

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

In re:

MONTREAL MAINE & ATLANTIC
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670
Chapter 11

**FOURTH AND FINAL APPLICATION FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR KUGLER KANDESTIN, LLP, AS
SPECIAL COUNSEL TO THE TRUSTEE, ROBERT J. KEACH, FOR THE
PERIOD FROM NOVEMBER 1, 2015 THROUGH DECEMBER 22, 2015**

Name of Applicant: Kugler Kandestin, LLP

Authorized to Provide Professional Services as: Special Counsel to Robert J. Keach, the
duly appointed Chapter 11 trustee of the
bankruptcy estate of the Debtor

Petition Date: August 7, 2013

Date of Retention: August 29, 2013

Period for Which Compensation and Reimbursement is Sought: November 1, 2015 through
December 22, 2015

Total Amount of Compensation sought as actual, reasonable and necessary: * CAD 5,965.00[†]

Total Fees and Expenses Requested: CAD 5,965.00

This is a(n): ___ monthly ___ interim X final application.

* As discussed herein, Kugler Kandestin, LLP, a Canadian entity, is entitled to seek compensation based on hourly billing rates in Canadian Dollars.

[†] As set forth below and detailed on Exhibit A hereto, CAD 3,915.00 of this amount was incurred during the Third Fee Period (as defined below).

PRIOR FEE APPLICATIONS

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
7/10/14	August 26, 2013 – May 22, 2014	CAD 256,982.50	CAD 2,392.27	CAD 256,982.50	CAD 2,392.27
11/7/14	May 23, 2014 – September 30, 2014	CAD 18,895.00	CAD 338.80	CAD 18,895.00	CAD 338.80
11/9/15	October 1, 2014 – October 31, 2015	CAD 165,205.00	CAD 1,112.68	CAD 161,290.00	CAD 1,112.68

SUMMARY BY TIMEKEEPER OF SERVICES RENDERED

PROFESSIONAL	HOURLY BILLING RATES	TOTAL BILLED HOURS	TOTAL COMPENSATION
PARTNER			
Gerald F. Kandestin	CAD 700.00	3.6	CAD 2,520.00
Gordon Levine	CAD 550.00	2.5	CAD 1,375.00
ASSOCIATE			
Jeremy Cuttler	CAD 225.00	9.2	CAD 2,070.00
TOTAL		15.3	CAD 5,965.00

Blended professional hourly rate: CAD 491.67

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In re:

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Debtor.

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Chapter 11

**FOURTH AND FINAL APPLICATION FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR KUGLER KANDESTIN, LLP, AS
SPECIAL COUNSEL TO THE TRUSTEE, ROBERT J. KEACH, FOR THE
PERIOD FROM NOVEMBER 1, 2015 THROUGH DECEMBER 22, 2015**

Kugler Kandestin, LLP (“Kugler Kandestin”), special counsel to Robert J. Keach, the duly appointed chapter 11 trustee (the “Trustee”) in the above-captioned chapter 11 case of Montreal Maine & Atlantic Railway, Ltd. (the “Debtor”), submits this fourth and final application (the “Fee Application”) seeking entry of an order (a) approving on a final basis the fees and expenses already approved on an interim basis as set forth below, (b) awarding compensation on a final basis for professional services for certain fees sought but not awarded in connection with the Third Fee Application (as defined below), and (c) awarding compensation on a final basis for professional services for the period from November 1, 2015 through and including December 22, 2015 (the “Compensation Period”). In support of the Fee Application, Kugler Kandestin states as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding pursuant to 28 U.S.C. §157(b)(2). The statutory predicates for the relief sought

herein are sections 327(a) and 330 of the Code, Federal Rule of Bankruptcy Procedure 2016(a), and Rule 2016-1 of the local rules of this Court (the “Local Rules”).

