

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE

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In re: :  
: Bk. No. 13-10670  
MONTREAL MAINE & ATLANTIC : Chapter 11  
RAILWAY, LTD., :  
: Debtor. :  
: :  
: :  
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**SECOND INTERIM AND FINAL APPLICATION OF PAUL HASTINGS LLP, AS  
COUNSEL TO THE OFFICIAL COMMITTEE OF VICTIMS, FOR ALLOWANCE OF  
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD  
FROM DECEMBER 10, 2013 THROUGH DECEMBER 22, 2015**

Name of Applicant: Paul Hastings LLP

Authorized to Provide Professional Services to: The Official Committee of Victims

Petition Date: August 7, 2013

Date of Retention: February 11, 2014 *nunc pro tunc* to December 10, 2013 pursuant to *Order Authorizing Employment and Retention of Paul Hastings LLP as Counsel to Official Committee of Victims Pursuant to Sections 328, 330, and 1103 of Bankruptcy Code, Effective as of December 10, 2013* [Docket No. 647]

Interim Period for which compensation and reimbursement are sought: November 1, 2015 through December 22, 2015

Amount of Interim Compensation sought as actual, reasonable, and necessary: \$7,473.50<sup>1</sup>

Amount of Interim Expense Reimbursement sought as actual, reasonable, and necessary: \$894.44

Total Interim Amount Sought: \$8,367.94

Final Period for which compensation and reimbursement are sought: December 10, 2013 through December 22, 2015

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<sup>1</sup> As a courtesy to the Committee, Paul Hastings is not seeking payment at this time for half the fees incurred during the interim period, a total voluntary reduction of \$7,473.50. The time billed by these timekeepers was reasonable, and Paul Hastings reserves the right to seek allowance of these fees based on the facts and circumstances of this case, including, without limitation, if objections are interposed to the allowance of Paul Hastings' fees and expenses.

Amount of Final Compensation sought as actual, reasonable, and necessary: \$679,586.75

Amount of Final Expense Reimbursement sought as actual, reasonable, and necessary: \$48,990.31

Total Final Amount Sought: \$728,577.06

Amount Paid to Date: \$720,209.12

Retainer Balance: Not Applicable

This is Paul Hastings' Second Interim and Final Application in this case.

Prior Interim Applications Filed:

| <u>Date Filed / Dkt. No.</u> | <u>Period Covered</u>           | <u>Requested Fees</u> | <u>Requested Expenses</u> | <u>Order Date / Dkt. No.</u> | <u>Fees Approved and Paid</u>                      | <u>Expenses Approved and Paid</u>                |
|------------------------------|---------------------------------|-----------------------|---------------------------|------------------------------|--|--|
| 12/15/15<br>1922             | 12/10/13<br>through<br>10/31/15 | \$672,113.25          | \$48,095.87               | 1/11/16<br>1929              | Approved:<br>\$672,113.25<br>Paid:<br>\$672,113.25 | Approved:<br>\$48,095.87<br>Paid:<br>\$48,095.87 |

**SUMMARY BY TIMEKEEPER OF SERVICES RENDERED  
DURING INTERIM FEE PERIOD**

| Name of Timekeeper       | Initials   | Department and Year Admitted to Practice Law | Hourly Billing Rate (including changes) | Total Hours Billed | Total Compensation  |
|--------------------------|--|--|---|--------------------|---------------------|
| <b>OF COUNSEL</b>        |  |  |   |                    |                     |
| Katherine A. Traxler     | KAT2   | Corporate – 1990                             | \$730                                   | 8.50               | \$6,205.00          |
|                          |  |  |   | <b>8.50</b>        | <b>\$6,205.00</b>   |
| <b>ASSOCIATES</b>        |  |  |   |                    |                     |
| Ji Eun Kim               | JK22   | Litigation - 2015                            | \$495                                   | 0.10               | \$49.50             |
|                          |  |  |   | <b>0.10</b>        | <b>\$49.50</b>      |
| <b>PARAPROFESSIONALS</b> |  |  |   |                    |                     |
| Christine A. Dionne      | CAD5   | N/A  | \$425                                   | 2.50               | \$1,062.50          |
| Jocelyn Kuo              | JK21   | N/A  | \$350                                   | 21.80              | \$7,630.00          |
|                          |  |  |   | <b>24.30</b>       | <b>\$8,692.50</b>   |
| <b>TOTAL</b>             |  |  |   | <b>32.90</b>       | <b>\$14,947.00</b>  |
|                          | <b>Less Voluntary Reduction (50%)<sup>2</sup></b>            |  |   |                    | <b>(\$7,473.50)</b> |
|                          | <b>Total Net of Voluntary Reduction</b>                      |  |   |                    | <b>\$7,473.50</b>   |
|                          | <b>Blended Hourly Rate for Attorneys<sup>3</sup></b>         |  |   |                    | <b>\$363.63</b>     |
|                          | <b>Blended Hourly Rate for Paraprofessionals<sup>3</sup></b> |  |   |                    | <b>\$178.86</b>     |
|                          | <b>Blended Hourly Rate for All Timekeepers<sup>3</sup></b>   |  |   |                    | <b>\$227.16</b>     |

<sup>2</sup> As a courtesy to the Committee, Paul Hastings is not seeking payment at this time for half the fees incurred during the interim fee period, a total voluntary reduction of \$7,473.50. The time billed by these timekeepers was reasonable, and Paul Hastings reserves the right to seek allowance of these fees based on the facts and circumstances of this case, including, without limitation, if objections are interposed to the allowance of Paul Hastings’ fees and expenses.

<sup>3</sup> The blended rate reflects the voluntarily reduced fees divided by the total hours billed.

**SUMMARY BY TIMEKEEPER OF SERVICES RENDERED  
DURING FINAL FEE PERIOD**

| Name of Timekeeper          | Initials | Department and Year Admitted to Practice Law | Hourly Billing Rate (including changes) <sup>4</sup> | Total Hours Billed | Total Compensation  |
|-----------------------------|----------|--|--|--------------------|---------------------|
| <b>PARTNERS</b>             |          |  |  |                    |                     |
| Charles A. Patrizia         | CAP      | Litigation – 1976                            | \$1,050  | 2.00               | \$2,100.00          |
| Luc A. Despins <sup>5</sup> | LAD4     | Corporate – 1986                             | \$600  | 118.50             | \$71,100.00         |
| Luc A. Despins              | LAD4     | Corporate – 1986                             | \$587.50   | 351.10             | \$206,271.25        |
| Luc A. Despins              | LAD4     | Corporate – 1986                             | \$550  | 24.10              | \$13,255.00         |
| Luc A. Despins              | LAD4     | Corporate – 1986                             | \$300 (non-working travel)                           | 36.90              | \$11,070.00         |
| Luc A. Despins              | LAD4     | Corporate – 1986                             | \$293.75 (non-working travel)                        | 57.20              | \$16,802.50         |
| Luc A. Despins              | LAD4     | Corporate – 1986                             | \$275 (non-working travel)                           | 7.30               | \$2,007.50          |
|                             |          |  |  | <b>597.10</b>      | <b>\$322,606.25</b> |
| <b>OF COUNSEL</b>           |          |  |  |                    |                     |
| Katherine A. Traxler        | KAT2     | Corporate – 1990                             | \$730  | 8.50               | \$6,205.00          |
| Katherine A. Traxler        | KAT2     | Corporate – 1990                             | \$715  | 7.40               | \$5,291.00          |
| Robert E. Winter            | REW2     | Corporate – 1997                             | \$975  | 27.30              | \$26,617.50         |
| Robert E. Winter            | REW2     | Corporate – 1997                             | \$925  | 1.40               | \$1,295.00          |
|                             |          |  |  | <b>44.60</b>       | <b>\$39,408.50</b>  |

<sup>4</sup> As provided in Paul Hastings’ retention application, the firm’s hourly rates were increased during the final fee period, effective January 1, 2014, May 1, 2014, January 1, 2015, and May 1, 2015, to reflect economic and market conditions. These increases were “across the board” increases for all Paul Hastings’ clients.

