

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE

In re:

MONTREAL MAINE & ATLANTIC  
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670

Chapter 11

**ORDER GRANTING THIRD INTERIM APPLICATION FOR COMPENSATION AND  
REIMBURSEMENT OF EXPENSES FOR BERNSTEIN, SHUR, SAWYER & NELSON,  
P.A., AS COUNSEL TO THE TRUSTEE, ROBERT J. KEACH, FOR THE PERIOD  
FROM OCTOBER 1, 2014 THROUGH OCTOBER 31, 2015**

This matter having come before the Court on the Third Interim Application for Compensation and Reimbursement of Expenses for Bernstein, Shur, Sawyer & Nelson, P.A., as Counsel to the Trustee, Robert J. Keach, for the Period from October 1, 2014 Through October 31, 2015 (the "Fee Application"), and after proper notice to all creditors and other parties-in-interest, the Court having independently reviewed the Fee Application, it is hereby **ORDERED**, **ADJUDGED**, and **DECREED** as follows:

1. The Fee Application is granted.<sup>1</sup>
2. In relation to the Compensation Period and, pursuant to 11 U.S.C. § 331, Bernstein, Shur, Sawyer & Nelson, P.A. ("BSSN") is allowed compensation for services to the Trustee in the aggregate amount of **\$913,839.71**, including professional fees in the amount of \$902,228.00 and reimbursement of expenses in the amount of \$11,611.71.

---

<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Fee Application.

3. The Fees and expenses for the Compensation Period are hereby awarded on an interim basis in accordance with the applicable sections of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and this Court's local rules.

Dated: December 7, 2015

/s/ Peter G. Cary  
\_\_\_\_\_  
The Honorable Peter G. Cary  
Chief Judge, United States Bankruptcy Court

Certificate of Notice Page 3 of 5  
 United States Bankruptcy Court  
 District of Maine

In re:  
 Montreal Maine & Atlantic Railway Ltd.  
 Jacques Laprise  
 Debtors

Case No. 13-10670-PGC  
 Chapter 11

**CERTIFICATE OF NOTICE**

District/off: 0100-1

User: kford  
 Form ID: pdf901

Page 1 of 3  
 Total Noticed: 93

Date Rcvd: Dec 07, 2015

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Dec 09, 2015.

