

Date: 2/11/2014
Time: 10:00 a.m.
Place: Bangor

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

In re:

Montréal, Maine & Atlantic
Railway, Ltd.

Debtor

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Chapter 11
Case No. 13-10670

CLASS ACTION PLAINTIFFS’ MOTION TO ESTABLISH CLAIM PROCEDURES

NOW COME Yannick Gagné, Guy Ouellet, Serge Jacques and Louis-Serges Parent (the “Class Action Plaintiffs”), and move for the entry of an order establishing procedures for filing proofs of claim in this case as follows:

I. INTRODUCTION

1. On July 6, 2013, a train derailed in Lac-Megantic, Québec (the “Derailment”) on railroad track owned, operated, and maintained by Montreal, Maine & Atlantic Canada Co. (the “Canadian Debtor”). The Derailment set off multiple explosions, destroyed a significant portion of downtown Lac-Megantic, and resulted in the deaths of at least 47 people. Businesses, governments, and a large number of individuals suffered immense harm from the Derailment.

2. The Canadian Debtor is an unlimited liability company under Canadian law and is a subsidiary of the debtor in this case, the Montréal, Maine & Atlantic Railway,

Ltd. (the “US Debtor”). See Amended Motion at ¶¶ 5, 8. As a result, the US Debtor, or its bankruptcy estate, may be liable for any deficiency in the payment of claims asserted against the Canadian Debtor. See Amended Motion at ¶ 8. Additionally, many, if not all, of the operations and actions of the Canadian Debtor were directed by the US Debtor. Accordingly, parties who suffered loss as a result of the Derailment have resulting claims (“Derailment Claims”) against not only the Canadian Debtor, but also the US Debtor.

3. On or about July 15, 2013, the Class Action Plaintiffs filed a Motion to Authorize the Bringing of a Class Action and to Ascribe the Status of Representative (the “Authorization Motion”) in the judicial district of Mégantic, Quebec (temporarily, hearings are being heard in Sherbrooke). The Authorization Motion sought to commence a class action against the Canadian Debtor, as well as the US Debtor and other parties in connection with losses suffered as a result of the Derailment. See Affidavit of Yannick Gagné (the “Gagné Affidavit”) at ¶¶ 1-2; Affidavit of Guy Ouellet (the “Ouellet Affidavit”) at ¶¶ 1-2.

4. On August 7, 2013 (the “Petition Date”), the US Debtor filed a voluntary petition with this Court seeking relief as a debtor under 11 U.S.C. Chapter 11. On that same date, the Canadian Debtor filed for protection under Canada’s Companies’ Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended (the “CCAA”), with the Québec Superior Court of Justice (Commercial Division) (the “Superior Court”). On the following day, the Superior Court made an order granting the Canadian Debtor protection under the CCAA. See Motion for Order Adopting Cross-Border Insolvency Protocol (the “Protocol Motion”), Docket No. 126 at ¶ 3. As a result, further action against the US

Debtor and the Canadian Debtor (collectively, the “Debtors”) with respect to the Authorization Motion has been stayed.

5. Robert Keach (the Trustee”) is the duly appointed, acting, and qualified Chapter 11 trustee in this case. The Superior Court appointed the Richter Advisory Group Inc. (Richter Group Conseil Inc.) as monitor (the “Monitor”) and authorized foreign representative of the Canadian Debtor in the Canadian Debtor’s CCAA proceeding (the “CCAA Proceeding”). See Protocol Motion at ¶ 3.

6. On November 1, 2013, the Class Action Plaintiffs filed a motion (the “Representation Motion”) with the Superior Court in the CCAA Proceeding seeking an order appointing the Class Action Plaintiffs as representatives of the victims of the Derailment. The Representation Motion has yet to be heard by the Superior Court. Since the filing of the Representation Motion, the Class Action Plaintiffs have obtained over 1,500 proxies from victims of the Derailment, appointing the Class Action Plaintiffs as their representatives for all purposes in both this case and in the CCAA Proceeding, including the filing of proofs of claims and voting. See Gagné Affidavit at ¶ 3; Ouellet Affidavit at ¶ 3.

