

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

In re:

MONTREAL MAINE & ATLANTIC
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670
Chapter 11

**MOTION FOR EXPEDITED HEARING AND SHORTENED OBJECTION PERIOD
WITH RESPECT TO THE CONSENT MOTION FOR AN ORDER GRANTING
BANGOR SAVINGS BANK RELIEF FROM THE AUTOMATIC STAY
AND AUTHORIZING THE ALLOWANCE AND PAYMENT
OF AN ADMINISTRATIVE EXPENSE CLAIM**

Robert J. Keach, the chapter 11 trustee in the above-captioned case (the “Trustee”), hereby moves this Court for an expedited hearing and shortened objection period (the “Motion to Expedite”) with respect to the Consent Motion for an Order Granting Bangor Savings Bank Relief from the Automatic Stay and Authorizing the Allowance and Payment of an Administrative Expense Claim (the “Motion”). In support of the Motion to Expedite, the Trustee states as follows:

JURISDICTION AND VENUE

1. The United States District Court for the District of Maine (the “District Court”) has original, but not exclusive, jurisdiction over this chapter 11 case pursuant to 28 U.S.C. § 1334(a) and over this Motion pursuant to 28 U.S.C. § 1334(b). Pursuant to 28 U.S.C. § 157(a) and Rule 83.6 of the District Court’s local rules, the District Court has authority to refer and has referred this chapter 11 case to this Court.

2. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and the Court has constitutional authority to enter judgment in this proceeding.

3. Venue over this chapter 11 case is proper in this district pursuant to 28 U.S.C. § 1408, and venue over this proceeding is proper in this district pursuant to 28 U.S.C. § 1409.

4. This Court has jurisdiction to entertain the Motion to Expedite pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

5. The relief requested in this Motion to Expedite is predicated upon Rule 9013-1(i) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the District of Maine (the "Local Rules").

BACKGROUND

6. On August 7, 2013 (the "Petition Date"), Montreal Maine & Atlantic Railway, Ltd., the above-captioned debtor (the "Debtor") filed a voluntary petition for relief under chapter 11 of 11 U.S.C. § 101 *et seq.* (the "Bankruptcy Code"). [D.E. 1]. Simultaneously, the Debtor's wholly-owned subsidiary, Montreal Maine & Atlantic Canada Co. ("MMA Canada") and together with the Debtor, the "Sellers") filed for protection under Canada's Companies' Creditors Arrangement Act.

7. On or about August 21, 2013, the United States Trustee appointed the Trustee to serve in the Debtor's Chapter 11 Case (the "Case") pursuant to 11 U.S.C. § 1163. [D.E. 64].

8. Prior to the Petition Date, LMS Acquisition Corporation ("LMS"), an affiliate of the Debtor, entered into a Promissory Note (the "Note") with Bangor Savings Bank ("BSB") in the original principal amount of \$4,000,000.00 (the "LMS Loan"). In connection therewith, on or about November 20, 2009, the Debtor and BSB entered into the Unconditional Guaranty of

Payment and Performance (the “Guarantee”) whereby the Debtor guaranteed certain obligations of LMS under the Note. The Debtor’s obligations under the Guarantee are secured by certain assets of the Debtor, including twenty-five (25) locomotives (the “Locomotives”).

9. On January 24, 2014, the Court entered an order (the “Sale Order”) approving the sale (the “Sale”) of substantially all of the Sellers’ assets to Railroad Acquisition Holding LLC (or its designee, the “Purchaser”) [D.E. 594]. The Locomotives were explicitly excluded from the Sale.

10. Given that the Locomotives were excluded from the Sale, the Trustee and BSB have been in discussions concerning the turnover of the Locomotives to BSB upon the terms and conditions set forth in the Motion. As a result of these discussions, the Trustee and BSB have reached an agreement to resolve the issues relating to the Debtor’s post-petition use of the Locomotives, as well as an agreement relating to relief from the automatic stay in relation to the Locomotives.

RELIEF REQUESTED

11. By this Motion to Expedite, the Trustee requests that the Court: (a) schedule a hearing on the Motion for **July 24, 2014 at 10:00 a.m.**; (b) set a shortened objection deadline for **July 23, 2014**; and (c) approve service of the Motion to Expedite and the Motion in the manner set forth herein.

BASIS FOR REQUESTED RELIEF

12. Absent a request for an expedited hearing, a movant seeking the type of relief set forth in the Motion must provide twenty-one days’ notice of, and a response date must be set more than seven calendar days prior to, a final hearing date. *See* Fed. R. Bankr. P. 2002(a)(3); Local Rule 9013-1(d)(5).

13. The Court has already scheduled hearings for July 24, 2014 at 10:00 a.m. with respect to several matters in the Case. Additionally, BSB anticipates holding an auction of the Locomotives on August 5, 2014 and the Court's next available hearing dead in the Case is not until August 19, 2014. As such, the Trustee requests that a hearing on the Motion be scheduled for the same date and time as the other scheduled hearings in the Case to allow expedited consideration of the relief sought by the Trustee while minimizing cost and inconvenience to interested parties who might already be in attendance on that date.

NOTICE

14. Notice of this motion was served on the following parties on the date and in the manner set forth in the certificate of service: (a) the United States Trustee; (b) the Debtor's counsel; (c) applicable federal and state taxing authorities; (d) counsel for the committee appointed pursuant to 11 U.S.C. § 1102(a)(2); (e) counsel for BSB, LMS, and Railworld Locomotive Leasing, Inc.; and (f) others who have, as of the date of the Motion to Expedite, entered an appearance and requested service of papers in the Case. In light of the nature of the relief requested in the Motion to Expedite and Motion, the Trustee requests that the Court approve notice to, and service of the Motion and Motion to Expedite on, the parties set forth above as adequate and sufficient notice under the circumstances.