<sup>5</sup> As a courtesy to the Committee and the victims of the Derailment and as a form of “pro bono” contribution, Paul Hastings volunteered to charge half the customary hourly rate for Luc A. Despins’ services in this case. To the extent any objection is filed in connection with the allowance of any compensation requested by Paul Hastings in this case, Paul Hastings reserves all rights to seek allowance and payment of Mr. Despins’ fees, at his full customary hourly rate, in connection with the final fee hearing in this case.

| Name of Timekeeper       | Initials | Department and Year Admitted to Practice Law | Hourly Billing Rate (including changes) <sup>4</sup> | Total Hours Billed | Total Compensation  |
|--------------------------|----------|--|--|--------------------|---------------------|
| <b>ASSOCIATES</b>        |          |  |  |                    |                     |
| Kyle J. Ortiz            | KO8      | Corporate - 2010                             | \$790  | 142.50             | \$112,575.00        |
| Kyle J. Ortiz            | KO8      | Corporate - 2010                             | \$735  | 2.30               | \$1,690.50          |
| Christopher J. Fong      | CJF3     | Corporate – 2008                             | \$735  | 0.80               | \$588.00            |
| Christopher J. Fong      | CJF3     | Corporate - 2008                             | \$705  | 46.00              | \$32,430.00         |
| Christopher J. Fong      | CJF3     | Corporate – 2008                             | \$670  | 70.30              | \$47,101.00         |
| Christopher J. Fong      | CJF3     | Corporate – 2008                             | \$660  | 21.20              | \$13,992.00         |
| Christopher J. Fong      | CJF3     | Corporate – 2008                             | \$352.50 (non-working travel)                        | 1.40               | \$493.50            |
| Christopher J. Fong      | CJF3     | Corporate – 2008                             | \$335 (non-working travel)                           | 1.30               | \$435.50            |
| Oscar T. Saunders        | OTS2     | Corporate - 2011                             | \$630  | 4.10               | \$2,583.00          |
| Michelle E. Cline        | MEY2     | Corporate - 2011                             | \$655  | 12.50              | \$8,187.50          |
| Michelle E. Cline        | MEY2     | Corporate - 2011                             | \$615  | 8.90               | \$5,473.50          |
| Michelle E. Cline        | MEY2     | Corporate - 2011                             | \$605  | 9.10               | \$5,505.50          |
| Kareem L. Roe            | KLR8     | Corporate - 2014                             | \$485  | 7.20               | \$3,492.00          |
| Ji Eun Kim               | JK22     | Litigation - 2015                            | \$495  | 0.10               | \$49.50             |
| Ji Eun Kim               | JK22     | Litigation - 2015                            | \$430  | 1.00               | \$430.00            |
| Ji Eun Kim               | JK22     | Litigation - 2015                            | \$405  | 7.30               | \$2,956.50          |
| Laura E. Bain            | LEB5     | Corporate - 2014                             | \$390  | 14.40              | \$5,616.00          |
|                          |          |  |  | <b>350.40</b>      | <b>\$243,599.00</b> |
| <b>PARAPROFESSIONALS</b> |          |  |  |                    |                     |
| Christine A. Dionne      | CAD5     | N/A  | \$425  | 2.50               | \$1,062.50          |
| Jocelyn Kuo              | JK21     | N/A  | \$350  | 117.80             | \$41,230.00         |
| Jocelyn Kuo              | JK21     | N/A  | \$340  | 33.30              | \$11,322.00         |
| Jocelyn Kuo              | JK21     | N/A  | \$325  | 81.80              | \$26,585.00         |
| Jocelyn Kuo              | JK21     | N/A  | \$320  | 3.10               | \$992.00            |
| William H. Grady         | WHG      | N/A  | \$240  | 0.80               | \$192.00            |
| Scott B. Snipes          | SBS2     | N/A  | \$210  | 0.30               | \$63.00             |

| <b>Name of Timekeeper</b> | <b>Initials</b>  | <b>Department and Year Admitted to Practice Law</b> | <b>Hourly Billing Rate (including changes)<sup>4</sup></b> | <b>Total Hours Billed</b> | <b>Total Compensation</b> |
|---------------------------|--|---|--|---------------------------|---------------------------|
|                           |  |   |  | <b>239.60</b>             | <b>\$81,446.50</b>        |
| <b>TOTAL</b>              |  |   |  | <b>1,231.70</b>           | <b>\$687,060.25</b>       |
|                           | <b>Less Voluntary Reduction<sup>6</sup></b>                  |   |  |                           | <b>(\$7,473.50)</b>       |
|                           | <b>Total Net of Voluntary Reduction</b>                      |   |  |                           | <b>\$679,586.75</b>       |
|                           | <b>Blended Hourly Rate for Attorneys<sup>7</sup></b>         |   |  |                           | <b>\$607.28</b>           |
|                           | <b>Blended Hourly Rate for Paraprofessionals<sup>7</sup></b> |   |  |                           | <b>\$321.79</b>           |
|                           | <b>Blended Hourly Rate for All Timekeepers<sup>7</sup></b>   |   |  |                           | <b>\$551.75</b>           |

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<sup>6</sup> As a courtesy to the Committee, Paul Hastings is not seeking payment at this time for half the fees incurred during the interim fee period, a total voluntary reduction of \$7,473.50. The time billed by these timekeepers was reasonable, and Paul Hastings reserves the right to seek allowance of these fees based on the facts and circumstances of this case, including, without limitation, if objections are interposed to the allowance of Paul Hastings' fees and expenses.

<sup>7</sup> The blended rate reflects the voluntarily reduced fees divided by the total hours billed.

**COMPENSATION BY PROJECT CATEGORY FOR SERVICES RENDERED  
DURING INTERIM FEE PERIOD**

| <b>U.S. Trustee Project Category</b>    | <b>Hours</b> | <b>Fees</b>         |
|---|--------------|---------------------|
| B110 Case Administration                | 2.50         | \$1,062.50          |
| B113 Pleadings Review                   | 19.80        | \$6,930.00          |
| B155 Court Hearings                     | 0.80         | \$280.00            |
| B160 Fee / Employment Applications      | 9.80         | \$6,674.50          |
| <b>TOTAL</b>                            | <b>32.90</b> | <b>\$14,947.00</b>  |
| <b>LESS VOLUNTARY REDUCTION</b>         |              | <b>(\$7,473.50)</b> |
| <b>TOTAL NET OF VOLUNTARY REDUCTION</b> | <b>32.90</b> | <b>\$7,473.50</b>   |

