpeabody.com; jmiller@eatonpeabody.com; dgerry@eatonpeabody.com

Andrew Helman, Esq. on behalf of Creditor Wheeling & Lake Erie Railway Company
ahelman@mcm-law.com, bankruptcy@mcm-law.com

Andrew Helman, Esq. on behalf of Plaintiff Wheeling & Lake Erie Railway Company
ahelman@mcm-law.com, bankruptcy@mcm-law.com

Paul Joseph Hemming on behalf of Creditor Canadian Pacific Railway Co.
pheemming@briggs.com, pkringen@briggs.com

Seth S. Holbrook on behalf of Creditor Atlantic Specialty Insurance Company
holbrook_murphy@msn.com

Nathaniel R. Hull, Esq. on behalf of Debtor Montreal Maine & Atlantic Railway Ltd.
nhull@verrilldana.com, bankr@verrilldana.com

David C. Johnson on behalf of Creditor Wheeling & Lake Erie Railway Company
bankruptcy@mcm-law.com, djohnson@mcm-law.com

David C. Johnson on behalf of Plaintiff Wheeling & Lake Erie Railway Company
bankruptcy@mcm-law.com, djohnson@mcm-law.com

Jordan M. Kaplan, Esq. on behalf of Creditor Brotherhood of Locomotive Engineers and
Trainmen
jkaplan@zwerdling.com, mwolly@zwerdling.com

Robert J. Keach, Esq. on behalf of Trustee Robert J. Keach
rkeach@bernsteinshur.com,
acummings@bernsteinshur.com; astewart@bernsteinshur.com; kquirk@bernsteinshur.com

Curtis E. Kimball, Esq. on behalf of Creditor Center Beam Flat Car Company, Inc.
ckimball@rudman-winchell.com, jphair@rudman-winchell.com; cderrah@rudmanwinchell.com

Curtis E. Kimball, Esq. on behalf of Creditor First Union Rail
ckimball@rudman-winchell.com, jphair@rudman-winchell.com; cderrah@rudmanwinchell.com

Curtis E. Kimball, Esq. on behalf of Creditor J. M. Huber Corporation
ckimball@rudman-winchell.com, jphair@rudman-winchell.com; cderrah@rudmanwinchell.com

Thomas Addison Knowlton, Esq. on behalf of Creditor Maine Revenue Services
Thomas.a.knowlton@maine.gov

Andrew J. Kull, Esq. on behalf of Creditor Estate of Jefferson Troester
akull@mittelasen.com, ktrogner@mittelasen.com

George W. Kurr, Jr. on behalf of Creditor Estates of David Lacroix Beaudoin
gwkurr@grossminsky.com, tmseymour@grossminsky.com

George W. Kurr, Jr. on behalf of Creditor Estates of Marie Alliance, et al
gwkurr@grossminsky.com, tmseymour@grossminsky.com

George W. Kurr, Jr. on behalf of Creditor Estates of Stephanie Bolduc
gwkurr@grossminsky.com, tmseymour@grossminsky.com

George W. Kurr, Jr. on behalf of Creditor Real Custeau Claimants et al
gwkurr@grossminsky.com, tmseymour@grossminsky.com

Alan R. Lepene, Esq. on behalf of Creditor Eastern Maine Railway Company
Alan.Lepene@ThompsonHine.com, Cathy.Heldt@ThompsonHine.com

Alan R. Lepene, Esq. on behalf of Creditor Maine Northern Railway Company
Alan.Lepene@ThompsonHine.com, Cathy.Heldt@ThompsonHine.com

Alan R. Lepene, Esq. on behalf of Creditor New Brunswick Southern Railway Company
Alan.Lepene@ThompsonHine.com, Cathy.Heldt@ThompsonHine.com

Alan R. Lepene, Esq. on behalf of Interested Party Irving Paper Limited
Alan.Lepene@ThompsonHine.com, Cathy.Heldt@ThompsonHine.com

Alan R. Lepene, Esq. on behalf of Interested Party Irving Pulp & Paper, Limited
Alan.Lepene@ThompsonHine.com, Cathy.Heldt@ThompsonHine.com

Alan R. Lepene, Esq. on behalf of Interested Party J.D. Irving, Limited
Alan.Lepene@ThompsonHine.com, Cathy.Heldt@ThompsonHine.com

Edward MacColl, Esq. on behalf of Creditor CIT Group, Inc.
emaccoll@thomport.com,
bbowman@thomport.com; jhuot@thomport.com; eakers@thomport.com

Benjamin E. Marcus, Esq. on behalf of Interested Party Railroad Acquisition Holdings LLC
bmarcus@dwmlaw.com, hwhite@dwmlaw.com; dsoucy@dwmlaw.com

Benjamin E. Marcus, Esq. on behalf of Interested Party XL Insurance Company, Ltd.
bmarcus@dwmlaw.com, hwhite@dwmlaw.com; dsoucy@dwmlaw.com

George J. Marcus, Esq. on behalf of Creditor Wheeling & Lake Erie Railway Company
bankruptcy@mcm-law.com

George J. Marcus, Esq. on behalf of Plaintiff Wheeling & Lake Erie Railway Company
bankruptcy@mcm-law.com