CONCLUSION

WHEREFORE, the Trustee respectfully requests that this Court enter an Order: (a) finding that service of the Motion to Expedite and the Motion in the manner described herein was sufficient to all parties in interest under the circumstances of this case; (b) granting the Motion to Expedite; (c) setting a hearing on the Motion for **July 24, 2014 at 10:00 a.m.** and a

shortened objection deadline for **July 23, 2014**; and (d) granting such other and further relief as the Court deems just and equitable under the circumstances.

Dated: July 11, 2014

ROBERT J. KEACH

CHAPTER 11 TRUSTEE OF MONTREAL
MAINE & ATLANTIC RAILWAY, LTD.

By his attorneys:

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**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

In re:

MONTREAL MAINE & ATLANTIC
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670

Chapter 11

**ORDER GRANTING MOTION FOR EXPEDITED HEARING AND SHORTENED
OBJECTION PERIOD WITH RESPECT TO CHAPTER 11 TRUSTEE'S MOTION
FOR ORDER APPROVING COMPROMISE AND SETTLEMENT WITH
WHEELING & LAKE ERIE RAILWAY COMPANY**

This matter having come before the Court on the Motion for Expedited Hearing and Shortened Objection Period With Respect to the Consent Motion for an Order Granting Bangor Savings Bank Relief from the Automatic Stay and Authorizing the Allowance and Payment of an Administrative Expense Claim (the "Motion to Expedite") filed by Robert J. Keach, the chapter 11 trustee in the above-captioned case, with respect to the Consent Motion for an Order Granting Bangor Savings Bank Relief from the Automatic Stay and Authorizing the Allowance and Payment of an Administrative Expense Claim (the "Motion"), and upon consideration of all responses to the Motion to Expedite (if any), it is hereby **ORDERED**, **ADJUDGED** and **DECREED** as follows:

1. Notice and service of the Motion to Expedite and the Motion were sufficient in light of the nature of the relief requested.
2. The Motion to Expedite is granted.
3. An expedited hearing on the Motion shall be held on July 24, 2014 at 10:00 a.m. in Bangor, Maine.

4. The deadline to object to the Motion is July 23, 2014.

Dated:

The Honorable Louis H. Kornreich
United States Bankruptcy Judge

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

In re:

MONTREAL MAINE & ATLANTIC
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670
Chapter 11

NOTICE OF EXPEDITED HEARING

Robert J. Keach, the chapter 11 trustee in the above-captioned case (the “Trustee”), has filed a Motion for Expedited Hearing and Shortened Objection Period With Respect to the Consent Motion for an Order Granting Bangor Savings Bank Relief from the Automatic Stay and Authorizing the Allowance and Payment of an Administrative Expense Claim (the “Motion to Expedite”), seeking an expedited hearing on the Consent Motion for an Order Granting Bangor Savings Bank Relief from the Automatic Stay and Authorizing the Allowance and Payment of an Administrative Expense Claim (the “Motion”).

If you do not want the Court to approve the Motion to Expedite or the Motion, then on or before **July 23, 2014**, you or your attorney must file with the Court a response or objection explaining your position. If you are not able to access the CM/ECF Filing System, then your response should be filed with the Court at:

Alec Leddy, Clerk
United States Bankruptcy Court for the District of Maine
202 Harlow Street
Bangor, Maine 04401

If you do have to mail your response to the Court for filing, then you must mail it early enough so that the Court will receive it **on or before July 23, 2014**.

You may attend the hearing with respect to the Motion to Expedite scheduled to be held at the Bankruptcy Court, 202 Harlow Street, Bangor, Maine on **July 24, 2014 at 10:00 a.m.** If the Motion to Expedite is granted at that time, the Court may immediately thereafter conduct hearings to consider, and may grant some or all of the relief sought by the Motion.

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

If you or your attorney do not take these steps, the Court may decide that you do not oppose the relief sought in the Motion to Expedite or the Motion, and may enter an order granting the requested relief without further notice or hearing.

Dated: July 11, 2014

ROBERT J. KEACH
CHAPTER 11 TRUSTEE OF MONTREAL
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CERTIFICATE OF SERVICE

I, Karla M. Quirk, being over the age of eighteen and an employee of Bernstein, Shur, Sawyer & Nelson, P.A. in Portland, Maine, hereby certify that on July 11, 2014, I filed the following pleadings via the Court's CM/ECF electronic filing system:

- Consent Motion for an Order Granting Bangor Savings Bank Relief from the Automatic Stay and Authorizing the Allowance and Payment of an Administrative Expense Claim, including Exhibit A and proposed form of Order [D.E. 1019]; and
- Motion for Expedited Hearing and Shortened Objection Period with Respect to the Consent Motion for an Order Granting Bangor Savings Bank Relief from the Automatic Stay and Authorizing the Allowance and Payment of an Administrative Expense Claim, including, proposed form of Order and Notice of Expedited Hearing [D.E. 1020].

I further certify that on July 11, 2014, I served the above referenced pleadings via CM/ECF, Federal Express, or Electronic Mail on: (a) the United States Trustee; (b) the Debtor's counsel; (c) applicable federal and state taxing authorities; (d) counsel for the committee appointed pursuant to 11 U.S.C. § 1102(a)(2); (e) counsel for BSB, LMS, and Railworld Locomotive Leasing, Inc.; and (f) others who have, as of the date of the motion, entered an appearance and requested service of papers in the chapter 11 case.

Dated: July 11, 2014

/s/ Karla M. Quirk
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