**COMPENSATION BY PROJECT CATEGORY FOR SERVICES RENDERED  
DURING FINAL FEE PERIOD**

| <b>U.S. Trustee Project Category</b>                  | <b>Hours</b>    | <b>Fees</b>         |
|---|-----------------|---------------------|
| B110 Case Administration                              | 43.00           | \$23,060.00         |
| B113 Pleadings Review                                 | 186.90          | \$65,955.00         |
| B130 Asset Disposition                                | 18.80           | \$11,249.25         |
| B140 Relief from Stay/Adequate Protection Proceedings | 57.20           | \$42,543.00         |
| B150 Meetings of and Communications with Creditors    | 32.20           | \$18,658.75         |
| B155 Court Hearings                                   | 192.40          | \$110,618.50        |
| B160 Fee / Employment Applications                    | 31.20           | \$20,252.00         |
| B181 Preference Analysis and Recovery Actions         | 1.70            | \$1,083.00          |
| B185 Assumption/Rejection of Leases and Contracts     | 0.10            | \$70.50             |
| B191 General Litigation                               | 290.20          | \$187,460.00        |
| B195 Non-working Travel                               | 104.10          | \$30,809.00         |
| B310 Claims Administration and Objections             | 85.60           | \$55,625.75         |
| B320 Plan and Disclosure Statement                    | 188.30          | \$119,675.50        |
| <b>TOTAL</b>  | <b>1,231.70</b> | <b>\$687,060.25</b> |
| <b>LESS VOLUNTARY REDUCTION</b>                       |                 | <b>(\$7,473.50)</b> |
| <b>TOTAL NET OF VOLUNTARY REDUCTION</b>               | <b>1,231.70</b> | <b>\$679,586.75</b> |

**EXPENSE SUMMARY FOR SERVICES RENDERED  
DURING INTERIM FEE PERIOD**

| Expense Category     | Total Expenses  |
|----------------------|-----------------|
| Computer Search      | \$215.19        |
| Court Call           | \$114.00        |
| Postage/Express Mail | \$565.25        |
| <b>TOTAL</b>         | <b>\$894.44</b> |

**EXPENSE SUMMARY FOR SERVICES RENDERED  
DURING FINAL FEE PERIOD**

| Expense Category                           | Total Expenses     |
|--|--------------------|
| Airfare                                    | \$17,207.41        |
| Lodging                                    | \$968.57           |
| Meals (while working on Committee matters) | \$456.09           |
| Taxi / Ground Transportation               | \$3,637.59         |
| Travel Expense – Parking                   | \$181.16           |
| Travel Expense – Car Rental                | \$915.99           |
| Travel Expense – Internet                  | \$111.95           |
| Attorney Admission Fee                     | \$226.00           |
| Computer Search                            | \$23,386.32        |
| Long Distance Telephone                    | \$485.95           |
| Court Reporting Services                   | \$360.20           |
| Court Call                                 | \$258.00           |
| Courier Services                           | \$12.45            |
| Conference Calls                           | \$137.65           |
| Postage/Express Mail                       | \$644.98           |
| <b>TOTAL</b>                               | <b>\$48,990.31</b> |



UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE

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**In re:** :  
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**MONTREAL MAINE & ATLANTIC** : **Bk. No. 13-10670**  
**RAILWAY, LTD.,** : **Chapter 11**  
: :  
**Debtor.** :  
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**SECOND INTERIM AND FINAL APPLICATION OF PAUL HASTINGS LLP, AS COUNSEL TO THE OFFICIAL COMMITTEE OF VICTIMS, FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM DECEMBER 10, 2013 THROUGH DECEMBER 22, 2015**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), District of Maine Local Bankruptcy Rule 2016-1, and Section 2.2 of the *Trustee’s Revised First Amended Plan of Liquidation Dated July 15, 2015 (As Amended on October 8, 2015)* [Docket No.1822] (the “Plan”), which was confirmed by the Court on October 9, 2015 [Docket No. 1801], Paul Hastings LLP (“Paul Hastings”) hereby files this *Second Interim and Final Application of Paul Hastings LLP, as Counsel to the Official Committee of Victims, for Allowance of Compensation and Reimbursement of Expenses for the Period from December 10, 2013 through December 22, 2015* (the “Application”). By this Application, Paul Hastings requests (a) allowance and payment of the sums of \$7,473.50<sup>1</sup> as compensation and \$894.44 for reimbursement of actual and necessary expenses for the period from November 1, 2015 through

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<sup>1</sup> As a courtesy to the Committee, Paul Hastings is not seeking payment at this time for half the fees incurred during the interim fee period, a total voluntary reduction of \$7,473.50. The time billed by these timekeepers was reasonable, and Paul Hastings reserves the right to seek allowance of these fees based on the facts and circumstances of this case, including, without limitation, if objections are interposed to the allowance of Paul Hastings’ fees and expenses.

and including December 22, 2015 (the “Interim Fee Period”), which amounts have not been the subject of a previous application, and (b) final allowance of the sums of \$679,586.75 as compensation and \$48,990.31 for reimbursement of actual and necessary expenses, for a total of \$728,577.06, for the period from December 10, 2013 through and including December 22, 2015 (the “Final Fee Period”) for services rendered on behalf of the Official Committee of Victims (the “Committee”). In support of this Application, Paul Hastings respectfully represents as follows:

### **INTRODUCTION**

1. Although the Court has had limited exposure to the work performed by Paul Hastings because the Court took over for Judge Kornreich towards the end of the case during a period of time when the Committee and the Trustee had substantial disagreements (now resolved) with respect to certain plan provisions, Paul Hastings’ contribution to this case was far greater than that. Indeed, before this dispute arose with the Trustee, Paul Hastings participated in the elaboration of various strategies with the Trustee to deal with personal injury claims and other derailment claims. Paul Hastings attended numerous meetings with the Trustee in Canada and Portland, and Paul Hastings joined the Trustee in spearheading the joint hearing between the Canadian Court (as defined below) and Judge Kornreich, which was held in Bangor and which, to this day, is the only in-person joint hearing ever held between a U.S. court and a Canadian court in dual insolvency cases. This joint hearing, which was attended by counsel for all the potential defendants, reinforced the negotiation process that the Trustee had commenced with a few of the defendants at that time. While the Trustee deserves the credit for bringing these negotiations to fruition, Paul Hastings played a key role in serving as a conduit to some of the

Canadian-based victims (including the Québec Government, as defined below), the Canadian Court, and the Bankruptcy Court.

### **BACKGROUND**

2. On July 6, 2013, an unmanned eastbound Montreal Maine & Atlantic Railway, Ltd. train with 72 carloads of crude oil, a buffer car, and five locomotive units derailed in Lac-Mégantic, Québec (the “Derailement”). The transportation of the crude oil had begun in New Town, North Dakota by the Canadian Pacific Railway (“CP”), and the Debtor’s wholly-owned subsidiary, Montreal Maine & Atlantic Canada Co. (“MMA Canada”), later accepted the rail cars from CP at Saint-Jean, Québec. The crude oil was to be transported via the Saint-Jean-Lac-Mégantic line through Maine to its ultimate destination, an Irving Oil refinery in Saint John, New Brunswick.

3. The Derailement set off several massive explosions, destroyed part of downtown Lac-Mégantic, and is presumed to have killed 47 people.<sup>2</sup> A large quantity of oil was released into the environment, necessitating an extensive cleanup effort. As a result of the Derailement and the related injuries, deaths, and property damage, lawsuits were filed against the Debtor in both the United States and Canada.

4. On August 7, 2013 (the “Petition Date”), Montreal Maine & Atlantic Railway, Ltd. (the “Debtor”) filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. On August 21, 2013, the United States Trustee (the “U.S. Trustee”) appointed Robert J. Keach to serve as the chapter 11 trustee (the “Trustee”) in the Debtor’s chapter 11 case.

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<sup>2</sup> Tragically, a forty-eighth death occurred when a volunteer fireman, who had been among the first responders at the Derailement, committed suicide. Late claims have been filed as to two additional suicides tied to the Derailement and its aftermath.

5. Concurrently with seeking chapter 11 relief in this Court, on August 7, 2013, MMA Canada commenced a proceeding (the “CCAA Proceeding”) in the Superior Court (Commercial Division) of the Province of Québec, District of Montreal, which case was transferred to the court located in Sherbrooke, District of St. Francois, Province of Québec, under the CCAA (the “Canadian Court”). Richter Advisory Group Inc. was appointed as the monitor in the CCAA Proceeding (the “Monitor”).

