

CANADA

**SUPERIOR COURT**  
(Commercial Division)

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, May 30<sup>th</sup>, 2016

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)**

PETITIONER

and

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

MONITOR

**ORDER**

**SEEING** Petitioner's *Motion for a Fourteenth Order Extending the Stay Period and for Approval of Professional Fees* (the "**Motion**") pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, C-36 (as amended, the "**CCAA**") and the affidavit in support thereof, as well as the Monitor's Twenty-Second Report;

**GIVEN** the representations made by counsel with respect to the Motion, as well as with respect to the letter of April 28, 2016 from counsel for Canadian Pacific Railway Company;

**GIVEN** the provisions of the CCAA;

**GIVEN** the reasons provided at the hearing;

**WHEREFORE, THE COURT :**

[1] **GRANTS** the Motion;

[2] **DECLARES** that the notices given of the presentation of the Motion are adequate and sufficient;

[3] **ORDERS** that the Stay Period, as defined in the Initial Order, be extended up to and including December 15, 2016, the whole subject to all the other terms of the Initial Order and subject to paragraph 4 of the present Order;

- [4] **DECLARES** that the stay of proceedings imposed by the Initial Order is not extended in respect of Montreal, Maine & Atlantic Canada Co. and Mr. Thomas Harding solely with respect to the class action proceedings instituted on July 15, 2013 before the Superior Court of Quebec in the file bearing no. 480-06-00000-132;
- [5] **ORDERS** that all capitalized terms not otherwise defined herein shall have the meanings ascribed thereto in the Amended Plan of Compromise and Arrangement dated as of June 8, 2015 (the "**Amended Plan**");
- [6] **DECLARES** that the Initial Order, as amended on August 23, 2013, September 4, 2013, October 9, 2013, January 23, 2014, February 11, 2014, February 25, 2014, March 12, 2014, April 29, 2014, June 30, 2014, September 24, 2014, November 24, 2014, April 15, 2015 and November 30, 2015 shall remain otherwise unchanged;
- [7] **APPROVES** the fees and disbursements of the following professionals (the "**Professionals**") as at February 29, 2016 in the following amounts:
- a) \$1,079,485 to Richter Advisory Group Inc., Monitor;
  - b) \$183,275 to the Monitor's counsel, Woods LLP;
  - c) \$5,235 (US\$3,490) to the Monitor's U.S. counsel, Verrill Dana LLP;
  - d) \$198,324 to Petitioner's counsel, Gowling WLG (Canada) LLP;
- [8] **ORDERS** the Monitor to pay those fees and disbursements, plus applicable sales taxes, from the Indemnity Fund;
- [9] **ORDERS** that the balance of the Administration Charge be held by the Monitor to secure the payment of all fees and disbursements to be incurred from March 1, 2016 to the closing of the CCAA Proceeding;
- [10] **ORDERS** the provisional execution of this Order notwithstanding any appeal, without the necessity of furnishing any security;
- [11] **THE WHOLE** without costs.

**GAÉTAN DUMAS**

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GAETAN DUMAS, J.S.C.