

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

In re:

MONTREAL MAINE & ATLANTIC
CANADA CO.

Foreign Applicant in Foreign Proceeding.

Case. No. 15-20518
Chapter 15

**LIMITED¹ JOINDER OF OFFICIAL COMMITTEE OF VICTIMS IN CHAPTER 11
CASE OF MONTREAL MAINE & ATLANTIC RAILWAY, LTD. IN SUPPORT OF
(I) MONITOR'S (A) VERIFIED PETITION FOR RECOGNITION OF FOREIGN
PROCEEDING AND (B) MOTION FOR ENTRY OF AN ORDER RECOGNIZING AND
ENFORCING THE PLAN SANCTION ORDER OF THE QUEBEC SUPERIOR COURT;
AND (II) TRUSTEE'S RESPONSE TO CANADIAN PACIFIC RAILWAY CO.'S
OBJECTION**

The Official Committee of Victims (the "Victims' Committee") appointed in the chapter 11 case (Case No. 13-10670, the "Chapter 11 Case")² of Montreal Maine & Atlantic Railway, Ltd. ("MMA"), by and through its undersigned counsel, hereby submits this limited joinder (the "Limited Joinder") in support of (I) Richter Advisory Group Inc.'s (the "Monitor") Verified Petition for Recognition of Foreign Proceeding and Related Relief [Docket No. 2] (the "Petition"), regarding the chapter 15 petition of the above-captioned foreign applicant, Montreal Maine & Atlantic Canada Co. ("MMA Canada"), and the Monitor's Motion for Entry of an Order Recognizing and Enforcing the Plan Sanction Order of the Quebec Superior Court (the

¹ The Victims' Committee is not joining in all arguments made by the Monitor and the Trustee but rather only focuses on limited issues which the Victims' Committee believes need to be emphasized. The failure to join in all arguments made by the Monitor and the Trustee should not be viewed by the Court as indicating the Victims' Committee's disagreement with these points as the Victims' Committee is entirely supportive of the overarching goal advocated by the Monitor and the Trustee, which is to make distributions to the Victims (as hereinafter defined) as soon as possible.

² The CCAA proceeding and the Sanction Order (as hereinafter defined) and the Trustee's chapter 11 plan are inextricably intertwined (one cannot become effective without the other) and therefore the distributions to Victims in connection with the Chapter 11 Case is dependent on the Sanction Order and its recognition by this Court. As such the Victims' Committee has more than theoretical standing to be heard in this chapter 15 case because the Victims the Victims' Committee represents have a direct pecuniary interest in the outcome of this case.

“Canadian Court”) [Docket No. 3] (the “Motion”) seeking enforcement within the United States, against persons and entities domiciled with the United States, of the order sanctioning the plan of arrangement of MMA Canada (the “Sanction Order”), which has been unanimously accepted by all voting creditors, including the Victims’ Committee’s constituents, the victims (“Victims”) of the derailment (the “Derailment”), representing nearly 4,000 votes and approximately \$700 million in claims; and (II) the response [Docket No. 43] (the “Trustee’s Response”) of Robert J. Keach, the chapter 11 trustee (the “Trustee”) of MMA in the Chapter 11 Case, to the objection of Canadian Pacific Railway Company (“CP”) to the Motion [Docket No. 31] (the “CP Objection”). In support of this Limited Joinder, the Victims’ Committee respectfully represents as follows:³

Limited Joinder

1. The Victims’ Committee is supportive of this Court granting recognition of the Canadian Court’s orders. The Victims’ Committee is also supportive of the results reflected in the Sanction Order and, other than in connection with certain very limited issues that have no bearing on the Motion or the Petition (and which the Victims’ Committee believes should be resolved prior to the confirmation hearing to consider the chapter 11 plan), is supportive of the chapter 11 plan filed by the Trustee in the Chapter 11 Case. It is instrumental to the cooperative cross-border process that has defined these dual proceedings that the Sanction Order be granted recognition. Thus, the Victim’s Committee files this Limited Joinder to voice its support for recognition of the various orders of the Canadian Court, including the Sanction Order, and to respond to the CP Objection. The Victims’ Committee will not repeat here many of the well-reasoned arguments in the Petition, the Motion, and the Trustee’s Response, but notes that the Sanction Order, the Chapter 11 Plan, and the settlements embodied in those documents will

³ Capitalized terms used herein shall have the meaning ascribed to them in the Monitor’s Motion.

provide a meaningful recovery for victims of the unthinkable tragedy of the Derailment and thus the Motion should be approved and the CP Objection overruled.

2. Beyond general support, however, the Victims' Committee desires to express its strong objection to the CP Objection which is particularly egregious because CP is, by its own admission, incorporated and domiciled in Canada. *See Canadian Pacific Railway Company's Motion to Dismiss* [Docket No. 140, Adv. Proc. 14-1001] ("CP is a corporation organized and existing under the laws of Canada, with its principal place of business in Calgary, Canada . . ."). Certainly one of the purposes of the Motion is to enforce the Sanction Order within the United States against persons and entities domiciled in the United States. Indeed, CP appeared before the Canadian Court to oppose the entry of the Sanction Order and lost. Therefore, CP should not use this Court to mount a collateral attack on the Sanction Order of the Canadian Court.

3. Additionally, CP's argument that enforcement of the Sanction Order would be premature until its appeal of the Sanction Order is heard is a red herring. CP Objection at 27. This Court's recognition of the Sanction Order has zero impact on CP's appeal. This Court's recognition of the Sanction Order does not expand or alter the scope of the Sanction Order and if the Sanction Order is eventually overturned on appeal there will be nothing left to enforce in the United States. Recognition is just that, recognition of another jurisdiction's order in whatever form that order takes.

4. This Court should deny the CP Objection for what it is: a collateral attack on the Sanction Order.

Waiver of Requirements of Local Rule 9013-1(f)

5. In light of the limited nature of the Victims' Committee's Joinder and the fact that the Victims' Committee is supporting the relief requested in the Motion, the Victims' Committee

respectfully requests that the Court waive the requirements of Local Bankruptcy Rule 9013-1(f) requiring that any response to a motion admit or deny each allegation of the motion.

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WHEREFORE, the Victims' Committee respectfully requests that the Court enter an order (i) approving the Petition and the Motion, (ii) denying the CP Objection, and (iii) granting such other relief as this Court may deem just and proper.

Dated: August 19, 2015

Respectfully submitted,

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CERTIFICATE OF SERVICE

I hereby certify that on August 19, 2015, I electronically filed the *Limited Joinder of Official Committee of Victims In Chapter 11 Case of Montreal Maine & Atlantic Railway, Ltd. in Support of (I) Monitor's (a) Verified Petition for Recognition of Foreign Proceeding and (b) Motion For Entry of an Order Recognizing and Enforcing the Plan Sanction Order of the Quebec Superior Court; and (II) Trustee's Response to Canadian Pacific Railway Co.'s Objection*, with the Clerk of Court using the CM/ECF system which will send notification of such filing to the parties of record who have registered as CM/ECF participants.

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