6. On October 18, 2013, the Court entered the *Order Authorizing the Appointment of a Victims’ Committee* [Docket No. 391]. On November 27, 2013, the U.S. Trustee filed and served its *Appointment and Notice of Appointment of Committee of Creditors* [Docket No. 460]. On December 10, 2013, the U.S. Trustee filed the *Amended Appointment and Notice of Appointment of Committee of Creditors* [Docket No. 478]. On December 10, 2013, the members of the Committee voted to make the Province of Québec, Canada (the “Québec Government”) and the municipality of Lac-Mégantic, Québec *ex officio* members of the Committee, and to appoint Paul Hastings as its counsel in this case.

7. By order of this Court entered February 11, 2014 [Docket No. 647] (the “Retention Order”), Paul Hastings’ retention as bankruptcy counsel to the Committee was approved, effective as of December 10, 2013. The Retention Order authorized Paul Hastings to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses, in accordance with sections 330 and 331 of the Bankruptcy Code, applicable provisions of the Bankruptcy Rules, the District of Maine Local Bankruptcy Rules (the “Local Rules”), and the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330*.

8. On July 15, 2015, the Trustee filed the Plan. On October 9, 2015, the Court confirmed the Plan and entered the *Order Confirming Trustee's Revised First Amended Plan of Liquidation Dated July 15, 2015 and Authorizing and Directing Certain Actions in Connection Therewith* [Docket No. 1801] (the "Confirmation Order").

9. On December 15, 2015, Paul Hastings submitted its first interim fee application for services rendered and expenses incurred during the period from December 10, 2013 through October 31, 2015 [Docket No. 1922] (the "First Interim Fee Application"). On January 11, 2016, the Court entered an order approving Paul Hastings' requested fees and expenses [Docket No. 1929]. Paul Hastings has received payment in full on its First Interim Fee Application.

10. On December 22, 2015 (the "Effective Date"), all conditions to the effectiveness of the Plan had been satisfied or waived, and the Plan was substantially consummated. Pursuant to Section 2.2 of the Plan, all final requests for payment of professional claims are to be filed with the Court on or before February 19, 2016. Paul Hastings accordingly submits this second interim and final fee application for services rendered through the Effective Date of the Debtor's Plan. All services for which compensation is requested by Paul Hastings were performed for or on behalf of the Committee.

11. Other than payment on its First Interim Fee Application, Paul Hastings has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity in connection with the matters covered by this Application. There is no agreement or understanding between Paul Hastings and any other person other than the attorneys and staff of Paul Hastings for the sharing of compensation to be received for services rendered in this case.

**Fee Statement**

12. Pursuant to D. Me. Rule 2016-1(a)(3)(i), a detailed statement of professional services provided by Paul Hastings to the Committee during the Interim Fee Period is attached hereto as Exhibit A and incorporated herein by reference. Attached as Exhibit A to Paul Hastings' First Interim Fee Application is a true and correct copy of the fee statement for services rendered during the balance of the Final Fee Period. Paul Hastings' First Interim Fee Application and the exhibits thereto are incorporated herein by reference.

13. Paul Hastings has carefully reviewed the fee statements on a line-by-line basis to ensure that services have been billed under the correct fee category. In accordance with D. Me. Rule 2016-1(a)(3)(iv), the fee statements set forth billing rates, total hours billed, and total amounts billed for each professional and paraprofessional at Paul Hastings during the Final Fee Period. In addition, the associated expenses incurred are set forth in the tables at the beginning of this Application.

14. Paul Hastings has substantial expertise in, among other things, business restructuring and bankruptcy, energy and environmental law, and litigation and dispute resolution. Pursuant to D. Me. Rule 2016-1(a)(3)(v), a brief biography of each Paul Hastings professional and paraprofessional who rendered services on the Committee's behalf during the Interim Fee Period and for whom Paul Hastings has not previously provided a biography, is set forth in Exhibit B attached hereto and incorporated herein by reference.

15. This Application is Paul Hastings' second interim and final application to this Court for compensation for professional services and reimbursement of expenses pursuant to Bankruptcy Code §§ 328, 330, and 331, Rule 2016 of the Federal Rules of Bankruptcy Procedure, and D. Me. Rule 2016-1.

**Summary of Services Rendered**

16. A summary of Paul Hastings' itemized time records by (i) professionals and paraprofessionals and (ii) project task code is set forth at the beginning of this Application. Paul Hastings has assisted and advised the Committee on a regular basis with respect to legal matters in connection with the Debtor's chapter 11 case and all other matters arising in the performance of the Committee's duties. In addition, Paul Hastings has prepared various motions, applications, orders, and other pleadings submitted to the Court for consideration and has performed the necessary professional services described in the fee statements attached hereto as Exhibit A and as Exhibit A to the First Interim Fee Application.

17. The services rendered by Paul Hastings during the Interim Fee Period can be grouped into the project categories set forth below. While Paul Hastings' services are generally described below, a more detailed description of the actual services performed is set forth on Exhibit A hereto.<sup>3</sup>

A. Pleadings Review (Task Code B113)  
Fees: \$3,465.00 Total Hours: 19.80

During the Interim Fee Period, Paul Hastings reviewed various filed pleadings and orders in the chapter 11 case. Paul Hastings analyzed the relief requested in such pleadings and monitored deadlines, hearing dates, and related scheduling matters critical to the Committee. Paul Hastings also monitored the CCAA Proceeding and reviewed related reports submitted by the Trustee.

B. Fee / Employment Applications (Task Code B160)  
Fees: \$3,337.25 Total Hours: 9.80

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<sup>3</sup> Addressed here are only those matters in which Paul Hastings provided 3 or more hours of service during the Interim Fee Period.

During the Interim Fee Period, Paul Hastings prepared and submitted the First Interim Fee Application and analyzed related professional compensation matters. In addition, Paul Hastings performed other activities in accordance with the procedures and standards of the Bankruptcy Code, the Bankruptcy Rules, and the Orders of this Court.

**Actual and Necessary Expenses**

18. In accordance with D. Me. Rule 2016-1(a)(5), a summary of the actual and necessary expenses incurred by Paul Hastings during the Interim Fee Period and the Final Fee Period, respectively, is included at the beginning of this Application.

19. Paul Hastings incurred minimal expenses on the Committee's behalf during the Interim Fee Period. Paul Hastings' expenses during the Final Fee Period primarily included travel-related expenses necessitated by the circumstances of this case. Paul Hastings' professionals participated telephonically, to the extent possible, in Committee meetings, hearings, and other proceedings occurring in Maine and Québec, but at times needed to travel on the Committee's behalf. Accordingly, Paul Hastings expenses include some lodging, meals, air fare, taxi, and car service charges.

20. Paul Hastings' standard charge for photocopies is \$0.20 per page. For purposes of this chapter 11 case and pursuant to D. Me. Rule 2016 -1(a)(5), Paul Hastings reduced this charge to \$0.10 per page.

21. Because Paul Hastings believes that on-line legal research (e.g., LEXIS and WESTLAW) is far more cost-efficient than manual research using hard-bound volumes, Paul Hastings encourages computerized legal research even though it is not a profit center for the firm.

