

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE

In re:

MONTREAL MAINE & ATLANTIC  
RAILWAY, LTD.

Debtor.

Chapter 11  
Case No. 13-10670

**FIRST SUPPLEMENTAL DECLARATION OF  
MICHAEL ST. PATRICK BAXTER, ESQ., 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 TO THE TRUSTEE,  
NUNC PRO TUNC TO AUGUST 21, 2013**

I, MICHAEL ST. PATRICK BAXTER, under penalty of perjury, say as follows:

1. I am a partner in the firm of Covington & Burling LLP ("Covington"), and I am authorized to make this Declaration on Covington's behalf.

2. This Declaration is based either upon my personal knowledge and belief, or upon client/matter and accounting records of Covington reviewed by legal and administrative personnel of Covington acting under my direction.

3. I submit this declaration to update my declaration, dated August 27, 2013.

4. The Debtor has recently filed an amended creditor matrix (Dock. No. 219). Covington has conducted a search of its computerized database for its connection to the newly identified creditors listed on the Debtor's amended creditor matrix.

5. As a result of this conflicts search, I have determined that Covington currently represents, in matters wholly unrelated to this case, the following entities or affiliates of such entities: CIT Group/Equipment Financing, Inc., and Wells Fargo Equipment Lease. Although the foregoing representations do not appear to be relevant under the applicable provisions of the

Bankruptcy Code, including Section 327(e), I am disclosing them out of an abundance of caution. Covington has not and will not represent such party in any matter related to this case.

6. Covington believes that none of these connections disqualify Covington from serving as special regulatory counsel under Section 327(e) of the Bankruptcy Code.

7. In accordance with Local Rule 2014-1(b), I certify under penalty of perjury that the foregoing is true and correct.

Dated: September 30, 2013



Michael St. Patrick Baxter, Esq.  
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