7. On December 13, 2013, the Canadian Debtor filed a Motion for an Order Approving a Process to Solicit Claims and for the Establishment of a Claims Bar Date (the “Canadian Motion”) in the CCAA Proceedings. See Amended Motion at ¶ 11, Exhibit A. On that same date, the Trustee filed his Motion of Chapter 11 Trustee for Entry of an Order Pursuant to 11 U.S.C. §§ 105(a) and 502(b)(9), Fed. R. Bankr. P. 3002 and 3003(c)(3), and D. Me. LBR 3001-1 Establishing Deadline for Filing Proofs of Claim

and Procedures Relating Thereto and Approving Form and Manner of Notice Thereof (the “US Motion”) with this Court, along with a motion seeking an expedited hearing on that Motion. See Docket Nos. 496, 497. Hearings on these motions were scheduled to be held before this Court and the Superior Court on December 18, 2013, but were continued by agreement of the parties to February 11, 2014. See Docket Nos. 524, 525. On January 27, 2014, the Trustee filed his Amended Motion of Chapter 11 Trustee for Entry of an Order Pursuant to 11 U.S.C. §§ 105(a) and 502(b)(9), Fed. R. Bankr. P. 3002 and 3003(c)(3), and D. Me. LBR 3001-1 Establishing Deadline for Filing Proofs of Claim and Procedures Relating Thereto and Approving Form and Manner of Notice Thereof (the “Amended US Motion”) with this Court, replacing the US Motion, along with a motion requesting that an expedited hearing be held on the Amended Motion on February 11, 2014. See Docket Nos. 596, 597.

8. In opposition to the Canadian Motion, the Class Action Plaintiffs have filed a Plan of Argument of the Class Action Plaintiffs on the Debtor’s Claims Procedure Motion and on Their Revised Claims Procedure Cross-Motion (the “Argument”), and have also filed a Cross-Motion of the Class Action Plaintiffs for an Order Approving a Process to Solicit Claims and for the Establishment of a Claims Bar Date (the “Cross-Motion”) seeking an extension of the bar date requested by the Monitor, as well as replacement of the Monitor’s requested 78 page claim form, and modification of other claim procedures set forth in the Canadian Motion, in the CCAA Proceedings. True copies of the Cross-Motion and of the Argument are attached to this Motion as, respectively, Exhibit A and Exhibit B. Copies of those filings were served upon the

Monitor, the Trustee, and other interested parties on February 4 and February 5, 2014, respectively. Concurrently with the filing of this Motion, the Class Action Plaintiffs are filing their objection (the "Objection") to the relief sought by the Trustee in the Amended US Motion. The Class Action Plaintiffs agree with the Trustee and the Monitor that integration and coordination of the claim filing procedures in the CCAA Proceeding and this case is preferable, but they oppose the specific terms of the claims process proposed by the Trustee and the Monitor. Accordingly, the Class Action Plaintiffs are filing this Motion to establish such procedures in this case different from those proposed by the Trustee and the Monitor.

II. DISCUSSION

A. Jurisdiction And Statutory Basis For Relief In This Motion

9. This is a proceeding seeking establishment of procedures for filing proofs of claim in this case pursuant to 11 U.S.C. §§ 105(a) and 502(b)(9), Fed. R. Bankr. P. 3002 and 3003(c)(3), and D. Me. LBR 3003-1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334(a), 1334(b) and Rule 83.6 of the local rules of the United States District Court for the District of Maine. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A), 157(b)(2)(B).