db #Montreal Maine & Atlantic Railway Ltd., 15 Iron Road, Hermon, ME 04401  
 aty +Alan S. Gilbert, Dentons US LLP, 233 South Wacker Drive, Suite 7800,  
 Chicago, IL 60606-6459  
 aty #+Allison M. Brown, Weil, Gotshal & Manges LLP, 301 Carnegie Center, Suite 303,  
 Princeton, NJ 08540-6589  
 aty +Arvin Maskin, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153-0119  
 aty Bernstein, Shur, Sawyer & Nelson, 100 Middle Street 6th Floor, PO Box 9729,  
 Portland, ME 04104-5029  
 aty +Bill Kroger, Baker Botts, 910 Louisiana Street, Houston, TX 77002-4995  
 aty +Blaire Cahn, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153-0119  
 aty +Christopher Fong, Esq., Paul Hastings LLP, 75 East 55th St., New York, NY 10022-3404  
 aty +Christopher J. Panos, Partridge Snow & Hahn, 30 Federal Street, Boston, MA 02110-2508  
 aty +Craig D. Brown, Meyers & Flowers, LLC, 3 North Second Street, Suite 300,  
 St. Charles, IL 60174-1870  
 aty +Deborah L. Thorne, Esq., Barnes & Thornburg LLP, 1 North Wacker Drive, Suite 4400,  
 Chicago, IL 60606-2841  
 aty Dennis M. Ryan, Esq., Faegre Baker Daniels LLP, 90 South 7th St Ste 2200,  
 Minneapolis, MN 55402-3901  
 aty +Devon H. MacWilliam, Partridge Snow & Hahn, LLP, 30 Federal Street, Boston, MA 02110-2508  
 aty #+Diane P. Sullivan, Weil, Gotshal & Manges LLP, 301 Carnegie Center, Suite 303,  
 Princeton, NJ 08540-6589  
 aty +Elizabeth S. Whyman, Murtha Cullina LLP, 99 High Street, Boston, MA 02110-2327  
 aty +Eric M. Hocky, Clark Hill Thorp Reed, 2005 Market Street, Suite 1000,  
 Philadelphia, PA 19103-7031  
 aty +Isley Markman Gostin, WilmerHale, 1875 Pennsylvania Avenue, NW, Washington, DC 20006-3642  
 aty +James K. Robertson, Jr., Esq., Carmody Torrance Sandak & Hennessey, 50 Leavenworth Street,  
 Waterbury, CT 06702-2112  
 aty +Jason R. Gagnon, Esq., Carmody Torrance Sandak & Hennessey, 50 Leavenworth Street,  
 Waterbury, CT 06702-2112  
 aty +Jeffrey C. Steen, Esq., Sidley Austin LLP, One South Dearborn, Chicago, IL 60603-2323  
 aty +Ji Eun Kim, Paul Hastings, LLP, 75 East 55th Street, New York, NY 10022-3404  
 aty +John L. Scott, Reed Smith LLP, 599 Lexington Avenue, New York, NY 10022-7684  
 aty Joseph M Bethony, Gross, Minsky & Mogul, P.A., 23 Water Street, Suite 400, PO Box 917,  
 Bangor, ME 04402-0917  
 aty +Joseph P. Rovira, Andrews Kurth LP, 600 Travis St., Suite 4200, Houston, TX 77002-2929  
 aty +Julie Alleen Hardin, Reed Smith LLP, 811 Main Street, Suite 1700, Houston, TX 77002-6110  
 aty +Kyle J. Ortiz, Esq., Paul Hastings LLP, 75 East 55th Street, New York, NY 10022-3404  
 aty +Luc A. Despina, Paul Hastings, LLP, 75 East 55th Street, New York, NY 10022-3404  
 aty +Marcia L. Goldstein, Weil, Gotshal & Manges LLP, 767 Fifth Avenue,  
 New York, NY 10153-0119  
 aty +Marcus A. Helt, Gardere Wynne Sewell LLP, 1601 Elm St., Ste. 3000, Dallas, TX 75201-4761  
 aty +Mark F. Rosenberg, Sullivan & Cromwell LLP, 125 Broad Street, New York, NY 10004-2498  
 aty +Mark W. Zimmerman, Clausen Miller PC, 10 South LaSalle Street, Chicago, IL 60603-1098  
 aty +Maureen Daneby Cox, Esq., Carmody Torrance Sandak & Hennessey, 50 Leavenworth Street,  
 Waterbury, CT 06702-2112  
 aty +Michael R. Enright, Robinson & Cole, LLP, 280 Trumbull Street, Hartford, CT 06103-3597  
 aty +Michael S. Wolly, Esq., Zwerdling, Paul, Kahn & Wolly, PC, 1025 Connecticut Ave., N.W.,  
 Washington, DC 20036-5405  
 aty +Michael Siedband, Bernstein, Shur, Sawyer & Nelson, PA, 100 Middle Street, P.O. Box 9729,  
 Portland, ME 04104-5029  
 aty +Omar J. Alaniz, Baker Botts, 2001 Ross Avenue, Dallas, TX 75201-2980  
 aty +Paul Hastings LLP, 75 East 55th St., New York, NY 10022-3404  
 aty +Randy L. Fairless, Johanson & Fairless, LLC, 1456 First Colony Blvd.,  
 Sugar Land, TX 77479-4084  
 aty +Robert Jackstadt, Tueth, Keeney, Cooper, Mohan & Jackstadt, 101 West Vandalia, Suite 210,  
 Edwardsville, IL 62025-1949  
 aty +Sarah R. Borders, King & Spalding LLP, 1180 Peachtree Street, NE, Atlanta, GA 30309-7525  
 aty +Shaw Fishman Glantz & Towbin LLC, 321 N. Clark Street, Suite 800, Chicago, IL 60654-4766  
 aty +Stefanie Wowchuck McDonald, 233 South Wacker Drive, Suite 7800, Chicago, IL 60606-6459  
 aty +Stephen Edward Goldman, Robinson & Cole LLP, 280 Trumbull Street, Hartford, CT 06103-3597  
 aty +Stephen Wald, Partridge Snow & Hahn, LLP, 30 Federal Street, Boston, MA 02110-2508  
 aty +Steven J. Boyajian, Robinson & Cole LLP, One Financial Plaza, Suite 1430,  
 Providence, RI 02903-2485  
 aty +Terence M. Hynes, Esq., Sidley Austin LLP, 1501 K. Street N.W., Washington, DC 20005-1420  
 aty +Thomas A. Labuda, Jr., Sidley Austin, LLP, One South Dearborn, Chicago, IL 60603-2323  
 aty +Timothy A. Davidson, Andrews Kurth LP, 600 Travis St., Suite 4200, Houston, TX 77002-2929  
 aty +Victoria Morales, Esq., Maine Department of Transportation, 16 State House Station,  
 Augusta, ME 04333-0016  
 aty +Victoria Vron, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153-0119  
 aty +Virginia Strasser, Surface Transportation Board, 395 E Street, S.W.,  
 Washington, DC 20423-0012  
 aty William K. McKinley, Esq., Troubh Heisler, 511 Congress Street, PO Box 9711,  
 Portland, ME 04104-5011

