

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

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

RESPONSE OF NEW BRUNSWICK SOUTHERN RAILWAY COMPANY LIMITED AND MAINE NORTHERN RAILWAY COMPANY IN OPPOSITION TO THE ESTATE REPRESENTATIVE’S MOTION TO STAY PROCEEDINGS AND DISCOVERY IN RELATION TO OBJECTION TO PROOFS OF CLAIM FILED BY NEW BRUNSWICK SOUTHERN RAILWAY COMPANY AND MAINE NORTHERN RAILWAY COMPANY LIMITED ON THE BASIS THAT CERTAIN OF SUCH CLAIMS ARE DUPLICATIVE OF OTHERS, AND SUCH OTHERS ARE IMPROPERLY ASSERTED AS ADMINISTRATIVE AND/OR PRIORITY CLAIMS

New Brunswick Southern Railway Company Limited (“NBSR”) and Maine Northern Railway Company (“MNR” and together with NBSR the “Irving Railroads”), respectfully submit this response (the “Response”) in opposition to the Motion to Stay Proceedings and Discovery in Relation to Objection to Proofs of Claim Filed by New Brunswick Southern Railway Company Limited and Maine Northern Railway Company on the Basis that Certain of Such Claims Are Duplicative of Others, and Such Others Are Improperly Asserted As Administrative and/or Priority Claims [D.E. 2285] (the “Motion”) of, Robert J. Keach, the estate representative for the post effective date estate of Montreal Maine & Atlantic Railway, Ltd., (the “Estate Representative”). As discussed below, the Estate Representative’s Motion would needlessly delay this proceeding, is based on factually unsound premises, and would accomplish

nothing except to further delay payment of the Irving Railroads' valid claims. It should be denied.¹

I. RELEVANT FACTUAL AND PROCEDURAL BACKGROUND

On August, 7, 2013, Montreal Maine & Atlantic Railway, Ltd. ("**MMA**" or the "**Debtor**") filed a petition for relief (the "**Bankruptcy Case**") under chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**") in the United States Bankruptcy Court for the District of Maine (the "**Bankruptcy Court**"). On August 21, 2013, the Office of the United States Trustee for Region 1 appointed the Estate Representative, to serve as the trustee of the Debtor.

A. The Litigation Between the Estate Representative and the Irving Railroads

The Irving Railroads timely filed proofs of claim in the Debtor's chapter 11 case (the "**Proofs of Claim**"). On October 19, 2015, the Estate Representative filed an Objection [D.E. 1826] to the Proofs of Claim (the "**Claim Objection**"). The Irving Railroads filed a Response to the Claim Objection on November 12, 2015 [D.E. 1855].

This Court issued an oral ruling on February 5, 2016, which was memorialized in an order dated February 26, 2016 (the "**Bankruptcy Court Order**") in which the Court found that the Irving Railroads' claims are of the type that qualify as claims entitled to priority under §1171(b) of the Bankruptcy Code. In accordance with a pre-hearing stipulation of the parties, the determination of the amount of the Irving Railroads' claims was deferred to a future hearing if the parties were unable to reach agreement on the amount of the claims and further proceedings were necessary.

¹ In light of the Estate Representative's request to shorten the period for filing a response to his Motion, and in consideration of the Irving Railroads not objecting to such request, the Irving Railroads respectfully ask that they be relieved of the requirement in Local Bankruptcy Rule 9013-1(f) to file an answer to the Motion addressing each of the averments specified therein.

The Estate Representative filed a notice of appeal from the Bankruptcy Court Order, and a motion for leave to appeal pursuant to 28 U.S.C. §158(a)(3) on March 10, 2016. The Irving Railroads did not oppose the Estate Representative's motion because they believed that the resolution of the appeal might advance the final disposition of litigation with the Estate Representative in several matters currently pending in the Debtor's chapter 11 case.

The Bankruptcy Appellate Panel for the First Circuit (the "**Bankruptcy Appellate Panel**") heard the appeal, and on October 21, 2016 entered an opinion affirming the Bankruptcy Court Order ("**BAP Opinion**").

On January 5, 2017, this Court entered the Joint Pretrial Statement and Order Between the Estate Representative and New Brunswick Southern Railway Company Limited and Maine Northern Railway Company [D.E. 2277] (the "**Scheduling Order**"), in which the Court set a schedule for the parties to conduct discovery on the total amount of the Irving Railroads' claims and the amount entitled to priority under 11 U.S.C. § 1171(b), which are the final issues that must be decided by the Court to resolve the Claim Objection.