B. Derailment Claims Filed In The CCAA Proceedings Utilizing The Procedures Provided For In The Cross-Motion Should, Without More, Be Considered To Constitute Proofs Of Claim Filed In This Case

10. The Class Action Plaintiffs agree with the Trustee that numerous parties hold and/or will assert claims against the US Debtor in this case as well as against the Canadian Debtor in the CCAA Proceedings, and that many of these claims will be

duplicative. See Amended US Motion at ¶ 7. The Class Action Plaintiffs also agree that many of the holders of Derailment Claims will be Canadian citizens or entities and that almost all of the individuals holding such Claims speak and read French as their primary and, perhaps, exclusive language. Id. Furthermore, the Class Action Plaintiffs agree that without an order from this Court excusing them from doing so, holders of Derailment Claims against the Debtors would be required to file separate claims in this case and in the CCAA Proceeding or risk having their claims barred against one or both of Debtors and their respective estates. Id. Many of these claimants are still recovering from the tragedy caused by the Derailment, are unfamiliar with bankruptcy proceedings in what is, to them, a foreign court, and have little by way of economic and other resources to use in participating in those proceedings. Requiring holders of Derailment Claims to file claims in both cases may also constitute a duplication of effort, unnecessarily increasing costs to not only these claimants, but to all interested parties. Deeming a non-class Derailment Claim (an “Individual Derailment Claim”) filed in the CCAA Proceeding to constitute the filing of a proof of claim in this case would, with appropriate limitations and procedures, eliminate or at least minimize this duplication of efforts and ease the administration of both this case and that Proceeding.

11. As set forth in the Objection, utilization of the claim forms and procedures in the CCAA Proceeding as proposed by the Monitor and the Trustee would be onerous, burdensome, and overbearing, potentially discouraging filings of claims in both that Proceeding and in this case, and is conditioned upon a process that seeks to bar the filing of class proofs of claim. Accordingly, Individual Derailment Claims filed in the CCAA

Proceeding should be considered to constitute filings of proofs of claim in this case only if those claims are filed in the form and pursuant to the procedures set forth in the Cross-Motion, or pursuant to forms and procedures which otherwise properly respond to the concerns raised in the Objection.

12. It is possible that parties who file Individual Derailment Claims in the CCAA Proceeding will also file separate proofs of claim in this case. In such an instance, the separate proof of claim filed in this case should be considered to supersede any deemed filing of such a proof resulting from the filing of the claim in the CCAA Proceeding, since such would be the clear intent shown by the additional filing made in this case.

B. A Bar Date For Filing Proofs Of Claims Must Be Set To Permit And Promote The Administration Of The Estate In This Case

13. The Class Action Plaintiffs agree with the Trustee that a deadline for filing proofs of claim (the “Bar Date”) is necessary here, just as it is in almost every Chapter 11 case. See Amended Motion at ¶ 16; Fed. R. Bankr. P. 3003(c)(2). The Derailment victims have a pressing interest in the expeditious resolution of this case. If the claims are filed in the form and pursuant to the procedures set forth in the Cross-Motion, the Class Action Plaintiffs propose that a Bar Date of April 30, 2014 is reasonable, given the relative simplicity and ease of use of those forms as opposed to those proposed by the Monitor and adopted by the Trustee.

14. Conversely, if Derailment victims were forced to comply with the claims process proposed by the Monitor and Chapter 11 Trustee, the Class Action Plaintiffs

submit that it would take at least 6 months to coordinate the completion of the proof of claim forms and collection of the relevant information from all 6000 residents of the Town of Lac-Megantic. In proposing May 31, 2014 as the Bar Date and in supporting Canadian Motion, the Trustee seems to be considering only those factors which would aid him in processing claims in a timely and efficient manner. See Amended Motion at ¶ 17. Equal, if not greater, consideration must, however, be given to the needs and abilities of the approximately 6000 potential claimants located in or about Lac-Megantic, including infants, the disabled, the mentally challenged, the aged, the grieving, the impecunious, and, unfortunately, the injured and the dead, who hold or may hold Derailment Claims. These claimants do not have the necessary wherewithal to obtain proper legal advice with respect to the bankruptcy laws of the United States. Furthermore, although it is extremely important to ensure that claim distributions to such claimants are made as soon as possible, this is not a case where further extension of a Bar Date will result in diminishment of estate assets through operational losses since substantially all of the US Debtor's assets are scheduled to be sold in the immediate future. Accordingly, the Bar Date requested by the Trustee is far too soon for the process that he envisages, and, instead, should be no earlier than September 30, 2014, subject to potential extension.