District/off: 0100-1 User: kford Page 2 of 3 Date Rcvd: Dec 07, 2015  
Form ID: pdf901 Total Noticed: 93

aty +William R. Moorman, Partridge Snow & Hahn LLP, 30 Federal Street, Boston, MA 02110-2508  
aty +Wystan M. Ackerman, Robinson & Cole LLP, 280 Trumbull Street, Hartford, CT 06103-3597  
tr +Robert J. Keach, Bernstein Shur Sawyer & Nelson, 100 Middle Street, P.O. Box 9729,  
Portland, ME 04104-5029  
cr +Clean Harbors, 42 Lonwater Dr., Norwell, MA 02061-1612  
cr Daniel Aube, 308 St-Lambert Street, Sherbrooke, QU J1CON9, CANADA  
fa +Development Specialists, Inc., Fred Caruso, Suite 2300, 70 West Madison Street,  
Chicago, IL 60602-4250  
cr +Eastern Maine Railway Company, c/o Alan Lepene, 3900 Key Center, 127 Public Square,  
Cleveland, OH 44114-1217  
cr +Estates of Marie Alliance, et al, c/o Murtha Cullina LLP, 99 High Street,  
Boston, ME 02110-2320  
cr +Estates of Stephanie Bolduc, c/o Meyers & Flowers, LLC, 3 North Second Street, Suite 300,  
St. Charles, IL 60174-1870  
cr +Fred's Plumbing & Heating, Inc., 328 Main Street, Derby, VT 05829-9743  
cr Frederick J. Williams, 74 Bellevue Street, Compton, QU JOB 1L0, CANADA  
cr +GNP Maine Holdings, LLC, 50 Main Street, East Millinocket, ME 04430-1158  
cr +General Electric Railcar Services Corporation, c/o Pierce Atwood LLP,  
Attn: Keith J. Cunningham, 254 Commercial Street, Portland, ME 04101-1110  
intp +Irving Paper Limited, c/o Pierce Atwood LLP, Attn: Keith J. Cunningham,  
254 Commercial Street, Portland, ME 04101-1110  
intp +Irving Pulp & Paper, Limited, c/o Pierce Atwood LLP, Attn: Keith J. Cunningham,  
254 Commercial Street, Portland, ME 04101-1110  
intp +J.D. Irving, Limited, c/o Pierce Atwood LLP, 254 Commercial Street,  
Portland, ME 04101-4664  
cr +Jeffrey C. Durant, 1029 Main Rd., Brownville, ME 04414-3208  
sp Kugler Kandestin LLP, c/o Gerald F. Kandestin, 1 Place Ville-Marie, Suite 2101,  
Montreal, QB H3B 2C6, CANADA  
cr +Lexington Insurance Company, c/o Marcus A. Helt, Esq., Gardere Wynne Sewell LLP,  
1601 Elm St Ste 3000, Dallas, TX 75201-4761  
cr +Maine Department of Transportation, c/o Victoria Morales, 16 State House Station,  
Augusta, ME 04333-0016  
cr +Maine Northern Railway Company, c/o Alan Lepene, 3900 Key Center, 127 Public Square,  
Cleveland, OH 44114-1217  
cr +New Brunswick Southern Railway Company, c/o Alan R. Lepene, 3900 Key Center,  
127 Public Square, Cleveland, OH 44114-1217  
intp +Oasis Petroleum, Inc., c/o Timothy H. Norton, Esq., P.O. Box 597, Portland, ME 04112-0597  
cr +Real Custeau Claimants et al, c/o Mitchell A. Toups, Esq., PO Box 350,  
Beaumont, TX 77704-0350  
cr +Robert D. Thomas, 49 Park Street, Dexter, ME 04930-1439  
cr +Shell Oil Company, c/o Jessica Lewis, Molleur Law Office, 95 Main Street,  
Auburn, ME 04210-5854  
cr +Sierra Liquidity Fund, LLC, 19772 MacArthur Blvd. # 200, Irvine, CA 92612-2405  
cr +Stephen C. Currie, 17 Dodlin Road, Enfield, ME 04493-4204  
intp +Surface Transportation Board, 395 E Street, S.W., Washington, DC 20423-0012  
cr Trinity Industries Leasing, Inc., c/o One City Center, Portland, ME 04101  
cr Trinity Industries, Inc., c/o One City Center, Portland, ME 04101  
cr Trinity Rail Leasing 2012 LLC, c/o One City Center, Portland, ME 04101  
cr Trinity Tank Car, Inc., c/o One City Center, Portland, ME 04101  
cr Union Tank Car Company, c/o Regan M. Haines, PO Box 7320, Portland, ME 04112-7320  
cr +United States of America, c/o Department of Justice, Civil Divisio, 1100 L Street, N.W.,  
Room 10052, Washington, DC 20005-4035  
intp +William R. Moorman, Jr., Partridge Snow & Hahn, LLP, 30 Federal Street,  
Boston, MA 02110-2508