BACKGROUND

2. On August 7, 2013, the Debtor filed a voluntary petition for relief under chapter 11 of 11 U.S.C. § 101 et seq. (the “Bankruptcy Code”), in the United States Bankruptcy Court for the District of Maine. Simultaneously, the Debtor’s wholly-owned subsidiary, Montreal Maine & Atlantic Canada Co. (“MMA Canada”) filed for protection under Canada’s Companies’ Creditors Arrangement Act (the “Canadian Case”). On or about August 21, 2013, the United States Trustee appointed the Trustee to serve as trustee in the Debtor’s chapter 11 case (the “Case”) pursuant to 11 U.S.C. § 1163.

3. On August 27, 2013, the Trustee filed his *Application for Order, Pursuant to Sections 327 and 328 of the Bankruptcy Code, Authorizing the Employment of Kugler Kandestin, LLP as Special Counsel for the Trustee* [Docket No. 103] (the “Retention Application”). On August 28, 2013, the Trustee filed his *Amended Application for Order, Pursuant to Sections 327 and 328 of the Bankruptcy Code, Authorizing the Employment of Kugler Kandestin, LLP as Special Counsel for the Trustee* [Docket No. 108] (the “Amended Retention Application”).

4. On August 29, 2013, the Court entered an order granting the relief sought in the Amended Retention Application [Docket No. 122]. On September 3, 2013, the Court entered an amended order authorizing the employment of Kugler Kandestin as special counsel to the Trustee pursuant to sections 327 and 328 of the Bankruptcy Code [Docket No. 143] (the “Amended Retention Order”).

5. As set forth in the Amended Retention Order, Kugler Kandestin is authorized to provide legal services “relating to (i) all matters of Canadian law and procedure pertaining to the

Case, and (ii) all matters of interest to the Trustee under the Canadian Case.” Amended Retention Order, ¶ 4.

6. Kugler Kandestin is authorized to:

apply to the Court for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Case in accordance with the applicable provisions of expenses incurred with the Case and in accordance with the applicable provisions of the Bankruptcy Code, the Fed. R. Civ. P., the Local Rules, the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330, and any applicable orders of the Court.

Amended Retention Order, ¶ 5. As disclosed in the *Affidavit of Gerald F. Kandestin in Support of the Application for Order, Pursuant to Sections 327 and 328 of the Bankruptcy Code, Authorizing the Employment of Kugler Kandestin, LLP, as Special Counsel for the Trustee Nunc Pro Tunc to August 21, 2013* (the “Kandestin Affidavit”), the hourly rates for Kugler Kandestin professionals are in Canadian Dollars.

7. On July 10, 2014, Kugler Kandestin filed the *First Interim Application for Compensation and Reimbursement of Expenses for Kugler Kandestin, LLC as Special Counsel to the Trustee, Robert J. Keach, for the Period of August 26, 2013 Through May 22, 2014* [Docket No. 1015] (the “First Interim Fee Application”). The First Interim Fee Application sought allowance of compensation for professional services in the amount of CAD 256,982.50 and reimbursement of expenses incurred in connection with rendering such services in the amount of CAD 2,392.27. By order of this Court entered on July 24, 2014 [Docket No. 1043] (the “First Fee Order”), the Court awarded Kugler Kandestin CAD 256,982.50 in fees and CAD 2,392.27 in expenses in relation to the First Interim Fee Application. As of the date of this Fee Application, all fees and expenses requested in the First Interim Fee Application have been paid.

8. On November 7, 2014, Kugler Kandestin filed the *Second Interim Application for Compensation and Reimbursement of Expenses for Kugler Kandestin, LLP as Special Counsel to the Trustee, Robert J. Keach, for the Period from May 23, 2014 Through September 30, 2014* [Docket No. 1203] (the “Second Interim Fee Application”). The Second Interim Fee Application sought allowance of compensation professional services in the amount of CAD 18,895.00 and reimbursement of expenses incurred in connection with rendering such services in the amount of CAD 338.80. By order of this Court entered on November 19, 2014 [Docket No. 1256] (the “Second Fee Order”), the Court awarded Kugler Kandestin CAD 18,895.00 in fees and CAD 338.80 in expenses in relation to the Second Interim Fee Application. As of the date of this Fee Application, all fees and expenses requested in the Second Interim Fee Application have been paid.