C. Class Proofs of Claim Are Permissible And Must Not Be Barred Or Discouraged *Ab Initio*

15. It is beyond doubt that the filing of a class-action proof of claim is permitted in bankruptcy proceedings in the United States. In re Trebol Motors Distributor Corp., 220 B.R. 500 (BAP 1st Cir. 1998), the Panel held that:

The First Circuit has not addressed the issue of class claims in bankruptcy, but all of the circuit courts which have spoken have held that they are permitted. See Birting Fisheries v. Lane (In re Birting Fisheries, Inc.), 92 F.3d 939 (9th Cir.1996); Reid v. White Motor Corp., 886 F.2d 1462 (6th Cir.1989), cert. denied, 494 U.S. 1080 (1990); In re Charter Co., 876 F.2d 866 (11th Cir.1989), cert. dismissed, 496 U.S. 944 (1990); In the Matter of American Reserve Corp., 840 F.2d 487 (7th Cir.1988). We agree that class proofs of claim are permissible in cases under the Bankruptcy Code.

220 B.R. at 502.

16. The permissibility of class proofs of claim in bankruptcy proceedings was confirmed recently by the Fourth Circuit in its 2012 decision in the case of Gentry v. Siegel (“Gentry”), 668 F.3d 83 (4th Cir. 2012), where that Court held that:

We agree with the Seventh Circuit’s conclusion that the authorization for the filing of proofs of claim should not be construed strictly. See In re American Reserve, 840 F.2d at 492–93 (noting that a strict ruling would effectively undermine the application of the class action rule). Thus if proofs of claim may be filed by agents of creditors, they may also be filed by putative agents on a conditional basis. Reaching such a conclusion serves the same procedural goal that is served by allowing agents to file proofs of claims on behalf of creditors. We thus conclude that creditors may file proofs of claims for themselves and as putative agents for members of a class who are similarly situated.

668 F.3d at 90-91 (emphasis added). The Court then went on to note that “In construing the Bankruptcy Rules to permit the filing of a [sic] class proofs of claim, we join the vast majority of other courts that have considered the issue.” 668 F.3d at 91.

17. “[B]y recognizing class actions, the Bankruptcy Rules also recognize that putative class representatives can keep the class action process alive until the court decides the issue. Thus we conclude that Rule 3001 should be construed to allow class proofs of claim, at least on a tentative basis, until the court rejects the class-action process.” 668 F.3d at 90. There is now no proceeding before this Court to determine whether the class action process should apply here or whether any proposed class or classes of claims should be certified. Therefore, barring or discouraging putative class proofs of claim, either directly or through indirect incorporation of any claims process in the CCAA Proceeding which eliminates their vitality there, is premature. Instead, the decision in Gentry sets forth the appropriate procedure for dealing with class proofs of claim:

Recognizing class proofs of claim has the salutary effect of putting trustees and other parties on notice of the representative claimants’ intent to pursue a class action in the bankruptcy case, allowing them to agree or disagree through objections. And the representative claimants can then, upon an indication of an objection, file a Rule 9014 motion to authorize the application of Rule 7023. If the motion is granted, the procedure set forth in Civil Rule 23 would become applicable. Of course, if the bankruptcy court denies the motion, it should then establish a reasonable time within which the individual putative class members are allowed to file individual proofs of claim. *Cf. American Pipe & Constr. Co. v. Utah*, 414 U.S. 538, 553 (1974) (noting that “the commencement of the original class suit tolls running of the statute for all purported members of the class who make timely motions to intervene after the court has found the suit inappropriate for class action status”).