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

aty E-mail/Text: mhenderson@verrilldana.com Dec 07 2015 20:35:54 Verrill & Dana, LLP,  
One Portland Square, P.O. Box 586, Portland, ME 04112-0586  
aty E-mail/Text: mhenderson@verrilldana.com Dec 07 2015 20:35:54 Verrill Dana LLP,  
One Portland Square, P.O. Box 586, Portland, ME 04112-0586  
cr E-mail/Text: bankruptcy@bangor.com Dec 07 2015 20:35:57 Bangor Savings Bank, P.O.Box 930,  
Bangor, ME 04402-0930  
cr +E-mail/Text: ckimball@rudmanwinchell.com Dec 07 2015 20:36:06  
Center Beam Flat Car Company, Inc., c/o Curtis Kimball, Esq., P.O. Box 1401,  
Bangor, ME 04402-1401  
cr +E-mail/Text: ckimball@rudmanwinchell.com Dec 07 2015 20:36:06 First Union Rail,  
c/o Curtis Kimball, Esq., P.O. Box 1401, Bangor, ME 04402-1401

TOTAL: 5

\*\*\*\*\* BYPASSED RECIPIENTS (undeliverable, \* duplicate) \*\*\*\*\*

cr DPTS Marketing, LLC  
cr Dakota Petroleum Transport Solutions, LLC  
cr Estate of Jefferson Troester  
intp Wrongful Death, Personal Injury, Business, Propert

TOTALS: 4, \* 0, ## 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.  
USPS regulations require that automation-compatible mail display the correct ZIP.

District/off: 0100-1

User: kford  
Form ID: pdf901

Page 3 of 3  
Total Noticed: 93

Date Rcvd: Dec 07, 2015

\*\*\*\*\* BYPASSED RECIPIENTS (continued) \*\*\*\*\*

Addresses marked '#' were identified by the USPS National Change of Address system as requiring an update. While the notice was still deliverable, the notice recipient was advised to update its address with the court immediately.

**I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.**

**Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.**

Date: Dec 09, 2015

Signature: /s/Joseph Speetjens

---

### CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on December 7, 2015 at the address(es) listed below:  
NONE.

TOTAL: 0