9. On November 13, 2015, Kugler Kandestin filed the *Third Interim Application for Compensation and Reimbursement of Expenses for Kugler Kandestin, LLP as Special Counsel to the Trustee, Robert J. Keach, for the Period from October 1, 2014 Through October 31, 2015* [Docket No. 1858] (the “Third Interim Fee Application,” and the period covered thereby, the “Third Fee Period”). The Third Interim Fee Application sought allowance of compensation professional services in the amount of CAD 165,205.00 and reimbursement of expenses incurred in connection with rendering such services in the amount of CAD 1,112.68. By order of this Court entered on December 10, 2015 [Docket No. 1912] (the “Third Fee Order,” and together with the First Fee Order and the Second Fee Order, the “Interim Fee Orders”), the Court awarded Kugler Kandestin CAD 161,290.00 in fees³ and CAD 1,112.68 in expenses in relation to the Third Interim Fee Application. As of the date of this Fee Application, all expenses requested in

³ This amount is CAD 3,915.00 less than the amount of compensation sought in the Third Interim Fee Application (“Remaining Third Period Compensation”).

the Third Interim Fee Application have been paid, and all but CAD 3,915.00 in compensation requested in the Third Interim Fee Application has been paid. In accordance with the Court's remarks made on the record at the hearing on the Third Interim Fee Application, Kugler Kandestin seeks approval in this Application of the CAD 3,915.00 in Remaining Third Period Compensation.

10. Since entry of the Amended Retention Order, and throughout the Compensation Period, Kugler Kandestin has worked with the Trustee to meet the challenges presented by this cross-border Case in a manner beneficial to the creditors of the Debtor's estate. The following discussion and materials annexed hereto cover the major categories of services for which allowance of compensation is sought.

COMPENSATION AND REIMBURSEMENT REQUEST

11. Kugler Kandestin seeks allowance of compensation for professional services in the amount of CAD 5,965.00 (including the CAD 3,915.00 in Remaining Third Period Compensation). Pursuant to Rule 2016(a) of the Federal Rules of Bankruptcy Procedure and Local Rule 2016-1(a)(3)(i), a detailed statement (the "Billing Statement") of professional services provided by Kugler Kandestin to the Trustee during the Compensation Period (and, with respect to the Remaining Third Period Compensation, during the Third Fee Period) is set forth in **Exhibit A**, annexed hereto and incorporated herein by reference.

12. Pursuant to Local Rule 2016-1(a)(3)(iv), a detailed statement setting forth billing rates, total hours billed, and total amounts billed for each professional at Kugler Kandestin during the Compensation Period is contained in the tables located at the beginning of this Fee Application.

13. No agreement or understanding exists between Kugler Kandestin and any other entity for the sharing of compensation sought by this Fee Application. In addition, no payments

have been made or promised to Kugler Kandestin for services rendered or to be rendered in connection with the Case, except as set forth in the Retention Application and the Amended Retention Application and detailed in this Fee Application.

14. As discussed in the Retention Application, the Amended Retention Application, and the Kandestin Affidavit, Kugler Kandestin is a law firm located in Montreal, Quebec. Kugler Kandestin has substantial experience representing clients in civil and commercial matters relating to restructuring and insolvency, financial services, insurance, and litigation. Pursuant to Local Rule 2016-1(a)(3)(v), a brief biography of each Kugler Kandestin professional who has rendered services in connection with the fees described herein is set forth in **Exhibit B**, annexed hereto and incorporated herein by reference.

15. This Fee Application is Kugler Kandestin's fourth and final application to this Court in this case as special counsel to the Trustee for compensation for professional services and reimbursement of expenses pursuant to sections 328 and 331 of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure, and Local Rule 2016-1. As required by paragraph (b)(v) of the UST Guidelines, the Trustee has been given the opportunity to review this Fee Application and has approved the requested amount.