On February 1, 2017, the Estate Representative filed the Motion as well as a Motion to Expedite the Hearing and Shorten the Objection Period with Respect to the Motion.

B. The District Court Litigation Between the Irving Railroads and Wheeling

On August 14, 2014, Wheeling & Lake Erie Railway Company ("**Wheeling**") filed an action in the United States District Court for the District of Maine (the "**District Court**") against the Irving Railroads (the "**District Court Litigation**") seeking to collect on certain outstanding accounts receivable that the Irving Railroads allegedly owed to MMA which were part of the collateral securing Wheeling's claim under its revolving credit agreement with MMA. *See Wheeling & Lake Erie Railway Company v. Maine Northern Railway Company, et al.*, Case No.

1:14-CV-00325. Wheeling had been granted the right to proceed with the District Court Litigation pursuant to an agreement it had reached with the Estate Representative to lift the automatic stay to permit Wheeling to collect outstanding receivables and apply the proceeds in partial satisfaction of its secured claim. The Irving Railroads filed an answer asserting as a defense, among other things, that they had rights of setoff against MMA which exceeded the amounts claimed to be owed and which completely extinguished Wheeling's claims.

On March 16, 2015 the Irving Railroads and Wheeling filed cross motions for summary judgment on the issue of whether the Irving Railroads' receipt of certain documents referencing Wheeling's claimed security interest in MMA's accounts receivable satisfied the authenticated notification requirement in 11 M.R.S.A § 9-1404(1)(b), thereby making the Irving Railroads' right of setoff subject to Wheeling's security interest in the receivables. On September 15, 2015 the District Court entered a decision granting the Irving Railroads motion for partial summary judgment and denying Wheeling's motion for partial summary judgment.

On January 25, 2016 Wheeling filed a motion in the District Court seeking to stay the District Court Litigation. *See Consented to Motion to Enlarge Deadlines and for Stay* [D.E. 31]. As grounds for its motion, Wheeling informed the District Court that it was engaged in litigation with the Estate Representative in the Bankruptcy Court regarding the scope of its security interest (the "**Wheeling-Estate Representative Litigation**"), that sufficient funds to pay Wheeling's claims against MMA in full had been escrowed for its benefit and that the resolution of Wheeling's litigation with the Estate Representative could moot Wheeling's interest in the accounts receivable that it sought to collect from the Irving Railroads. *Id.*, ¶ 4. Based on the foregoing, Wheeling requested that the District Court Litigation with the Irving Railroads be stayed until June 1, 2016.

The Irving Railroads consented to the motion, and on January 26, 2016 the District Court entered an order granting the motion to stay the District Court Litigation (the “**District Court Litigation Stay**”). In a subsequent Joint Status Report filed on October 11, 2016 [D.E. 38] the parties advised the District Court of the status of both the Wheeling-Estate Representative Litigation and the Estate Representative’s Claim Objection against the Irving Railroads, the resolution of either of which could moot some or all of the issues in the District Court Litigation.

To provide additional time to resolve the Wheeling-Estate Representative Litigation as well as the Claim Objection, the District Court has further extended the District Court Litigation Stay.²

II. LAW AND ARGUMENT

In determining whether to grant a stay many courts consider: whether there is good cause for the issuance of the stay, whether the stay is reasonable in duration, and whether the competing equities support the issuance of a stay. See *Wells Fargo Financial Leasing, Inc. v. Tulley Automotive Group*, 2016 U.S. Dist. LEXIS 135410 at * 14-15 (D. N.H. September 29, 2016) (quoting *Marquis v. F.D.I.C.*, 965 F.2d 1148, 1154-55 (1st Cir. 1992)). The Estate Representative’s Motion does not satisfy the first two elements and the equities weigh heavily against granting the stay.