Patrick C. Maxcy, Esq. on behalf of Creditor Rail World, Inc.
patrick.maxcy@dentons.com

Patrick C. Maxcy, Esq. on behalf of Defendant LMS Acquisition Corp.
patrick.maxcy@dentons.com

Patrick C. Maxcy, Esq. on behalf of Defendant Montreal Maine & Atlantic Corporation
patrick.maxcy@dentons.com

Patrick C. Maxcy, Esq. on behalf of Other Prof. Edward A. Burkhardt, Robert Grindrod, Gaynor Ryan, Joseph McGonigle, Donald M. Gardner, Jr., Cathy Aldana, Rail World, Inc, Rail World Holdings, LLC, Rail World Locomotive Leasing, LLC and Earlston As
patrick.maxcy@dentons.com

John R McDonald, Esq. on behalf of Creditor Canadian Pacific Railway Co.
jmcdonald@briggs.com, mjacobson@briggs.com

Kelly McDonald, Esq. on behalf of Creditor Camden National Bank
kmcdonald@mpmlaw.com, kwillette@mpmlaw.com

Kelly McDonald, Esq. on behalf of Creditor GNP Maine Holdings, LLC
kmcdonald@mpmlaw.com, kwillette@mpmlaw.com

James F. Molleur, Esq. on behalf of Creditor Brotherhood of Locomotive Engineers and
Trainmen
jim@molleurlaw.com,
all@molleurlaw.com;tanya@molleurlaw.com;jen@molleurlaw.com;barry@molleurlaw.com;kati@molleurlaw.com;martine@molleurlaw.com;Jessica@molleurlaw.com

Ronald Stephen Louis Molteni, Esq. on behalf of Interested Party Surface Transportation Board
moltenir@stb.dot.gov

Victoria Morales on behalf of Creditor Maine Department of Transportation
Victoria.Morales@maine.gov,
rhotaling@clarkhillthorpreed.com,Toni.Kemmerle@maine.gov,ehocky@clarkhill.com,Nathan.Moulton@maine.gov,Robert.Elder@maine.gov

Dennis L. Morgan on behalf of Creditor Fred's Plumbing & Heating, Inc.
dmorgan@coopercargillchant.com, hplourde@coopercargillchant.com

Stephen G. Morrell, Esq. on behalf of U.S. Trustee Office of U.S. Trustee
stephen.g.morrell@usdoj.gov

Kameron W. Murphy, Esq. on behalf of Creditor Midwest Railcar Corporation
kmurphy@tuethkeeney.com, gcasey@tuethkeeney.com

Office of U.S. Trustee
ustpregion01.po.ecf@usdoj.gov

Richard P. Olson, Esq. on behalf of Creditor Informal Committee of Quebec Claimants
rolson@perkinsolson.com, jmoran@perkinsolson.com;lkubiak@perkinsolson.com

Jeffrey T. Piampiano, Esq. on behalf of Interested Party XL Insurance Company, Ltd.
jpiampiano@dwmlaw.com, aprince@dwmlaw.com;hwhite@dwmlaw.com

Jennifer H. Pincus, Esq. on behalf of U.S. Trustee Office of U.S. Trustee
Jennifer.H.Pincus@usdoj.gov

William C. Price on behalf of Creditor Maine Department of Transportation
wprice@clarkhill.com, rhotaling@clarkhillthorpreed.com

Joshua Aaron Randlett on behalf of Interested Party Travelers Property Casualty Company of America

jrandlett@rwl.com, kmorris@rwl.com

Elizabeth L. Slaby on behalf of Creditor Maine Department of Transportation

bslaby@clarkhillthorpreed.com

F. Bruce Sleeper, Esq. on behalf of Creditor Guy Ouellet

bankruptcy@jbgh.com

F. Bruce Sleeper, Esq. on behalf of Creditor Louis-Serges Parent

bankruptcy@jbgh.com

F. Bruce Sleeper, Esq. on behalf of Creditor Serge Jacques

bankruptcy@jbgh.com

F. Bruce Sleeper, Esq. on behalf of Creditor Yannick Gagne

bankruptcy@jbgh.com

John Thomas Stemplewicz on behalf of Creditor United States of America

john.stemplewicz@usdoj.gov

Deborah L. Thorne, Esq. on behalf of Creditor GATX Corporation

deborah.thorne@btlaw.com

Timothy R. Thornton on behalf of Creditor Canadian Pacific Railway Co.

pvolk@briggs.com

Mitchell A. Toups on behalf of Interested Party Wrongful Death, Personal Injury, Business, Property and Environmental Clients as of September 1, 2013

matoups@wgttlaw.com, jgordon@wgttlaw.com

Jason C. Webster, Esq. on behalf of Creditor Estates of David Lacroix Beaudoin

jwebster@thewebsterlawfirm.com,

dgarcia@thewebsterlawfirm.com; hvicknair@thewebsterlawfirm.com

William H. Welte, Esq. on behalf of Creditor Atlantic Specialty Insurance Company

wwelte@weltelaw.com

Elizabeth J. Wyman, Esq. on behalf of Creditor Maine Department of Transportation
liz.wyman@maine.gov, eve.fitzgerald@maine.gov