668 F.3d at 91.

D. Proof Of Claim Forms, As Well As Notices And Instructions Regarding The Same, Must Be Issued In Both French And English

18. The Class Action Plaintiffs agree with the Trustee that “issues of due process likely require that potential holders of Derailment Claims receive notices and proof of claim forms in French, as well as English.” Amended US Motion at ¶ 7. Thus, any Order issued by this Court should include such a requirement.

E. Notice by Publication Must Be In Both French And English And Published In A Newspaper Of General Circulation In The Lac-Megantic Area

19. Service by publication is ordinarily required when there are potential unknown claimants in a bankruptcy case. See In re Arch Wireless, Inc., 534 F.3d 76, 80 (1st Cir. 2008). Generally, a court-ordered notice must be “reasonably calculated, under all the circumstances, to apprise interested parties of the pendency of the action and afford them an opportunity to present their objections.” Mullane v. Cent. Hanover Bank & Trust Co., 339 U.S. 306, 314. “Service by publication to a defendant in a foreign country is an acceptable alternative means of service under Rule 4(f)(3) . . . when . . . the publication is likely to reach the defendants”. In re Maxon Eng’g Services, Inc., 418 B.R. 653, 665-66 (Bankr. D.P.R. 2009). In this instance, published notice of the Bar Date and related information in newspapers located in the United States is not likely to reach the universe of unknown holders of Derailment Claims, many of whom live or conduct business in or around Lac-Megantic and not in Maine or the rest of the United States. Furthermore, publication of any such notice solely in English would not reasonably apprise claimants whose primary language is French of the requirements of the claims

process. Accordingly, this Court must require publication of such notices in French and English in a newspaper of general circulation in the Lac-Megantic area.

WHEREFORE, the Class Action Plaintiffs pray that this Court:

A. Order that any Individual Derailment Claims filed in the CCAA Proceeding in either French or English, and substantially in the form proposed in the Cross-Motion, shall be deemed to constitute a proof of claim filed in this case, provided that the claim filed in the CCAA Proceeding does not indicate that it is filed solely against the Canadian Debtor, and provided further that any Individual Derailment Claim actually filed by such a claimant in this case as provided in the Bankruptcy Code and the Bankruptcy Rules shall supersede such a deemed filing, and that any such claim actually filed in this case by such a claimant may be written in either French or English;

B. Set April 30, 2014 (or, alternatively, September 30, 2014 if the Monitor's claims procedures are adopted by the Superior Court) as the Bar Date for the filing of claims as required or permitted by Title 11 of the United States Code (the "Bankruptcy Code"), the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and any other applicable law or rule;

C. Order that the amount of any Individual Derailment Claim filed will not be binding upon the claimant in any class-action proceedings and that a failure to file a proof of claim will not bar an action for damages against third parties;

D. Order that proofs of claim, other than Individual Derailment Claims, must: (1) be written in the English language; (2) be denominated in lawful currency of the United States as of the Petition Date (using the exchange rate published by the Bank of

Canada, if applicable, as of the Petition Date); (3) conform substantially to Official Bankruptcy Form No. 10 (“Official Form 10”), and completed, as and to the extent required by applicable law and rule;

E. Order that all notices regarding the Bar Date and the filing of proofs of claim in this case which are served upon creditors and/or other interested parties be printed in both French and English;

F. Order that the Trustee publish notice of the Bar Date and of procedures for filing proofs of claim in this case in a newspaper of general circulation in the Lac-Mégantic area at least once per week for a period of three consecutive weeks with the first such publication to occur on or before the date which is 21 days from the date of that order;

G. Order that any person or entity that holds a claim arising from the rejection of an executory contract or unexpired lease must file a proof of claim on or before the later of: (1) the date that is 30 days after the entry of an order approving the rejection of the executory contract or unexpired lease; or (2) the Bar Date;