22. Paul Hastings believes that its rates for expenses are the market rates that the majority of law firms charge clients for such services. In addition, Paul Hastings believes



that such charges are in accordance with the American Bar Association's ("ABA") guidelines, as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

### Valuation of Services

23. Attorneys and paraprofessionals of Paul Hastings expended a total of 1,231.70 hours in connection with this case during the Final Fee Period. The amount of time spent by each individual providing service to the Committee during the Interim Fee Period and the Final Fee Period, respectively, is set forth in the tables at the beginning of this Application. The nature of the work performed by Paul Hastings' timekeepers is set forth in detail on Exhibit A hereto and Exhibit A to the First Interim Fee Application. Paul Hastings achieved cost efficiencies by employing a streamlined case management structure. Rather than assigning various attorneys to the myriad of tasks that arose, Paul Hastings identified a core group of attorneys for this matter. Paul Hastings thus avoided the performance of duplicative or unnecessary work.

24. As a courtesy to the Committee and the victims of the Derailment, Paul Hastings volunteered to charge half the customary hourly rate for Luc A. Despins' services in this case and half the fees incurred during the Interim Fee Period.<sup>4</sup> Also, consistent with the approach adopted by the Québec Government, and as a courtesy to the victims of the Derailment, Paul Hastings will not seek payment of its fees from the \$25 million liability proceeds of the XL Policy.

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<sup>4</sup> To the extent any objection is filed in connection with the allowance of any compensation requested by Paul Hastings in this case, Paul Hastings reserves all rights to seek allowance and payment, in connection with the final fee hearing in this case, of (a) Mr. Despins' fees at his full customary hourly rate, and (b) the fees waived for services provided during the Interim Fee Period.

25. With the exception of Mr. Despins' hourly rate and the reduced fees for services provided during the Interim Fee Period, the fees charged by Paul Hastings in this case are billed in accordance with its existing billing rates and procedures in effect during the Final Fee Period. The rates Paul Hastings charged for the services rendered by its professionals (other than Mr. Despins) and paraprofessionals in this chapter 11 case are the same rates Paul Hastings charges for professional and paraprofessional services rendered in comparable bankruptcy and nonbankruptcy related matters.<sup>5</sup> Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable nonbankruptcy cases in a competitive national legal market.

26. Paul Hastings has been involved in a meaningful way in all facets of this chapter 11 case relevant to the Committee. Paul Hastings submits that in view of its integral role in this case, its request for compensation and reimbursement of expenses is reasonable and warranted.

**THE REQUESTED COMPENSATION SHOULD BE ALLOWED**

27. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 to govern the Court's award of such compensation. 11 U.S.C. § 331. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 of the Bankruptcy Code also sets forth the criteria for the award of such compensation and reimbursement:

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<sup>5</sup> As provided in Paul Hastings' retention application, the firm's hourly rates were increased during the Final Fee Period, effective January 1, 2014, May 1, 2014, January 1, 2015, and May 1, 2015, to reflect economic and market conditions.

- (3) In determining the amount of reasonable compensation to be awarded to an examiner, trustee under chapter 11, or professional person, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –
- (A) the time spent on such services;
  - (B) the rates charged for such services;
  - (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
  - (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
  - (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
  - (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

28. In the instant case, Paul Hastings respectfully submits that the services for which it seeks compensation in this Application were, at the time rendered, believed to be necessary for and beneficial to the Committee, the Trustee, and the Debtor's estate and were rendered to protect and preserve the Debtor's estate during the pendency of this chapter 11 case. The services rendered to the Committee were performed in an economic, effective, and efficient manner commensurate with the complexity and importance of the issues involved. The results obtained to date have benefited not only the Committee, but also the Debtor's estate and its creditors. Accordingly, the compensation requested herein is reasonable in light of the nature,

extent, and value of such services to the Committee, the Trustee, the Debtor's estate, and all parties in interest.

29. The work conducted was carefully assigned to appropriate professionals or paraprofessionals according to the experience and level of expertise required for each particular task. Whenever possible, Paul Hastings sought to minimize the costs of Paul Hastings' services to the Committee by utilizing talented junior attorneys and paraprofessionals to handle the more routine aspects of the assignments. A small group of the same Paul Hastings attorneys was utilized for the vast majority of the work in this case, to minimize the costs of intra-Paul Hastings communication and education about the Debtor's circumstances. As demonstrated by this Application, Paul Hastings spent its time economically and without unnecessary duplication. Accordingly, approval of the compensation sought herein is warranted.

30. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by Paul Hastings is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title. Moreover, in determining the reasonableness of Paul Hastings' fees in this case, the Court should be mindful of the payment risk that Paul Hastings accepted in taking on the Committee representation. Indeed, while the Trustee had the benefit of a carve-out for at least a portion of his fees, Paul Hastings was not a beneficiary of such a carve-out and, therefore, undertook this case on a contingent basis. In sum, the services rendered by Paul Hastings were necessary and beneficial to, and in the best interests of, the Committee and the bankruptcy estate, creditors, and other parties in interest and were consistently performed in a timely manner. Because of the benefits realized by the Committee

and the estate, Paul Hastings requests that it be allowed and paid at this time, from estate assets other than the XL Policy, compensation for professional services rendered during the Interim Fee Period in the amount of \$8,367.94, and during the Final Fee Period in the amount of \$728,577.06.<sup>6</sup>

WHEREFORE, Paul Hastings respectfully requests entry of a Court order (a) allowing compensation for professional services rendered during the Final Fee Period in the amount of \$679,586.75 (which includes fees of \$7,473.50 incurred during the Interim Fee Period), and reimbursement of actual and necessary expenses incurred during the Final Fee Period in the amount of \$48,990.31 (which includes expenses of \$894.44 incurred during the Interim Fee Period), for a total of \$728,577.06; (b) authorizing and directing payment, consistent with the Plan, of the difference between the amounts allowed and the amounts previously paid to Paul Hastings pursuant to Court order; (c) allowing such compensation for professional services rendered and reimbursement of actual and necessary expenses incurred be without prejudice to Paul Hastings' right to seek further compensation for the full value of services performed and

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<sup>6</sup> To the extent that time or disbursement charges for services rendered or disbursements incurred relate to the Final Fee Period or thereafter, but were not processed prior to the preparation of this Application, Paul Hastings reserves the right to request additional compensation for such services, and reimbursement of such expenses, in a supplemental or future application.

expenses incurred; (d) finding that the award to Paul Hastings is reasonable and in compliance with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules; and (e) granting Paul Hastings such other and further relief as this Court may deem just and proper.

Dated: February 16, 2016  
New York, NY

/s/ Luc A. Despins  
PAUL HASTINGS LLP  
Luc A. Despins (NY No. 2060176)  
75 East 55th Street  
New York, NY 10022  
Tel: (212) 318-6000  
Fax: (212) 219-4090

COUNSEL TO THE OFFICIAL COMMITTEE  
OF VICTIMS

**EXHIBIT A**

**FEE STATEMENT  
(ATTACHED)**

**SUMMARY OF FEES AND EXPENSES FOR SERVICES RENDERED FROM  
NOVEMBER 1, 2015 THROUGH DECEMBER 22, 2015 BY INVOICE NUMBER**

| <b>INVOICE<br/>NUMBER</b> | <b>PERIOD COVERED</b>                         | <b>REQUESTED<br/>FEES</b> | <b>REQUESTED<br/>EXPENSES</b> |
|---------------------------|---|---------------------------|-------------------------------|
| 2073549                   | November 1, 2015 through<br>December 22, 2015 | \$7,473.50                | \$894.44                      |



PAUL HASTINGS LLP  
75 East 55<sup>th</sup> Street, New York, NY 10022-3205  
t: +1.212.318.6000 | f: +1.212.319.4090 | www.paulhastings.com

