

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

In re:) Chapter 11
)
Montreal Maine & Atlantic Railway Ltd.,)
) Case No. 13-10670 (LHK)
Debtor.)
) Related to Docket Nos. 488 and 489
)
)
)

MAINE DEPARTMENT OF TRANSPORTATION'S CONSENT TO MOTION FOR ORDER (A) APPROVING BID PROCEDURES FOR THE SALE OF THE DEBTOR'S ASSETS; (B) SCHEDULING AN AUCTION; (C) APPROVING ASSUMPTION AND ASSIGNMENT PROCEDURES FOR CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES; (D) APPROVING A BREAK-UP FEE, EXPENSE REIMBURSEMENT AND OVERBID PROTECTIONS; AND (E) APPROVING A FORM OF NOTICE OF SALE

The State of Maine, acting by and through the Department of Transportation, ("MaineDOT") is a secured creditor and party in interest in this case and, by and through its undersigned counsel, respectfully submits this consent ("Consent") to the Chapter 11 Trustee's Motion for Order: (A) Approving Bid Procedures for the Sale of the Debtor's¹ Assets; (B) Scheduling an Auction; (C) Approving Assumption and Assignment Procedures for Certain Executory Contracts and Unexpired Leases; (D) Approving a Break-Up Fee, Expense Reimbursement and Overbid Protections; and (E) Approving a Form of Notice of Sale ("Motion"). MaineDOT states as follows:

I. The Motion

1. On Thursday, December 12, 2013, the Chapter 11 Trustee for the Montreal Maine & Atlantic Railway, Ltd. ("Trustee") filed the Motion. [Docket 488]. Pursuant to the Motion, the Trustee seeks approval of certain bid procedures.

¹ Montreal Maine & Atlantic Railway, Ltd. and Montreal Maine & Atlantic Canada Co. are collectively referred to as the "Debtors."

Specifically, the Trustee seeks approval of: (a) the Bid Procedures with respect to the Auction (as defined in the Motion) for the sale of the Assets (as defined in the Motion); (b) procedures governing the assumption and assignment of the Assigned Contracts and Assigned Leases (as defined in the Motion); (c) the Break-Up Fee and Expense Reimbursement (as defined in the Motion); (d) certain overbid protections; and (e) the form of notice of sale to be disseminated to various parties.

II. MaineDOT's Consent

2. MaineDOT hereby consents to the relief sought in the Motion.

MaineDOT submitted limited comments to the Motion directly to the Trustee and, based upon MaineDOT's discussions with the Trustee, MaineDOT's comments have been resolved consensually.

3. MaineDOT hereby reserves all rights with respect to Motion for Authority to Sell Substantially All of the Debtor's Assets and to Assume and Assign Certain Executory Contracts and Unexpired Leases [Docket 490] including, but not limited to, the consideration of the "public interest," as that term is defined in the Bankruptcy Code.

WHEREFORE, MaineDOT consents to the relief requested in the Motion.

Respectfully submitted,

Dated: December 17, 2013

CLARK HILL THORP REED

/s/ William C. Price

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- and -

MAINE DEPARTMENT OF
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CERTIFICATE OF SERVICE

I, the undersigned, certify that I caused to be served, on the 12th day of December, 2013, a true and correct copy of the **Maine Department of Transportation's Consent to Chapter 11 Trustee's Motion for Order: (A) Approving Bid Procedures for the Sale of the Debtor's Assets; (B) Scheduling an Auction; (C) Approving Assumption and Assignment Procedures for Certain Executory Contracts and Unexpired Leases; (D) Approving a Break-Up Fee, Expense Reimbursement and Overbid Protections; and (E) Approving a Form of Notice of Sale** upon all interested parties via CM/ECF.

By: /s/ William C. Price
William C. Price