H. Order that the following persons or entities are not required to file a proof of claim on or before the Bar Date, solely with respect to the following described claims: (1) any person or entity whose claim is listed on the US Debtor’s schedules, provided that (a) the claim is not listed on those schedules as “disputed,” “contingent,” or “unliquidated”; (b) the person or entity does not dispute the amount, nature, and priority of the claim as set forth in those schedules, and (c) the person or entity does not dispute that the claim is an obligation of the US debtor; (2) any person or entity whose claim has

been paid in full; (3) any holder of a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense, but excluding holders of claims under 11 U.S.C. §§ 503(b)(9) or 1171 who must file Proofs of Claim by the Bar Date (or, if Individual Derailment Claims, file in the Canadian Case as set forth above); (4) any person or entity that holds a claim that has been allowed by Order of this Court entered on or before the Bar Date; (5) holder of a claim for which a separate deadline has been fixed by this Court; or (6) any person or entity who has already timely filed a Proof of Claim against the US Debtor; and

I. Grant the Class Action Plaintiffs such other and further relief as this Court deems just and proper.

Dated at Portland, Maine this 9th day of February, 2014.

/s/ F. Bruce Sleeper
F. Bruce Sleeper
Attorney for Class Action Plaintiffs

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NOTICE OF CLASS ACTION PLAINTIFFS' MOTION TO ESTABLISH CLAIM PROCEDURES AND OF HEARING DATE

Yannick Gagné, Guy Ouellet, Serge Jacques and Louis-Serges Parent (the "Class Action Plaintiffs") have filed papers, including the above Motion to Establish Claim Procedures (the "Claims Motion"), with the United States Bankruptcy Court for the District of Maine (the "Bankruptcy Court"). In the Claims Motion, the Class Action Plaintiffs are seeking to have the Bankruptcy Court establish procedures for filing proofs of claim in this case.

This would include, but is not limited to, setting a deadline by which such claims would have to be filed.

Your rights may be affected. You should read these papers carefully and discuss them with your attorney, if you have one in this bankruptcy case. (If you do not have an attorney, you may wish to consult one.)

If you do not want the Bankruptcy Court to establish procedures for filing proofs of claim in this case as requested in the Claims Motion, or if you want the Bankruptcy Court to consider your views on the Claims Motion, then you or your attorney must attend the hearing on the Claims Motion which is scheduled to be held at 10:00 a.m. on February 11, 2014 at the Bankruptcy Courtroom located at 202 Harlow Street, Bangor, Maine. You or your attorney are also encouraged, but are not required to, file with the Bankruptcy Court a written response to that motion, explaining your position. To be considered, this response must be received by the Bankruptcy Court prior to the hearing on the Claims Motion either through the Court's electronic filing system (if you are registered to use that system), or by mailing or delivery of the response to the following address:

Clerk, U.S. Bankruptcy Court
202 Harlow Street
Bangor, ME 04401

If you mail your response to the court for filing, you must mail it early enough so the Bankruptcy Court will **receive** it prior to the hearing scheduled on the motion seeking the emergency hearing. You must also mail or deliver a copy of your response to the following at the indicated addresses, or electronically through the Bankruptcy Court's electronic filing system (if you or your attorney are registered to use that system):

Counsel for the Class Action Plaintiffs:

F. Bruce Sleeper, Esquire
Jensen Baird Gardner & Henry
Ten Free Street
P.O. Box 4510
Portland, ME 04112

United States Trustee:

Office of the United States Trustee
537 Congress Street
Portland, ME 04101

Trustee for the Debtor:

Robert J. Keach
Bernstein Shur Sawyer & Nelson
100 Middle Street
P.O. Box 9729
Portland, ME 04104

Persons, or their attorneys, who are registered with the Bankruptcy Court to make electronic filings MUST file their responses with the Bankruptcy Court electronically and deliver them electronically to all other parties to whom such delivery is available through the Bankruptcy Court's electronic filing system.