A. This Court is Capable of Determining the Amount of the Irving Railroads’ Claims Prior to Resolution of the District Court Litigation

The Estate Representative argues that a stay is necessary because resolution of the Claim Objection is “dependent upon the outcome of the District Court Litigation” See Motion at ¶ 34. This is not true. This Court is fully capable of adjudicating the amounts of the Irving Railroads’ Proofs of Claim prior to resolution of the District Court Litigation. This Court can, and should,

² The District Court Litigation Stay technically expired on February 1, 2017. The parties are scheduled to have a telephonic status conference with the District Court on February 10, 2017 to discuss whether the stay should be further extended.

determine the total amount owed to NBSR and MNR on their respective proofs of claim. The Court also can, and should, determine the amounts of any accounts receivable owed to MMA by the Irving Railroads. Those determinations will fully and finally resolve the Estate Representative's Claim Objection.³

B. Resolution of the District Court Litigation Will Have No Impact on MMA's Bankruptcy Estate

Any future resolution of the dispute between Wheeling and the Irving Railroads in the District Court Litigation (should that prove necessary) will have no impact on MMA's bankruptcy estate. If Wheeling were to prevail in the District Court Litigation, thus negating the Irving Railroads' ability to assert a setoff against the amounts they owe to MMA, Wheeling will be able to collect the amounts this Court determines are owed by the Irving Railroads to MMA, and Wheeling's secured claim against MMA will be reduced by the same amount. If, instead, the District Court were to determine that the Irving Railroads' setoff rights are superior to Wheeling's security interest, then its recovery from the MMA estate will be reduced by the amounts this Court determines are owed by the Irving Railroads to MMA, without any corresponding reduction in Wheeling's secured claim. Either way, there is no impact on MMA's bankruptcy estate, and no reason for this Court to delay making a final determination of the Estate Representative's Claim Objection.

³ In the event any uncertainty exists as to whether the Irving Railroads' rights of setoff are superior, or subject, to Wheeling's security interest, this Court's order can provide that the resolution of that discrete issue – which is not part of the Estate Representative's Claim Objection – will be made by the District Court, and distributions on the claims will be adjusted accordingly.

C. The District Court Litigation is Far More Reliant on Resolution of the Claim Objection than the Claim Objection is on Resolution of the District Court Litigation

Contrary to the Estate Representative's assertion, resolution of the Claim Objection is not dependent on resolution of the District Court Litigation. In fact, it is just the opposite – resolution of the District Court Litigation is dependent upon resolution of the Claim Objection.

In the District Court Litigation, the Irving Railroads assert, as a complete defense to Wheeling's claims, rights of setoff based upon the Irving Railroads' contention that they are owed amounts greatly in excess of the amounts Wheeling claims are owed by the Irving Railroads to MMA. In order to resolve the District Court Litigation, a determination will need to be made of the amount of the Irving Railroads' claims against MMA, as well as the amounts owed by the Irving Railroads to MMA. This Court is the obvious forum to determine those amounts. Thus, unless the District Court Litigation is rendered moot by a resolution of the Wheeling-Estate Representative Litigation resulting in full payment of Wheeling's secured claim, resolution of the District Court Litigation is, in fact, dependent upon a final determination of the Claim Objection.

D. The Estate Representative's Motion Would Delay this Proceeding for an Indefinite and Potentially Extensive Period of Time.

The Estate Representative is seeking to stay these proceedings for an unknown and potentially extensive period of time. It is not clear when the District Court Litigation will be resolved, nor is it clear that the District Court Litigation will promptly resume if this matter is stayed. As noted above, the original reason that Wheeling sought to stay the District Court Litigation was because resolution of the Wheeling-Estate Representative Litigation has the potential to completely moot the District Court Litigation. Given that fact, it is possible that the District Court may decide that proceeding with the District Court Litigation prior to resolution of

the Wheeling-Estate Representative Litigation would be a needless waste of judicial resources. Thus, if the Motion is granted, it is conceivable that the Claim Objection could be left in limbo for months while first the Wheeling-Estate Representative Litigation is resolved, then the District Court Litigation, only after which the Claim Objection would finally be considered by this Court. Additionally, as the Estate Representative makes clear in his Motion he intends to appeal this Court's decision. *See* Motion at footnote 8. Thus, if the Court grants the Motion it could quite plausibly be years before the Irving Railroads' claims are finally adjudicated and payment is made. This is completely inequitable.

