

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MAINE**

In re:) **Chapter 11**
)
MONTREAL MAINE & ATLANTIC) **Case No. 13-10670**
RAILWAY, LTD.)
)
Debtor.)

ORDER GRANTING RELIEF FROM AUTOMATIC STAY

Upon the Motion of Maine Northern Railway Company and New Brunswick Southern Railway Company Limited for Relief from Automatic Stay (the "Motion"); Robert J. Keach, as chapter 11 trustee in the above-captioned case of Montreal, Maine & Atlantic Railway, Ltd. ("MMA"), the Official Committee of Derailment Victims and Wheeling and Lake Erie Railway Company ("Wheeling") having consented to the entry of this Order; and good cause appearing herefor; it is hereby

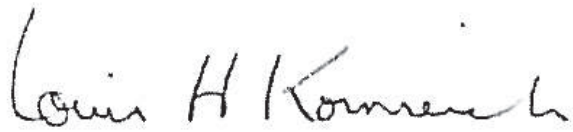
ORDERED, that the Motion is hereby GRANTED on the terms set forth in this Order. The automatic stay is lifted to permit Maine Northern Railway Company and New Brunswick Southern Railway Company Limited (together, "Movants") (i) to exercise their setoff rights in the event the United States District Court for the District of Maine determines in the context of the District Court Case¹ that Movants have valid rights of setoff that are superior to Wheeling's claimed security interest in MMA's accounts receivable and (ii) to serve limited discovery upon MMA regarding amounts owed to and from MMA and the Movants, in the event it is determined that the automatic stay applies to the Movants' right to obtain discovery from MMA for the purpose of establishing Movants' defenses to Wheeling's claims in the District Court Case; and further

¹ Capitalized terms not defined herein shall have the meaning given to them in the Motion.

ORDERED, that the consent of Wheeling to entry of this Order shall not constitute an admission by Wheeling that Movants or either of them have or has any valid setoff rights, or if they do, the amount thereof; and all rights and claims of Wheeling in the District Court case shall be unaffected by entry of this Order; and further

ORDERED, that this Order shall become final in fourteen (14) days unless a party in interest sooner objects, in which case the matter shall be set for hearing and considered by the Court as if this Order had not been entered.

Dated: January 26, 2015



United States Bankruptcy Judge

Seen and consented to:

**ROBERT J. KEACH
CHAPTER 11 TRUSTEE OF
MONTREAL MAINE &
ATLANTIC RAILWAY, LTD.**

**OFFICIAL COMMITTEE OF
DERAILMENT VICTIMS**

By its attorneys:

By his attorneys:

/s/ Michael A. Fagone
Michael A. Fagone, Esq.
BERNSTEIN, SHUR, SAWYER
& NELSON, P.A.
100 Middle Street
P.O. Box 9729
Portland, ME 04104-5029
Telephone: (207) 774-1200
Facsimile: (207) 774-1127

/s/ Luc A. Despins
Luc A. Despins, Esq.
PAUL HASTINGS LLP
Park Avenue Tower
75 East 55th Street, First Floor
New York, New York 10022
Telephone: (212) 318-6000
Facsimile: (212) 319-4090

-and-

/s/ Richard P. Olson
Richard P. Olson, Esq.
PERKINS OLSON
32 Pleasant Street
PO Box 449
Portland, Maine 04112
Telephone: (207) 871-7159
Facsimile: (207) 871-0521

**WHEELING & LAKE ERIE RAILWAY
COMPANY**

By its attorneys:

/s/ George J. Marcus
George J. Marcus, Esq.
MARCUS, CLEGG & MISTRETТА, P.A.
One Canal Plaza, Suite 600
Portland, ME 04101
Telephone: (207) 828-8000