

CANADA

SUPERIOR COURT
(Commercial Division)

PROVINCE OF QUÉBEC
DISTRICT OF ST-FRANÇOIS

(Sitting as a court designated pursuant to the
Companies' Creditors Arrangement Act, R.S.C.
c. C-36, as amended)

N°: 450-11-000167-134

Sherbrooke, December 19, 2013

PRESENT: The Honourable Justice
Gaétan Dumas, J.S.C.

IN THE MATTER OF THE PLAN OF
COMPROMISE OR ARRANGEMENT OF:

**MONTREAL, MAINE & ATLANTIC
CANADA CO. (MONTREAL, MAINE &
ATLANTIQUE CANADA CIE)**

Debtor-Petitioner

and

**RICHTER ADVISORY GROUP INC.
(RICHTER GROUPE CONSEIL INC.)**

Monitor-Petitioner

ORDER

SEEING Petitioner's *Motion to increase the amount of the administration charge pursuant to the Companies' Creditors Arrangement Act*, R.S.C. 1985, C-36 (as amended the "CCAA") dated December 13, 2013 and the affidavit filed in support thereof, as well as the submissions of counsel present at the hearing;

GIVEN the provisions of the CCAA;

GIVEN the reasons stated at the hearing;

WHEREFORE, MAY IT PLEASE THE COURT:

- [1] **GRANTS** the present *Motion to Increase the Amount of the Administration Charge*;
- [2] **ORDERS** that paragraph 41 of the Initial Order be amended to read as follows:
- [3] **DECLARES** that the Monitor, the Monitor's legal counsel (Woods LLP), the Petitioner's legal counsel (Gowling Lafleur Henderson LLP) and the Monitor and the Petitioner's respective advisers, as security for the professional fees and disbursements incurred both before and after the making of the Order and directly related to these proceedings, the Plan and the Restructuring, be entitled to the benefit of and are hereby granted a charge and security in the Property to the extent of the aggregate amount of \$3,250,000 (the "Administration Charge"), having the priority established by paragraphs [42] and [43] hereof;
- [4] **ORDERS** that, the Administration Charge shall be decreased by the amount of any payment made on account of the Restructuring Fees;
- [5] **ORDERS** the provisional execution of the order to intervene herein notwithstanding any appeal, without the necessity of furnishing any security;
- [6] **THE WHOLE WITHOUT COSTS**, save and except in the event of contestation.

GAÉTAN DUMAS

THE HONOURABLE GAÉTAN DUMAS, J.C.S.