E. The Estate Representative's Decision to Raise This Issue So Late in this Proceeding is Inequitable

The Estate Representative has waited until almost the end of the discovery period to raise the argument that the District Court Litigation has to be concluded prior to resolution of the Claims Objection. He does not explain why he did not raise this argument sooner. Perhaps in an attempt to avoid this question, the Estate Representative asserts that he did not receive notice of the District Court Litigation Stay. *See* Motion at ¶¶ 20, 21, 22 and 23 and footnote 7. Rather, he states that he only learned of the District Court Litigation Stay on January 31, 2017. *See* Motion at ¶ 24. In raising these concerns the Estate Representative seems to be implying that the District Court Litigation Stay is somehow relevant to the arguments in the Motion, and that as soon as he learned of the District Court Litigation Stay he rushed forward to protect the Estate's rights and to inform the Court. He protests a bit too much.

The Estate Representative never explains why it matters to his argument whether the District Court Litigation has been stayed. The truth of course is that it does not matter. The Estate Representative asserts that "resolution of the setoff issue is...a prerequisite to a final order

on the Contested Matter.” *See* Motion at ¶ 34. If this is true, then whether the District Court Litigation is stayed or not is completely irrelevant.

The District Court Litigation has been pending for longer than the Claim Objection. The Estate Representative certainly knew the District Court Litigation existed.⁴ Yet he waited until discovery in this matter was almost completed to file this Motion. There is no good reason why he did not raise this argument sooner.

The Irving Railroads have invested a significant amount of time and resources on this matter. Thus, granting a stay so late in the proceedings, would be extremely inequitable to the Irving Railroads.

F. It Would Not be Inequitable to the Estate Representative to Allow This Matter to Proceed

The Estate Representative suggests that it would somehow be inequitable to have the Claim Objection proceed. In support of this argument the Estate Representative suggests that since the Irving Railroads opposed his motion to certify the Bankruptcy Court Order for direct appeal to the First Circuit following its affirmance by the Bankruptcy Appellate Panel, based upon their stated desire for a prompt resolution of the Claim Objection, it would be inequitable and inconsistent to allow the Irving Railroads to “put off resolution of a condition precedent to determine the amount of their claims.”⁵ *See* Motion at footnote 8. As discussed above, the Estate Representative’s argument that the District Court Litigation must be completed prior to resolution of the Claim Objection is patently incorrect. To the extent that the Estate

⁴ As the Estate Representative acknowledges in his Motion, Wheeling was only able to pursue its litigation against the Irving Railroads after it reached agreement with the Estate Representative on the Lift Stay Order. *See* Motion at ¶ 13.

⁵ The Estate Representative suggests that if the Irving Railroads had not objected to the Estate Representative’s Motion to Certify the Bankruptcy Court’s Order to the First Circuit Court of Appeals, that the priority issue would now be in the process of being decided by the First Circuit Court of Appeals and the District Court Litigation would be moving towards resolution. Of course this completely ignores the reasons why the District Court Litigation has been stayed. This argument also overlooks the fact that, in addition to its other problems, the Estate Representative’s Motion to Certify was time barred. Consequently, it did not matter whether the Irving Railroads objected to the Motion to Certify. It was never going to be granted.

Representative is arguing that the Irving Railroads have changed their position on speedily resolving the Claim Objection he could not be more wrong – the Irving Railroads’ desire to see this matter promptly resolved has never been greater. This is precisely why the Irving Railroads are objecting to the Motion, because they do not wish to see this matter further delayed.

Denying the motion would not be inequitable to the Estate Representative; rather, for the reasons discussed above, it would be inequitable to the Irving Railroads to grant the Motion.

III. CONCLUSION

The Estate Representative’s arguments with respect to the Irving Railroads’ claims have been consistently rejected both by this Court and the Bankruptcy Appellate Panel. Now just weeks before the conclusion of discovery the Estate Representative is seeking to stay this proceeding. He does not explain why he waited until this moment to bring this Motion, when it could have been brought at any time during the Claim Objection. More importantly, his arguments in support of the Motion are clearly incorrect. Ultimately, the Motion appears to be little more than a thinly veiled attempt to further string out resolution of the Claim Objection so as to delay payment of the Irving Railroads’ Claims.

For the foregoing reasons, the Irving Railroads respectfully request that (i) this Court deny the Estate Representative’s Motion seeking to stay discovery and other proceedings related to the Claim Objection, and (ii) grant the Irving Railroads such other and further relief as the Court deems just and proper.