SUMMARY OF SERVICES

16. Kugler Kandestin serves as special counsel to the Trustee with respect to all matters of Canadian law and procedure pertaining to the Case, as well as all matters of interest to the Trustee under the Canadian Case. In rendering professional services to the Trustee, Kugler Kandestin's team includes professionals with extensive experience in cross-border insolvency, both in providing local representation in foreign insolvency filings, as well as working with counsel in other jurisdictions. Kugler Kandestin's professionals have worked closely with the

Trustee and his other professionals to coordinate assignments in order to maximize efficiency and avoid any duplication of effort.

17. As set forth in greater detail in the Billing Statement, Kugler Kandestin's services included the following: (a) attending meetings and communications with the Trustee and the Trustee's professionals; (b) attending hearings, meetings, and conferences in connection with the Case and the Canadian Case; (c) reviewing and drafting court filings and motion papers in connection with the Canadian Case; and (d) advising the Trustee on matters of Canadian law.

**THE REQUESTED COMPENSATION AND REIMBURSEMENT
OF EXPENSES SHOULD BE ALLOWED ON A FINAL BASIS**

18. Pursuant to section 330 of the Bankruptcy Code, the Court may award professionals "reasonable compensation for actual, necessary services." 11 U.S.C. § 330(a)(1)(A). In evaluating the amount of reasonable compensation to be awarded, the Court should 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.

19. Kugler Kandestin submits that the services for which it seeks compensation in this Fee Application were necessary for and beneficial to the Trustee. The services rendered by Kugler Kandestin were performed economically, effectively, and efficiently. Those services were essential given the cross-border nature of the cases and the need for the Trustee to be represented in the Canadian Case and to have an advisor on all aspects of Canadian law. Accordingly, the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Trustee and the estate.

20. The work conducted was carefully assigned to appropriate professionals according to the experience and level of expertise required for each particular task. Whenever possible and where appropriate, Kugler Kandestin sought to minimize the cost of its services by utilizing talented professionals with lower billing rates.

21. In sum, the services rendered by Kugler Kandestin were necessary and beneficial to the Trustee and such services were consistently performed in a timely manner, commensurate with the complexity and nature of the issues involved. Accordingly, approval of compensation sought herein is warranted.

[remainder of page intentionally left blank]

CONCLUSION

WHEREFORE, Kugler Kandestin respectfully requests that the Court enter an order: (a) approving on a final basis, pursuant to 11 U.S.C. § 330, (i) all compensation and expenses already approved on an interim basis in the Interim Fee Orders, and (ii) additional compensation for services rendered in the amount of CAD 5,965.00 (including the CAD 3,915.00 in Remaining Third Period Compensation) and (b) granting such other and further relief as the Court deems just and proper.

DATED: February 18, 2016

KUGLER KANDESTIN, LLP

By:

/s/ Jeremy Cuttler

Jeremy Cuttler
Kugler Kandestin, LLP
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Montreal, Quebec
Canada H3B 2C6
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*Special Counsel for Robert J. Keach,
Chapter 11 Trustee of Montreal Maine &
Atlantic Railway, Ltd.*



February 17, 2016

**ROBERT J. KEACH, Chapter 11 Trustee of
Montreal Maine & Atlantic Railway, Ltd.**
100 Middle Street
West Tower
Portland, ME
U.S.A. 04101

**Re: Montreal Maine & Atlantic Railway, Ltd. &
Montreal, Maine & Atlantic Canada Co.
Our File Number: 5555 – 1**

TO:

LAWYER	DATE	TIME	DESCRIPTION
GFK	12/01/2014	0.40	Telephone call with Andrew Adessky (re: general discussions of file, including extension).
GFK	01/12/2015	0.40	Telephone call with Robert Keach (re: discussing distribution analysis).
GFK	03/30/2015	0.40	Telephone call with Robert Keach (re: discussing insurers' late claims motions).
GFK	04/13/2015	0.30	Telephone call with Robert Keach (re: discussing creditors' meeting and monitor's report).
JC	04/14/2015	2.50	Conference calls with US trustee, Monitor, Monitor's counsel, Debtor's counsel to discuss QCAP filings and strategy.
JC	04/16/2015	0.80	Conference call with Monitor, MMA counsel and client discussing hearing of April 15th and QCAP status.
JC	05/13/2015	0.50	Conference call discussing documents to be included in mailing package for Plan of Compromise.
JC	05/13/2015	0.80	Telephone conference call discussing Chapter 15 proceedings.
JC	05/13/2015	0.80	Telephone conference call continue discussion of Chapter 15 proceedings and notification issues re: Plan of Compromise.
VRM	06/16/2015	0.50	E-mail correspondence with Me Zahradka (re: providing articles of the Civil Code of Quebec referenced in Justice Dumas's decision.
GFK	07/13/2015	0.20	Telephone call with Robert Keach discussing Justice

TPS / GST # R 123095911
TVQ / QST # 1012941249

Toutes les factures sont dues sur réception
All accounts are due when rendered

LAWYER	DATE	TIME	DESCRIPTION
			Dumas's Judgments (re: Canadian Pacific).
JC	08/04/2015	0.80	Call with U.S. counsel and claimant (re: assistance with informing French language Quebec Claimant how to file a claim, functioning of U.S. proceedings).
GFK	09/03/2015	0.40	Telephone call with Patrice Benoit discussing appeal of Dumas Judgments (re: Canadian Pacific approval of Plan).
GFK	10/08/2015	1.00	Court attendance via telephone (re: Motion to Vary the Order Approving the Amended Plan of Compromise and Arrangement).
GFK	10/08/2015	0.50	E-mails with Robert Keach (re: Motion to Vary).
GL	11/26/2015	2.50	Court Attendance via teleconference (re: late claims and professional fees).
JC	11/26/2015	3.00	Court attendance via teleconference hearing (re: late claims and professional fees).

SUMMARY OF HOURS & FEES:

FIRM MEMBER	POSITION	HOURS	HOURLY RATE	TOTALS
(GFK) Gerald F. Kandestin	Partner	3.60	CDN \$700.00	CDN \$2,520.00
(GL) Gordon Levine	Partner	2.50	CDN \$550.00	CDN \$1,375.00
(JC) Jeremy Cuttler	Associate	9.20	CDN \$225.00	CDN \$2,070.00
TOTAL FEES:				CDN \$5,965.00

EXHIBIT B

Gerald F. Kandestin

Mr. Kandestin leads the firm's practice areas of bankruptcy, insolvency and corporate restructurings, secured lending, security enforcement and related litigation. He has been involved in virtually every aspect of bankruptcy, insolvency & corporate restructurings. He regularly acts for major banks, asset based lenders, factoring companies and other lenders in virtually every aspect of documenting and enforcing secured transactions. He is also heavily involved in commercial litigation, particularly related to insolvency and security enforcements. Mr. Kandestin is a long-time member of the exclusive Insolvency Institute of Canada, having completed two terms as a director and secretary, and is a member of both the American Bankruptcy Institute and Insol International. He is a founding member and past president of the Montréal branch of the Canadian Turnaround Management Association. He is also a past president of The Lord Reading Law Society and has served two terms as Treasurer of the Montréal Bar Association. Mr. Kandestin was a member of a special committee of the Insolvency Institute of Canada advising the Canadian government's Minister of Industry, Trade and Commerce on amendments to the Canadian Bankruptcy and Insolvency Act and Canadian Companies' Creditors Arrangement Act.

