

CANADA

**SUPERIOR COURT**  
(Commercial Division)

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PROVINCE OF QUEBEC  
DISTRICT OF ST-FRANCOIS

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, September 12, 2014

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

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

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

DEBTOR

and

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

MONITOR

and

**ATTORNEY GENERAL OF QUÉBEC**

PETITIONER

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**ORDER**

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**SEEING** the Motion of the Attorney General of Quebec (the "**Province**") for the determination of the allocation of the sale price of the Debtor's assets in Canada (*Requête du Procureur Général du Québec pour faire déterminer l'allocation du prix de vente des actifs de la Débitrice au Canada*) filed in the present *Companies' Creditors Arrangement Act* ("**CCAA**") proceedings;

**SEEING** the request made by the United States of America, acting through the Department of Transportation, Federal Railroad Administration ("**FRA**"), within the scope of the Chapter 11

proceedings pending before the U.S. Bankruptcy Court, District of Maine, for an order allocating the proceeds of sale of the assets of Montreal Maine & Atlantic Railway, Ltd. ("**MMA USA**") and the Debtor between the estates of each entity in separate cases pending in the U.S. and Canada (the "**Allocation Motion**");

**SEEING** the objections to the Allocation Motion of Wheeling and Lake Erie Railway Company ("**Wheeling**") and the Province;

**SEEING** the Motion of the Province, within the scope of the present CCAA proceedings, for a joint hearing to be convened by the U.S. Bankruptcy Court for the District of Maine and the Superior Court for the Province of Quebec (*Requête du Procureur Général du Québec pour la tenue d'une audition commune sur la requête pour faire déterminer l'allocation du prix de vente*);

**SEEING** the judgment rendered on August 20, 2014 by Mr. Justice Kornreich of the U.S. Bankruptcy Court on a parallel request from the Province in the MMA USA Chapter 11 proceedings;

**GIVEN** the provisions of the CCAA;

**WHEREFORE, THE COURT:**

- [1] **ORDERS** that the Province's motion for a joint hearing be and it is hereby granted;
- [2] **ORDERS** that the FRA and the Province submit to this court and the U.S. Bankruptcy Court, District of Maine, a proposed form of scheduling order for the joint U.S. and Canadian hearing on the Allocation Motion;
- [3] **THE WHOLE** without costs.

**GAÉTAN DUMAS**

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THE HONOURABLE GAÉTAN DUMAS, J.S.C.