

CANADA

COURT OF APPEAL

PROVINCE OF QUEBEC

DISTRICT OF MONTREAL

No. : 500-09-023970-130

---

**IN THE MATTER OF THE ARRANGEMENT  
RELATING TO:**

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

Debtor/Respondent

-AND-

**MONTREAL MAINE & ATLANTIC RAILWAY LTD.**

-AND-

**LMS ACQUISITION CORPORATION**

-AND-

**MONTREAL MAINE & ATLANTIC CORPORATION**

Mises en Cause

-AND-

**RICHTER ADVISORY GROUP INC.**

Monitor

-AND-

**TRAVELERS PROPERTY CASUALTY COMPANY  
OF AMERICA**

Petitioner

---

**DECLARATION OF OUT-OF-COURT SETTLEMENT**

The parties, through their undersigned attorneys, declare the present case settled out of Court, each party paying its own costs.

***[Signature page will follow]***

Montreal, November 19, 2014

*Gowling Lafleur Henderson*  
**GOWLING LAFLEUR HENDERSON LLP**

Attorneys for Debtor/Respondent,  
MONTRÉAL, MAINE & ATLANTIC CANADA CO.  
/ (MONTRÉAL, MAINE & ATLANTIQUE  
CANADA CIE)

Montreal, November \_\_\_\_, 2014

---

**WOODS LLP**

Attorneys for Monitor, RICHTER ADVISORY  
GROUP INC.

Montreal, November \_\_\_\_, 2014

---

**MCMILLAN LLP**

Attorneys for Petitioner, TRAVELERS  
PROPERTY CASUALTY COMPANY OF  
AMERICA

Montreal, November \_\_\_\_, 2014

---

**GOWLING LAFLEUR HENDERSON LLP**

Attorneys for Debtor/Respondent,  
MONTRÉAL, MAINE & ATLANTIC CANADA CO.  
/ (MONTRÉAL, MAINE & ATLANTIQUE  
CANADA CIE)

Montreal, November 7, 2014

*Woods LLP*

---

**WOODS LLP**

Attorneys for Monitor, RICHTER ADVISORY  
GROUP INC.

Montreal, November 10, 2014

*McMillan LLP*

---

**MCMILLAN LLP**

Attorneys for Petitioner, TRAVELERS  
PROPERTY CASUALTY COMPANY OF  
AMERICA

N° / No.: 500-09-023970-130

---

COURT OF APPEAL

---

**IN THE MATTER OF THE ARRANGEMENT  
RELATING TO:**

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

Debtor/Respondent

-and-

MONTREAL MAINE & ATLANTIC RAILWAY LTD.

-and-

LMS ACQUISITION CORPORATION

-and-

MONTREAL MAINE & ATLANTIC CORPORATION

Mises en cause

-and-

RICHTER ADVISORY GROUP INC.

Monitor

-and-

TRAVELERS PROPERTY CASUALTY COMPANY OF  
AMERICA

Petitioner

---

**COPY TO:**

Me Sylvain Vauclair  
WOODS LLP  
2000, avenue McGill College  
Bureau 1700  
Montréal (Québec) H3A 3H3

---

**DECLARATION OF OUT-OF-COURT  
SETTELEMENT**

---

**M<sup>e</sup> ANDREI PASCU**

Réf. / Ref.: 220972/AP/ac

Procureurs pour / Attorneys for

PETITIONER TRAVELERS PROPERTY CASUALTY  
COMPANY OF AMERICA

---

**McMillan S.E.N.C.R.L., s.r.l./LLP**

1000 Sherbrooke O.W., #2700, Montréal, Québec,  
Canada H3A 3G4

t 514.987.5000 | f 514.987.1213

BM0259

20.11.14