Gordon Levine

Mr. Levine is a Partner and member of the firm's Executive Committee, practicing commercial law, specializing in bankruptcy, insolvency & restructuring and commercial litigation. With substantial experience in all aspects of insolvency matters, he has represented businesses, trustees, monitors, receivers, financial institutions, suppliers and other secured and unsecured creditors in a variety of mandates, and has represented such clients in litigation at all court levels, including the Court of Appeal of Québec, Federal Court of Canada and the Supreme Court of Canada. He has extensive involvement in cross-border insolvency cases, including acting as court-appointed Canadian Special Counsel for the trustee of Bernard L. Madoff Investment Securities, representation as Canadian counsel for the U.S. Chapter 11 trustee in the Montréal, Maine & Atlantic proceedings and obtaining foreign recognition and supplemental orders for the Ohio-based receiver of Empire Wholesale Lumber. In 2012, he was invited to join the Insolvency Institute of Canada, the leading association of insolvency practitioners in the country. He also represents businesses in a variety of corporate, real estate, leasing and general commercial matters.

Virginie Raymond- Mailhot

Ms. Raymond-Mailhot joined the firm in 2011. She practices primarily in civil and commercial litigation, personal injury, insurance and professional liability. Ms. Raymond-Mailhot graduated on the Dean's Honours List from the University of Ottawa with a Civil Law degree and completed the National Program in Common Law from the same institution. Prior to her legal studies, Ms. Raymond-Mailhot obtained a Bachelor's degree in Psychology from the University of Montréal. During her studies, Ms. Raymond-Mailhot took part in the International Exchange Program at the University of Western Australia. She also participated to the Pro Bono Student Canada Program as well as the 2009 Pierre-Basile Mignault Moot and was the recipient of the Prix du Barreau de Hull in 2009. She co-authored and co-presented a presentation on the

constitution and organization of business corporations for the mandatory continuing education program of the Bar of Québec.

Jeremy Cuttler

Mr. Cuttler is an associate practicing in the areas of bankruptcy, insolvency & restructuring, financing (secured transactions) and commercial transactions. Mr. Cuttler has experience acting for both debtors and creditors in insolvency matters including national retailers, financial institutions and commercial property owners. In addition, Mr. Cuttler has been involved in numerous transactions in the context of insolvency proceedings, including asset sales and acquisitions, refinancing and exit financing. As well, Mr. Cuttler has been involved in significant conventional and asset-based lending transactions.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

In re:

MONTREAL MAINE & ATLANTIC
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670
Chapter 11

**ORDER GRANTING FOURTH AND FINAL APPLICATION FOR COMPENSATION
AND REIMBURSEMENT OF EXPENSES FOR KUGLER KANDESTIN, LLP, AS
SPECIAL COUNSEL TO THE TRUSTEE, ROBERT J. KEACH, FOR THE PERIOD
FROM NOVEMBER 1, 2015 THROUGH DECEMBER 22, 2015**

This matter having come before the Court on the *Fourth and Final Application for Compensation and Reimbursement of Expenses for Kugler Kandestin, LLP, Special Counsel to the Trustee, Robert J. Keach, for the Period from November 1, 2015 Through December 22, 2015* (the "Fee Application"),¹ and after proper notice to all creditors and other parties-in-interest, the Court having independently reviewed the Fee Application, it is hereby **ORDERED**, **ADJUDGED**, and **DECREED** as follows:

1. The Fee Application is granted.
2. In relation to the Compensation Period (and with respect to the Remaining Third Period Compensation, the Third Fee Period), pursuant to 11 U.S.C. § 331, Kugler Kandestin is allowed compensation for services to the Trustee in the aggregate amount of CAD 5,965.00 for professional fees rendered².
3. The fees and expenses for the Compensation Period (and with respect to the Remaining Third Period Compensation, the Third Fee Period) are hereby awarded on a final

¹ Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Fee Application.

² This amount includes CAD 3,915.00 in Remaining Third Period Compensation.

basis in accordance with the applicable sections of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and this Court's local rules.