If you or your attorney do not attend the hearing, then, even if you file a response to the motion seeking the emergency hearing, the Bankruptcy Court may decide that you do not oppose the relief sought in that motion and may enter an order allowing that hearing.

Date: February 9, 2014

/s/ F. Bruce Sleeper
F. Bruce Sleeper
Attorney for Class Action Plaintiffs

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

In re:

Montréal, Maine & Atlantic
Railway, Ltd.

Debtor

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Chapter 11
Case No. 13-10670

**ORDER REGARDING CLASS ACTION PLAINTIFFS' MOTION TO ESTABLISH
CLAIM PROCEDURES**

This matter came on before this Court upon the Class Action Plaintiffs' Motion to Establish Claim Procedures (the "Motion") filed by Yannick Gagné, Guy Ouellet, Serge Jacques and Louis-Serges Parent (the "Class Action Plaintiffs"). Upon consideration of the Motion and any objections filed in connection with the same, it appearing that due notice of the same has been provided, and upon hearing or opportunity for hearing upon the same, this Court finds and determines that the relief sought in the Motion is in the best interests of the Debtor, its creditors, its estate, and all parties in interest. Accordingly, it is hereby ORDERED that:

1. The Motion is granted.
2. April 30, 2014 is, except as otherwise explicitly set forth in this Order, set as the date (the "Bar Date") by which each person or entity may file a proof of claim in this case as required or permitted by Title 11 of the United States Code (the "Bankruptcy

Code”), the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and any other applicable law or rule.

3. Any non-class claim for damages arising out of the July 6, 2013 derailment of a train in Lac-Mégantic, Québec on railroad track owned, operated, and maintained by Montreal, Maine & Atlantic Canada Co. (the “Canadian Debtor”) (any such claim hereinafter referred to as an “Individual Derailment Claim”) which is properly filed in either English or French in the proceeding (the “CCAA Proceeding”) now pending before Quebec Superior Court of Justice (Commercial Division) (the “Superior Court”) under Canada’s Companies Creditors Arrangement Act, R.S.C. 1985, c. C-36 as amended, in which the Canadian Debtor is the Debtor Company, which is substantially in the form set forth in the Cross-Motion of the Class Action Plaintiffs for an Order Approving a Process to Solicit Claims and for the Establishment of a Claims Bar Date filed by the Class Action Plaintiffs in the CCAA Proceeding, shall be deemed to constitute an Individual Derailment Claim filed in this case, provided that the claim filed in the CCAA Proceeding does not indicate that it is filed solely against the Canadian Debtor.

4. Any Individual Derailment Claim may be filed in this case as provided in the Bankruptcy Code and the Bankruptcy Rules, except that such Claim may be filed in either English or French. Any such filing properly made as provided in this paragraph 4 shall supersede any deemed filing made pursuant to paragraph 3 of this Order.

5. Any Individual Derailment Claim filed, or deemed filed, in this case will not be binding upon the claimant in any class action proceedings and a failure to file a

proof of claim in this case will not, of itself, bar an action for damages against third parties.

6. All claims other than Individual Derailment Claims filed in this case, including all class proofs of claim filed in this case, must: (1) be written in the English language; (2) be denominated in lawful currency of the United States as of August 7, 2013 (the “Petition Date”) using the exchange rate published by the Bank of Canada, if applicable, as of the Petition Date; and (3) conform substantially to Official Bankruptcy Form No. 10, and be completed, as and to the extent required by applicable law and rule.

7. Any person or entity holding a claim arising from the rejection of executory contract or unexpired lease must file a proof of claim on or before the later of: (a) the date that is 30 days after the entry of an order approving the rejection of the executory contract or unexpired lease; or (b) the Bar Date.