Respectfully submitted,

Dated: February 8, 2017

/s/ Keith J. Cunningham
Keith J. Cunningham
Maine Bar No. 8361
PIERCE ATWOOD LLP
Merrill's Wharf
254 Commercial Street
Portland, ME 04101
Telephone: (207) 791-1100
Facsimile: (207) 791-1350
Email: kcunningham@pierceatwood.com

AND

Alan R. Lepene
Ohio Bar No. 0023276
THOMPSON HINE LLP
3900 Key Center
127 Public Square
Cleveland, OH 44114-1291
Telephone: (216) 566-5520
Facsimile: (216) 566-5800
Email: Alan.Lepene@ThompsonHine.com

Attorneys for New Brunswick Southern
Railway Company Limited and Maine
Northern Railway Company

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

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

CERTIFICATE OF SERVICE

I, Michelle S. Pottle, an employee of Pierce Atwood LLP, being over the age of 18, hereby certify that on the date set forth below I caused a copy of the Response of New Brunswick Southern Railway Company Limited and Maine Northern Railway Company in Opposition to the Estate Representative’s Motion to Stay Proceedings and Discovery in Relation to Objection to Proofs of Claim Filed by New Brunswick Southern Railway Company and Maine Northern Railway Company Limited on the Basis that Certain of Such Claims are Duplicative of Others, and Such Others are Improperly Asserted as Administrative and/or Priority Claims, to be served upon the parties indicated on the service list attached hereto in the manner described on said service list.

Dated: Portland, Maine
February 8, 2017

/s/ Michelle S. Pottle
Michelle S. Pottle
Senior Paralegal
Pierce Atwood LLP
254 Commercial Street
Portland, ME 04101
(207) 791-1262 (Phone)
(207) 791-1350 (Fax)

SERVICE LIST
Chapter 11 Case No. 13-10670

ELECTRONIC MAIL NOTICE LIST – SERVED ELECTRONICALLY BY THE COURT’S ECF SYSTEM:

- D. Sam Anderson sanderson@bernsteinshur.com, acumings@bernsteinshur.com;astewart@bernsteinshur.com;kquirk@bernsteinshur.com;sbaker@bernsteinshur.com
- Darcie P.L. Beaudin dbeaudin@sta-law.com, jlhommedieu@sta-law.com;mleblond@sta-law.com
- Fred W. Bopp III, fbopp@perkinsthompson.com, sdoil@perkinsthompson.com;mnelson@perkinsthompson.com
- Aaron P. Burns aburns@pearcedow.com, rpearce@pearcedow.com;katwood@pearcedow.com
- Richard Paul Campbell rpcampbell@campbell-trial-lawyers.com, mmichitson@campbell-trial-lawyers.com
- Roger A. Clement, Jr. rclement@verrilldana.com, nhull@verrilldana.com;bankr@verrilldana.com
- Daniel C. Cohn dcohn@murthalaw.com
- Steven E. Cope scope@copelegal.com, copefilings@copelegal.com;copefilings@gmail.com;copefilings@ecf.inforuptcy.com
- Maire Bridin Corcoran Ragozzine acumings@bernsteinshur.com
- Kevin J. Crosman kevin.crosman@maine.gov
- Keith J. Cunningham kcunningham@pierceatwood.com, mpottle@pierceatwood.com;rkelley@pierceatwood.com
- Debra A. Dandeneau jessica.diab@weil.com, Blaire.Cahn@weil.com
- Roma N. Desai rdesai@bernsteinshur.com, acumings@bernsteinshur.com;kquirk@bernsteinshur.com;astewart@bernsteinshur.com;dkeenan@bernsteinshur.com
- Joshua R. Dow jdow@pearcedow.com, rpearce@pearcedow.com;katwood@pearcedow.com
- Allison A. Economy aeconomy@rudmanwinchell.com, jphair@rudmanwinchell.com;cderrah@rudmanwinchell.com
- John Eggum jeggum@fgppr.com
- Daniel R. Felkel dfelkel@troubhheisler.com
- Jeremy R. Fischer jfischer@dwmlaw.com, hwhite@dwmlaw.com;DMcKenney@dwmlaw.com;RVanPelt@dwmlaw.com
- Isaiah A. Fishman ifishman@krasnowsaunders.com
- Peter J. Flowers pjf@meyers-flowers.com
- Kelley J. Friedman ppope@jandflaw.com
- Taruna Garg tgarg@murthalaw.com, kpatten@murthalaw.com
- Jay S. Geller jgeller@jaysgellerlaw.com
- Craig Goldblatt craig.goldblatt@wilmerhale.com, Isley.Gostin@wilmerhale.com
- Frank J. Guadagnino fguadagnino@clarkhillthorpreed.com, aporter@clarkhill.com