Montreal Maine & Atlantic Railway Ltd.  
15 Iron Road  
Hermon, ME 04401-1136

January 26, 2016

Please Refer to  
Invoice Number: 2073549

Attn: Robert C. Grindrod

PH LLP Tax ID No. 95-2209675

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### SUMMARY SHEET

#### **Representation of MMA Official Victims' Committee**

PH LLP Client/Matter # 91506-00002

Luc A. Despins

|   |                   |
|---|-------------------|
| Legal fees for professional services<br>for the period ending December 22, 2015 | \$14,947.00       |
| Less 50% Voluntary Reduction  | (7,473.50)        |
|   | <hr/> \$7,473.50  |
| Costs incurred and advanced   | 894.44            |
|   | <hr/> \$8,367.94  |
| <b>Current Fees and Costs Due</b>   | <b>\$8,367.94</b> |
| <b>Total Balance Due</b>  | <b>\$8,367.94</b> |

**We encourage our clients to pay via ACH, however, in the event that you pay by check,  
please send payment to the remittance address below:**

#### **Wiring and ACH Instructions:**

Citibank  
ABA # 322271724  
SWIFT Address: CITIUS33  
787 W. 5th Street  
Los Angeles, CA 90071  
Account Number: 206084519  
Account Name: Paul Hastings LLP

#### **Remittance Address:**

Paul Hastings LLP  
Lockbox 4803  
PO Box 894803  
Los Angeles, CA 90189-4803

Comment: Please refer to the client, matter and invoice number listed above.  
Refer all questions to Billing at [billing@paulhastings.com](mailto:billing@paulhastings.com)





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January 26, 2016

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Invoice Number: 2073549

Attn: Robert C. Grindrod

PH LLP Tax ID No. 95-2209675

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**REMITTANCE COPY**

**Representation of MMA Official Victims' Committee**

PH LLP Client/Matter # 91506-00002

Luc A. Despins

|   |                               |
|---|-------------------------------|
| Legal fees for professional services<br>for the period ending December 22, 2015 | \$14,947.00                   |
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|   | <hr/> \$7,473.50              |
| Costs incurred and advanced   | 894.44                        |
| <b>Current Fees and Costs Due</b>   | <hr/> <b>\$8,367.94</b>       |
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Hermon, ME 04401-1136

January 26, 2016

Please Refer to  
Invoice Number: 2073549

Attn: Robert C. Grindrod

PH LLP Tax ID No. 95-2209675

FOR PROFESSIONAL SERVICES RENDERED  
for the period ending December 22, 2015

|   |                          |
|---|--------------------------|
| <b><u>Representation of MMA Official Victims' Committee</u></b> | <b>\$14,947.00</b>       |
| Less 50% Voluntary Reduction                                    | (7,473.50)               |
|   | <b><u>\$7,473.50</u></b> |

| <u>Date</u>                      | <u>Initials</u> | <u>Description</u>  | <u>Hours</u> | <u>Rate</u> | <u>Amount</u>   |
|----------------------------------|-----------------|---|--------------|-------------|-----------------|
| <b>B110 Case Administration</b>  |                 |   |              |             |                 |
| 12/16/2015                       | CAD5            | Correspond with J. Kuo regarding interested parties   | 2.50         | 425.00      | 1,062.50        |
|                                  |                 | <b>Subtotal: B110 Case Administration</b>   | <b>2.50</b>  |             | <b>1,062.50</b> |
| <br><b>B113 Pleadings Review</b> |                 |   |              |             |                 |
| 11/02/2015                       | JK21            | Correspond with L. Despins regarding recently filed pleadings in bankruptcy, adversary and district cases (.4); revise critical dates list (.2) | 0.60         | 350.00      | 210.00          |
| 11/03/2015                       | JK21            | Correspond with L. Despins regarding recently filed pleadings in bankruptcy, adversary and district cases (.4); revise critical dates list (.2) | 0.60         | 350.00      | 210.00          |

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| <u>Date</u> | <u>Initials</u> | <u>Description</u>  | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|-------------|-----------------|---|--------------|-------------|---------------|
| 11/04/2015  | JK21            | Correspond with L. Despins regarding recently filed pleadings in bankruptcy, adversary and district cases (.4); revise critical dates list (.2) | 0.60         | 350.00      | 210.00        |
| 11/05/2015  | JK21            | Correspond with L. Despins regarding recently filed pleadings in bankruptcy, adversary and district cases (.4); revise critical dates list (.2) | 0.60         | 350.00      | 210.00        |
| 11/06/2015  | JK21            | Correspond with L. Despins regarding recently filed pleadings in bankruptcy, adversary and district cases (.4); revise critical dates list (.2) | 0.60         | 350.00      | 210.00        |
| 11/09/2015  | JK21            | Correspond with L. Despins regarding recently filed pleadings in bankruptcy, adversary and district cases (.4); revise critical dates list (.2) | 0.60         | 350.00      | 210.00        |
| 11/10/2015  | JK21            | Correspond with L. Despins regarding recently filed pleadings in bankruptcy, adversary and district cases (.4); revise critical dates list (.2) | 0.60         | 350.00      | 210.00        |
| 11/11/2015  | JK21            | Correspond with L. Despins regarding recently filed pleadings in bankruptcy, adversary and district cases (.4); revise critical dates list (.2) | 0.60         | 350.00      | 210.00        |
| 11/12/2015  | JK21            | Correspond with L. Despins regarding recently filed pleadings in bankruptcy, adversary and district cases (.4); revise critical dates list (.2) | 0.60         | 350.00      | 210.00        |
| 11/13/2015  | JK21            | Correspond with L. Despins regarding recently filed pleadings in bankruptcy, adversary and district cases (.4); revise critical dates list (.2) | 0.60         | 350.00      | 210.00        |
| 11/16/2015  | JK21            | Correspond with L. Despins regarding recently filed pleadings in bankruptcy, adversary and district cases (.4); revise critical dates list (.2) | 0.60         | 350.00      | 210.00        |
| 11/17/2015  | JK21            | Correspond with L. Despins regarding recently filed pleadings in bankruptcy, adversary and district cases (.4); revise critical dates list (.2) | 0.60         | 350.00      | 210.00        |

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| <u>Date</u> | <u>Initials</u> | <u>Description</u>  | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|-------------|-----------------|---|--------------|-------------|---------------|
| 11/18/2015  | JK21            | Correspond with L. Despins regarding recently filed pleadings in bankruptcy, adversary and district cases (.4); revise critical dates list (.2) | 0.60         | 350.00      | 210.00        |
| 11/19/2015  | JK21            | Correspond with L. Despins regarding recently filed pleadings in bankruptcy, adversary and district cases (.6); revise critical dates list (.4) | 1.00         | 350.00      | 350.00        |
| 11/20/2015  | JK21            | Correspond with L. Despins regarding recently filed pleadings in bankruptcy, adversary and district cases (.4); revise critical dates list (.2) | 0.60         | 350.00      | 210.00        |
| 11/23/2015  | JK21            | Correspond with L. Despins regarding recently filed pleadings in bankruptcy, adversary and district cases (.6); revise critical dates list (.4) | 1.00         | 350.00      | 350.00        |
| 11/24/2015  | JK21            | Correspond with L. Despins regarding recently filed pleadings in bankruptcy, adversary and district cases (.4); revise critical dates list (.2) | 0.60         | 350.00      | 210.00        |
| 11/25/2015  | JK21            | Correspond with L. Despins regarding recently filed pleadings in bankruptcy, adversary and district cases (.4); revise critical dates list (.2) | 0.60         | 350.00      | 210.00        |
| 11/30/2015  | JK21            | Correspond with L. Despins regarding recently filed pleadings in bankruptcy, adversary and district cases (.4); revise critical dates list (.2) | 0.60         | 350.00      | 210.00        |
| 12/01/2015  | JK21            | Correspond with L. Despins regarding recently filed pleadings in bankruptcy, adversary and district cases (.4); revise critical dates list (.2) | 0.60         | 350.00      | 210.00        |
| 12/02/2015  | JK21            | Correspond with L. Despins regarding recently filed pleadings in bankruptcy, adversary and district cases (.4); revise critical dates list (.2) | 0.60         | 350.00      | 210.00        |
| 12/03/2015  | JK21            | Correspond with L. Despins regarding recently filed pleadings in bankruptcy, adversary and district cases (.4); revise critical dates list (.2) | 0.60         | 350.00      | 210.00        |