8. The following persons or entities are not required to file a proof of claim on or before the Bar Date, solely with respect to the following described claims: (a) any person or entity whose claim is listed on the Debtor’s schedules, provided that (i) the claim is not listed on those schedules as “disputed,” “contingent,” or “unliquidated”; (ii) the person or entity does not dispute the amount, nature, and priority of the claim as set forth in those schedules, and (iii) the person or entity does not dispute that the claim is an obligation of the US debtor; (b) any person or entity whose claim has been paid in full; (c) any holder of a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense, but excluding holders of claims under 11 U.S.C. §§ 503(b)(9) or 1171 who must file a proof of claim by the Bar Date (or, if

Derailment Claims, file in the Canadian Case as set forth above); (d) any person or entity that holds a claim that has been allowed by Order of this Court entered on or before the Bar Date; (e) the holder of a claim for which a separate deadline has been fixed by this Court; or (f) any person or entity who has already timely filed a proof of claim against the Debtor in this case.

9. Within 14 days from the entry of this Order, the Trustee shall cause to be mailed Official Form 10 and a notice of the Bar Date which includes a description of the procedures for filing a proof of claim in this case, both in English and French, to the following parties or their counsel: (a) the United States Trustee; (b) all known holders of claims, or potential claims, against the Debtor and/or the Canadian Debtor; (c) all counter parties to the Debtors executory contracts and unexpired leases listed on the Debtor's schedules at the addresses stated therein or as updated pursuant to request by the counterparty or by return mail from the post office with a forwarding address; (d) the attorneys of record all parties to pending litigation against of the Debtor; (e) all applicable federal, state, provincial, and local taxing authority; (f) all parties who send correspondence to the Court listed on the Court's electronic docket; (g) all parties who have requested notice pursuant to Bankruptcy Rule 2002; (h) counsel to the Official Committee of Derailment Victims; (i) counsel for the Class Action Plaintiffs; and (j) any such additional parties as deemed appropriate by the Trustee.

10. The Trustee shall publish, both in English and French, a notice of the Bar Date which includes a description of the procedures for filing a proof of claim in this case in a newspaper of general circulation in the Lac-Mégantic, Québec area at least once per

week for a period of three consecutive weeks with the first such publication to occur on or before the date which is 21 days from the date of this Order, and, in the Trustee's sole discretion, publish the same material in additional newspapers, trade journals, or similar publications, in English, French or both as the Trustee may determine.

11. The Trustee is authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order.

DATED:

United States Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

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In re:	*	
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Montréal, Maine & Atlantic	*	Chapter 11
Railway, Ltd.	*	Case No. 13-10670
	*	
Debtor	*	
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CERTIFICATE OF SERVICE

I certify that, on February 9, 2014, all parties listed on the Notice of Electronic Filing in this case were served electronically with a copy of the following documents (collectively, the “Documents”):

1. Objection to Amended Motion of Chapter 11 Trustee for Entry of an Order Pursuant To 11 U.S.C. §§ 105(a) and 502(b)(9), Fed. R Bankr. P. 3002 and 3003(c)(3), and D. Me. LBR 3003-1 Establishing Deadline for Filing Proofs of Claim and Procedures Relating Thereto and Approving Form and Manner of Notice Thereof
2. Class Action Plaintiffs’ Motion to Establish Claim Procedures and proposed Order regarding same
3. Affidavit of Yannick Gagné dated February 7, 2014
4. Affidavit of Guy Ouellet dated February 7, 2014
5. Motion for Emergency Hearing and To Limit Notice and proposed Order regarding same

I further certify that on that same date the Documents were served by e-mail upon the parties listed in Exhibit A to this Certificate at the e-mail addresses indicated in that

Exhibit and that the Documents were served upon the parties listed in Exhibit B to this Certificate by United States first class mail, postage prepaid, to the addresses listed in that Exhibit.

/s/ F. Bruce Sleeper
F. Bruce Sleeper
Attorney for Class Action Plaintiffs

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