4. In addition, the CAD 441,011.25 in fees and expenses granted by this Court on an interim basis in the Interim Fee Orders, comprising, in the aggregate, (a) CAD 437,167.50 in fees and (b) CAD 3,843.75 in expenses, are also awarded on a final basis in accordance with the applicable sections of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and this Court's local rules.

5. For the avoidance of doubt, this Order approves, in the aggregate and on a final basis, in accordance with the applicable sections of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and this Court's local rules, CAD 446,976.25 in fees and expenses for Kugler Kandestin in its capacity as special counsel to the Trustee during the Debtor's chapter 11 case, comprising (a) CAD 443,132.50 in fees and (b) CAD \$3,843.75 in expenses.

Dated: _____, 2016

The Honorable Peter G. Cary
Chief Judge, United States Bankruptcy Court

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

In re:

MONTREAL MAINE & ATLANTIC
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670

Chapter 11

NOTICE OF HEARING

Kugler Kandestin LLP (“Kugler Kandestin”), special counsel to Robert J. Keach, the duly appointed Chapter 11 trustee (the “Trustee”) of the estate of Montreal Maine & Atlantic Railway, Ltd. (the “Debtor”), has filed the *Fourth and Final Application for Compensation and Reimbursement of Expenses for Kugler Kandestin, LLP, as Special Counsel to the Trustee, Robert J. Keach, for the Period from November 1, 2015 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 **April 5, 2016 at 9:00 a.m.** (the “Hearing”).

By the Application, Kugler Kandestin seeks a total amount of **CAD 5,965.00** for compensation of professional fees with respect to services rendered on behalf of the Trustee during the period November 1, 2015 through December 22, 2015 (the “Compensation Period”).¹ Kugler Kandestin seeks an order authorizing and approving this compensation for fees on a final basis. In addition, as the Application is a final application, Kugler Kandestin seeks an order authorizing and approving all compensation for fees incurred throughout the Debtor’s chapter 11 case on a final basis.

On July 10, 2014, Kugler Kandestin filed the *First Interim Application for Compensation and Reimbursement of Expenses for Kugler Kandestin, LLP, as Special Counsel to the Trustee, Robert J. Keach, for the Period from August 26, 2013 Through May 22, 2014* [D.E. 1015] (the “First Application”). With respect to the First Application, the court awarded Kugler Kandestin CAD 256,982.50 in fees and CAD 2,392.27 in expenses.

On November 7, 2014, Kugler Kandestin filed the *Second Interim Application for Compensation and Reimbursement of Expenses for Kugler Kandestin, LLP as Special Counsel to the Trustee, Robert J. Keach, for the Period from May 23, 2014 Through September 30, 2014* [D.E. 1203] (the “Second Application”). With respect to the Second Application, the Court awarded Kugler Kandestin CAD 18,895.00 in fees and CAD 338.80 in expenses.

On November 13, 2015, Kugler Kandestin filed the *Third Interim Application for Compensation and Reimbursement of Expenses for Kugler Kandestin, LLP as Special Counsel to*

¹ As set forth in the Application, CAD 3,915.00 of the compensation for which approval is sought was incurred during prior compensation periods.

the Trustee, Robert J. Keach, for the Period from October 1, 2014 Through October 31, 2015 [D.E. 1858] (the “Third Application”). With respect to the Third Application, the Court awarded Kugler Kandestin CAD 161,290.00 in fees and CAD 1,112.68 in expenses.

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 18, 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-

Sam Anderson, Esq.
Bernstein, Shur, Sawyer & Nelson, P.A.
100 Middle Street, PO Box 9729
Portland, Maine 04101-5029

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 18, 2016

**ROBERT J. KEACH,
CHAPTER 11 TRUSTEE OF MONTREAL
MAINE & ATLANTIC RAILWAY, LTD.**

By his attorneys:

/s/ Sam Anderson
D. Sam Anderson, Esq.
BERNSTEIN, SHUR, SAWYER & NELSON, P.A.
100 Middle Street
P.O. Box 9729
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