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| <u>Date</u>                            | <u>Initials</u> | <u>Description</u>  | <u>Hours</u> | <u>Rate</u> | <u>Amount</u>   |
|--|-----------------|---|--------------|-------------|-----------------|
| 12/04/2015                             | JK21            | Correspond with L. Despins regarding recently filed pleadings in bankruptcy, adversary and district cases (.4); revise critical dates list (.2) | 0.60         | 350.00      | 210.00          |
| 12/07/2015                             | JK21            | Correspond with L. Despins regarding recently filed pleadings in bankruptcy, adversary and district cases (.4); revise critical dates list (.2) | 0.60         | 350.00      | 210.00          |
| 12/08/2015                             | JK21            | Correspond with L. Despins regarding recently filed pleadings in bankruptcy, adversary and district cases (.4); review critical dates list (.2) | 0.60         | 350.00      | 210.00          |
| 12/09/2015                             | JK21            | Correspond with L. Despins regarding recently filed pleadings in bankruptcy, adversary and district cases (.4); revise critical dates list (.2) | 0.60         | 350.00      | 210.00          |
| 12/10/2015                             | JK21            | Correspond with L. Despins regarding recently filed pleadings in bankruptcy, adversary and district cases (.4); revise critical dates list (.2) | 0.60         | 350.00      | 210.00          |
| 12/11/2015                             | JK21            | Correspond with L. Despins regarding recently filed pleadings in bankruptcy, adversary and district cases (.4); revise critical dates list (.2) | 0.60         | 350.00      | 210.00          |
| 12/14/2015                             | JK21            | Correspond with L. Despins regarding recently filed pleadings in bankruptcy, adversary and district cases (.6); revise critical dates list (.4) | 1.00         | 350.00      | 350.00          |
| 12/15/2015                             | JK21            | Correspond with L. Despins regarding recently filed pleadings in bankruptcy, adversary and district cases (.4); revise critical dates list (.2) | 0.60         | 350.00      | 210.00          |
| 12/17/2015                             | JK21            | Correspond with L. Despins regarding recently filed pleadings in bankruptcy, adversary and district cases (.4); revise critical dates list (.2) | 0.60         | 350.00      | 210.00          |
| <b>Subtotal: B113 Pleadings Review</b> |                 |   | <b>19.80</b> |             | <b>6,930.00</b> |

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| <u>Date</u>                             | <u>Initials</u> | <u>Description</u>  | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|---|-----------------|---|--------------|-------------|---------------|
| <b>B155 Court Hearings</b>              |                 |   |              |             |               |
| 12/16/2015                              | JK21            | Draft notice of hearing regarding Paul Hastings first interim fee application       | 0.80         | 350.00      | 280.00        |
| <b>Subtotal: B155 Court Hearings</b>    |                 |   | <b>0.80</b>  |             | <b>280.00</b> |
| <b>B160 Fee/Employment Applications</b> |                 |   |              |             |               |
| 11/03/2015                              | KAT2            | Draft first interim fee application   | 0.80         | 730.00      | 584.00        |
| 11/03/2015                              | KAT2            | Research matters regarding background and case for first interim fee application    | 0.20         | 730.00      | 146.00        |
| 11/10/2015                              | KAT2            | Correspond with L. Despins regarding first interim fee application                  | 0.10         | 730.00      | 73.00         |
| 11/10/2015                              | KAT2            | Review factual background in connection with first interim fee application          | 0.20         | 730.00      | 146.00        |
| 11/10/2015                              | KAT2            | Draft first interim fee application   | 0.20         | 730.00      | 146.00        |
| 11/12/2015                              | KAT2            | Correspond with T. Goffredo regarding fee application                               | 0.10         | 730.00      | 73.00         |
| 11/12/2015                              | KAT2            | Correspond with L. Despins regarding fee application                                | 0.10         | 730.00      | 73.00         |
| 11/12/2015                              | KAT2            | Research regarding background and case matters for fee application                  | 0.70         | 730.00      | 511.00        |
| 11/12/2015                              | KAT2            | Draft first interim fee application   | 0.90         | 730.00      | 657.00        |
| 11/17/2015                              | JK21            | Revise notice of hearing regarding first interim fee application                    | 0.40         | 350.00      | 140.00        |
| 11/17/2015                              | KAT2            | Correspond with L. Despins regarding draft fee application                          | 0.10         | 730.00      | 73.00         |
| 11/17/2015                              | KAT2            | Correspond with J. Kuo regarding notice of hearing on first interim fee application | 0.10         | 730.00      | 73.00         |
| 11/17/2015                              | KAT2            | Draft proposed order on fee application   | 0.20         | 730.00      | 146.00        |
| 11/17/2015                              | KAT2            | Analyze facts regarding background and issues for first interim fee application     | 0.70         | 730.00      | 511.00        |
| 11/17/2015                              | KAT2            | Draft first interim fee application   | 2.40         | 730.00      | 1,752.00      |
| 11/18/2015                              | JK22            | Correspond with K. Traxler regarding fee application                                | 0.10         | 495.00      | 49.50         |

Montreal Maine & Atlantic Railway Ltd.  
 91506-00002  
 Invoice No. 2073549

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| <u>Date</u>                                       | <u>Initials</u> | <u>Description</u>  | <u>Hours</u> | <u>Rate</u> | <u>Amount</u>    |
|---|-----------------|---|--------------|-------------|------------------|
| 12/10/2015  | KAT2            | Correspond with L. Despins regarding interim fee application  | 0.10         | 730.00      | 73.00            |
| 12/10/2015  | KAT2            | Draft first interim fee application for period from December 10, 2013 through October 31, 2015                                    | 1.10         | 730.00      | 803.00           |
| 12/11/2015  | KAT2            | Correspond with L. Despins regarding first interim fee application  | 0.10         | 730.00      | 73.00            |
| 12/11/2015  | KAT2            | Draft first interim fee application   | 0.20         | 730.00      | 146.00           |
| 12/15/2015  | JK21            | Correspond with L. Despins regarding first interim fee application (.4); review Paul Hastings' first interim fee application (.4) | 0.80         | 350.00      | 280.00           |
| 12/15/2015  | KAT2            | Correspond with L. Despins and J. Kuo regarding first interim fee application   | 0.20         | 730.00      | 146.00           |
| <b>Subtotal: B160 Fee/Employment Applications</b> |                 |   | <b>9.80</b>  |             | <b>6,674.50</b>  |
| <b>Total</b>                                      |                 |   | <b>32.90</b> |             | <b>14,947.00</b> |

**Timekeeper Summary**

| <u>ID</u> | <u>Timekeeper Name</u> | <u>Title</u> | <u>Hours</u> | <u>Rate</u> | <u>Fee</u> |
|-----------|------------------------|--------------|--------------|-------------|------------|
| KAT2      | Katherine A. Traxler   | Of Counsel   | 8.50         | 730.00      | \$6,205.00 |
| JK22      | Jessica (Ji Eun) Kim   | Associate    | 0.10         | 495.00      | \$49.50    |
| CAD5      | Christine A. Dionne    | Paralegal    | 2.50         | 425.00      | \$1,062.50 |
| JK21      | Jocelyn Kuo            | Paralegal    | 21.80        | 350.00      | \$7,630.00 |

