

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

In re:

MONTREAL MAINE & ATLANTIC
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670
Chapter 11

**AMENDED ORDER GRANTING APPLICATION FOR ORDER, PURSUANT TO SECTIONS
327 AND 328 OF THE BANKRUPTCY CODE, AUTHORIZING THE EMPLOYMENT
OF COVINGTON & BURLING LLP, AS SPECIAL REGULATORY
COUNSEL FOR THE TRUSTEE *NUNC PRO TUNC* TO AUGUST 21, 2013**

Upon consideration of Robert J. Keach's (the "Trustee") Application for Order, Pursuant to Sections 327 and 328 of the Bankruptcy Code, Authorizing the Employment of Covington & Burling LLP, as Special Regulatory Counsel for the Trustee *Nunc Pro Tunc* to August 21, 2013 (the "Application"), and upon consideration of the Declaration of Michael St. Patrick Baxter, Esquire in Support of the Application for Order, Pursuant to Sections 327 and 328 of the Bankruptcy Code, Authorizing the Employment of Covington & Burling LLP as Special Regulatory Counsel for the Trustee *Nunc Pro Tunc* to August 21, 2013 (the "Baxter Declaration"), and it satisfactorily appearing that attorney Michael St. Patrick Baxter and the firm of Covington & Burling LLP ("Covington") do not represent or hold any interest adverse to the Debtor or the estate in the regulatory matters upon which Covington is to be engaged, and it satisfactorily appearing that the employment of Covington will be in the best interest of the Debtor's estate, it is hereby **ORDERED**, **ADJUDGED** and **DECREED** as follows:

1. The Application is granted.
2. The Trustee be and hereby is authorized to employ Covington as his attorneys in all matters which require the services of such counsel on the terms set forth in the Application,

and to execute and deliver Covington's engagement letter.

3. Service of the Application, the Baxter Declaration and proposed order was sufficient notice to parties under the circumstances of the Case.¹

4. The legal services rendered or to be rendered by Covington may include the following:

- (a) Providing consulting and legal services necessary to obtain authorizations from the Surface Transportation Board ("STB"), the Federal Railroad Administration ("FRA"), and/or the United States Department of Transportation ("DOT") required in connection with the Case or the Canadian Case;
- (b) Assisting the Trustee in any investigations, proceedings, litigation, negotiations, and transactions before the STB, FRA, and/or DOT;
- (c) Preparing and filing any and all necessary or desirable STB, FRA, and/or DOT pleadings;
- (d) Appearing at any and all necessary or desirable administrative proceedings that may be brought before the STB, FRA, and/or DOT;
- (e) Providing regulatory legal services and advice to the Trustee in connection with the Canadian Case; and
- (f) Providing regulatory legal services and advice to the Trustee in connection with the Case.

5. Covington shall apply to the Court for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Case in accordance with the applicable provisions of the Bankruptcy Code, the Fed. R. Bankr. P., the Local Rules, the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330, and any applicable orders of the Court.

¹ Capitalized terms not specifically defined herein shall have the meaning ascribed to such terms in the Application.

6. In determining the amount of reasonable compensation to be awarded to Covington, the Court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors including those enumerated in 11 U.S.C. § 330.

Dated: September 3, 2013



The Honorable Louis H. Kornreich
U. S. Bankruptcy Judge, District of Maine

SEEN AND AGREED TO:

William K. Harrington, United States Trustee

By: /s/ Stephen G. Morrell
Stephen G. Morrell, Assistant U.S. Trustee

Robert J. Keach, Trustee

By: /s/ Michael A. Fagone
Michael A. Fagone
Attorney for the Chapter 11 Trustee, Robert Keach

Certificate of Notice Page 4 of 6
 United States Bankruptcy Court
 District of Maine

In re:
 Montreal Maine & Atlantic Railway Ltd.
 Debtor

Case No. 13-10670-lhk
 Chapter 11

CERTIFICATE OF NOTICE

District/off: 0100-1

User: kford
 Form ID: pdf900

Page 1 of 3
 Total Noticed: 24

Date Rcvd: Sep 03, 2013

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Sep 05, 2013.

db +Montreal Maine & Atlantic Railway Ltd., 15 Iron Road, Hermon, ME 04401-1136
 aty Bernstein, Shur, Sawyer & Nelson, 100 Middle Street 6th Floor, PO Box 9729,
 Portland, ME 04104-5029
 aty +Craig D. Brown, Meyers & Flowers, LLC, 3 North Second Street, Suite 300,
 St. Charles, IL 60174-1870
 aty +Daniel C. Cohn, Esq., 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 +Luc A. Despina, Paul Hastings, LLP, 75 East 55th Street, New York, NY 10022-3404
 aty +Michael S. Wolly, Esq., Zwerdling, Paul, Kahn & Wolly, PC, 1025 Connecticut Ave., N.W.,
 Washington, DC 20036-5405
 aty +Peter J. Flowers, Meyers & Flowers, LLC, 3 North Second Street, Suite 300,
 St. Charles, IL 60174-1870
 aty +Stephen Edward Goldman, Robinson & Cole LLP, 280 Trumbull Street, Hartford, CT 06103-3597
 aty +Taruna Garg, Esq., Murtha Cullina LLP, 177 Broad Street, Stamford, CT 06901-2048
 aty +Virginia Strasser, Surface Transportation Board, 395 E Street, S.W.,
 Washington, DC 20423-0012
 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
 smg +State of Maine, Bureau of Revenue Services, Compliance Division Bankruptcy Unit,
 P.O. Box 1060, Augusta, ME 04332-1060
 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 +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 +Surface Transportation Board, 395 E Street, S.W., Washington, DC 20423-0012
 cr +United States of America, c/o Department of Justice, Civil Divisio, 1100 L Street, N.W.,
 Room 10052, Washington, DC 20005-4035
 crcm +Unofficial Committee of Victims, Paul Hastings LLP, c/o Luc A. Despina, Esq.,
 75 East 55th Street, New York, NY 10022-3404

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

cr E-mail/Text: bankruptcy@bangor.com Sep 03 2013 20:33:07 Bangor Savings Bank, P.O.Box 930,
 Bangor, ME 04402-0930

TOTAL: 1

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

cr GATX Corporation

TOTALS: 1, * 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.

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: Sep 05, 2013

Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

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Total Noticed: 24

Date Rcvd: Sep 03, 2013

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on September 3, 2013 at the address(es) listed below:

Alan R. Lepene, Esq. on behalf of Creditor Eastern Maine Railway Company
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Alan R. Lepene, Esq. on behalf of Creditor Maine Northern Railway Company
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Patrick C. Maxcy, Esq. on behalf of Other Prof. Edward A. Burkhardt, Robert Grindrod, Gaynor
Ryan, Joseph McGonigle, Donald M. Gardner, Jr., Cathy Aldana, Rail World, Inc, Rail World
Holdings, LLC, Rail World Locomotive Leasing, LLC and Earlston As patrick.maxcy@dentons.com

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Total Noticed: 24

Date Rcvd: Sep 03, 2013

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

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TOTAL: 41