Montreal Maine & Atlantic Railway Ltd.  
91506-00002  
Invoice No. 2073549

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**Costs incurred and advanced**

| <u>Date</u>                              | <u>Description</u>  | <u>Amount</u>   |
|--|---|-----------------|
| 11/06/2015                               | Court Call - Luc Despins; 08/20/2015; Court call fees regarding MMA | 114.00          |
| 12/16/2015                               | Postage/Express Mail International                                  | 210.00          |
| 12/16/2015                               | Postage/Express Mail First Class - US                               | 355.25          |
| 11/02/2015                               | Computer Search (Other)   | 17.37           |
| 11/03/2015                               | Computer Search (Other)   | 26.46           |
| 11/05/2015                               | Computer Search (Other)   | 6.84            |
| 11/06/2015                               | Computer Search (Other)   | 3.96            |
| 11/10/2015                               | Computer Search (Other)   | 14.85           |
| 11/17/2015                               | Computer Search (Other)   | 24.48           |
| 11/19/2015                               | Computer Search (Other)   | 13.95           |
| 11/30/2015                               | Computer Search (Other)   | 9.81            |
| 12/01/2015                               | Computer Search (Other)   | 3.51            |
| 12/02/2015                               | Computer Search (Other)   | 6.21            |
| 12/03/2015                               | Computer Search (Other)   | 24.30           |
| 12/07/2015                               | Computer Search (Other)   | 16.47           |
| 12/14/2015                               | Computer Search (Other)   | 13.50           |
| 12/15/2015                               | Computer Search (Other)   | 11.52           |
| 12/16/2015                               | Computer Search (Other)   | 14.76           |
| 12/17/2015                               | Computer Search (Other)   | 7.20            |
| <b>Total Costs incurred and advanced</b> |   | <b>\$894.44</b> |

**Current Fees and Costs** **\$8,367.94**

**Total Balance Due** **\$8,367.94**

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**EXHIBIT B**

**PROFESSIONAL BIOGRAPHIES**

**CHRISTINE A. DIONNE**

**CHRISTINE DIONNE** has been a paralegal specializing in bankruptcy, general corporate, and finance transactions for over 25 years. Currently she is a Loan Collateral Specialist/Senior Paralegal in the Corporate Department of Paul Hastings' New York office. Ms. Dionne holds a BA in English Literature from University of Tennessee/Knoxville and a Certificate of Paralegal Studies from New York University School of Continuing Education.

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE

----- X  
In re :  
:   
MONTREAL MAINE & ATLANTIC, : Bk. No. 13-10670  
LTD., : Chapter 11  
:   
Debtor. :   
:   
:   
----- X

**ORDER GRANTING SECOND INTERIM AND FINAL APPLICATION OF PAUL HASTINGS LLP, AS COUNSEL TO THE OFFICIAL COMMITTEE OF VICTIMS, FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM DECEMBER 10, 2013 THROUGH DECEMBER 22, 2015**

This matter having come before the Court on the *Second Interim and Final Application of Paul Hastings LLP, as Counsel to the Official Committee of Victims, for Allowance of Compensation and Reimbursement of Expenses for the Period from December 10, 2013 through December 22, 2015* (the "Application"), and after proper notice to all creditors and other parties in interest, the Court having independently reviewed the Application, it is hereby **ORDERED, ADJUDGED, and DECREED** as follows:

1. The Application is granted and approved.
2. In relation to the Final Fee Period and pursuant to 11 U.S.C. § 331, Paul Hastings is allowed on a final basis compensation and an administrative claim for services to the Committee in the aggregate amount of \$728,577.06, including professional fees in the amount of \$679,586.75 and reimbursement of expenses in the amount of \$48,990.31.<sup>1</sup>

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Application.

3. Payment to Paul Hastings of the sum of \$8,367.94, which is the difference between the amount allowed by this Order and the amount previously paid to Paul Hastings pursuant to Court order, is hereby authorized and directed.

4. The fees and expenses for the Final Fee Period are hereby awarded in accordance with the applicable sections of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and this Court's Local Rules.

Dated: \_\_\_\_\_, 2016

\_\_\_\_\_  
THE HONORABLE PETER G. CARY  
CHIEF JUDGE, UNITED STATES  
BANKRUPTCY COURT

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE

----- X  
In re: :  
: :  
MONTREAL MAINE & ATLANTIC : Case No. 13-10670  
RAILWAY, LTD., : Chapter 11  
: :  
Debtor. :  
: :  
: :  
----- X

**NOTICE OF HEARING**

Paul Hastings LLP (“Paul Hastings”), counsel to the Official Committee of Victims (the “Committee”) in the bankruptcy case of Montreal Maine & Atlantic Railway, Ltd. (the “Debtor”), has filed a *Second Interim and Final Application of Paul Hastings LLP, as Counsel to the Official Committee of Victims, for Allowance of Compensation and Reimbursement of Expenses for the Period from December 10, 2013 through December 22, 2015* (the “Application”). A hearing on the Application is set to take place at the United States Bankruptcy Court, 537 Congress Street, Portland, Maine on **March 22, 2016 at 9:00 a.m.** (the “Hearing”).

By the Application, Paul Hastings seeks (a) allowance and payment of the sums of \$7,473.50 as compensation and \$894.44 for reimbursement of actual and necessary expenses for the period from November 1, 2015 through December 22, 2015, which amounts have not been the subject of a previous application, and (b) final allowance of the sums of \$679,586.75 as compensation and \$48,990.31 for reimbursement of actual and necessary expenses for the period from December 10, 2013 through December 22, 2015 (the “Final Fee Period”). Paul Hastings seeks a final order authorizing and approving compensation for the fees and expenses incurred during the Final Fee Period. The Application is the second interim and final fee application filed by Paul Hastings.

On December 15, 2015, Paul Hastings filed the *First Interim Fee Application of Paul Hastings LLP, as Counsel to the Official Committee of Victims, for Allowance of Compensation and Reimbursement of Expenses for the Period from December 10, 2013 through October 31, 2015* [Docket No. 1922] (the “First Interim Fee Application”). With respect to the

First Interim Fee Application, which covered the period from December 10, 2013 through October 31, 2015, the Court awarded Paul Hastings fees in the amount of \$672,113.25 and expenses in the amount of \$48,095.87, all of which have been paid.

**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 Court to approve the Application, or if you want the Court to consider your views on the Application, then **on or before March 15, 2016**, you or your attorney must file with the Court a written response explaining your position. If you are not able to access the CM/ECF Filing System, your response should be served upon the Court at:

Alec Leddy, Clerk  
United States Bankruptcy Court  
202 Harlow Street  
Bangor, Maine 04401

-and-

Luc A. Despins, Esq.  
Paul Hastings LLP  
Park Avenue Tower  
75 East 55th Street, First Floor  
New York, NY 10022

If you have to mail your response to the Court for filing, you must mail it early enough so that the Court will receive it on or before the date stated above.

If you or your attorney do not take these steps, the Court may decide that you do not oppose the relief sought in the Application and may enter an order granting that relief.

Dated: February 16, 2016

**PAUL HASTINGS LLP**

/s/ Luc A. Despins  
Luc A. Despins  
PAUL HASTINGS LLP  
Park Avenue Tower  
75 East 55th Street, First Floor  
New York, New York 10022  
Telephone: (212) 318-6000  
Facsimile: (212) 319-4090

*Counsel to the Official Committee of Victims*