- Susan N.K. Gummow sgummow@fgppr.com, bcastillo@fgppr.com
- Andrew Helman ach@marcuslegg.com, bankruptcy@marcuslegg.com
- Marcus A. Helt mhelt@gardere.com
- Paul Joseph Hemming phemming@briggs.com, pkringen@briggs.com
- Brian T. Henebry bhenebry@carmodylaw.com
- Bruce B. Hochman bhochman@eatonpeabody.com, dgerry@eatonpeabody.com;dcroizier@eatonpeabody.com
- Seth S. Holbrook holbrook_murphy@msn.com
- Nathaniel R. Hull nhull@verrilldana.com, bankr@verrilldana.com
- David C. Johnson bankruptcy@marcuslegg.com, dcj@marcuslegg.com
- Jordan M. Kaplan jkaplan@zwerdling.com, mwolly@zwerdling.com
- Robert J. Keach rkeach@bernsteinshur.com, acumming@bernsteinshur.com;astewart@bernsteinshur.com;kquirk@bernsteinshur.com
- Curtis E. Kimball ckimball@rudman-winchell.com, jphair@rudman-winchell.com;cderrah@rudmanwinchell.com
- George W. Kurr gwkurr@grossminsky.com, tmseymour@grossminsky.com;kclove@grossminsky.com
- Alan R. Lepene Alan.Lepene@ThompsonHine.com
- Matthew E. Linder mlinder@sidley.com, efilingnotice@sidley.com;jsteen@sidley.com;ecf-b74b6cf4f9ab@ecf.pacerpro.com;roberto-vidal-sidley-austin-4974@ecf.pacerpro.com
- Edward MacColl emaccoll@thomport.com, bbowman@thomport.com;eakers@thomport.com
- Anthony J. Manhart amanhart@preti.com, dshigo@preti.com;ashub@preti.com;rgreen@preti.com;bcolwell@preti.com
- Benjamin E. Marcus bmarcus@dwmlaw.com, hwhite@dwmlaw.com;dsoucy@dwmlaw.com;rvanpelt@dwmlaw.com
- George J. Marcus bankruptcy@marcuslegg.com, G30914@notify.cincompass.com
- Michael K. Martin mmartin@pmhlegal.com, bkeith@pmhlegal.com,kwatson@pmhlegal.com,jpineau@pmhlegal.com
- Patrick C. Maxcy patrick.maxcy@dentons.com, alan.gilbert@dentons.com,ndil_ecf@dentons.com
- John R McDonald jmcDonald@briggs.com, mjacobson@briggs.com
- Paul McDonald pmcdonald@bernsteinshur.com, jsmith@bernsteinshur.com;astewart@bernsteinshur.com
- Timothy J. McKeon tmckeon@bernsteinshur.com, kquirk@bernsteinshur.com;astewart@bernsteinshur.com
- James F. Molleur jim@molleurlaw.com, all@molleurlaw.com;tanya@molleurlaw.com;jen@molleurlaw.com;barry@molleurlaw.com;martine@molleurlaw.com;andy@molleurlaw.com;molleurlaw419@gmail.com;Carissa@molleurlaw.com
- Ronald Stephen Louis Molteni moltenir@stb.dot.gov
- Frederick C. Moore frederick.moore@libertymutual.com, tammy.chianese@libertymutual.com
- Dennis L. Morgan dmorgan@coopercargillchant.com, hplourde@coopercargillchant.com

- Stephen G. Morrell stephen.g.morrell@usdoj.gov
- Kameron W. Murphy kmurphy@tuethkeeney.com, gcasey@tuethkeeney.com
- Timothy H. Norton tnorton@krz.com, mhansen@krz.com
- Office of U.S. Trustee ustpreregion01.po.ecf@usdoj.gov
- Richard P. Olson rolson@perkinsolson.com, jmoran@perkinsolson.com;lkubiak@perkinsolson.com
- Adam Paul adam.paul@kirkland.com
- Jeffrey T. Piampiano jpiampiano@dwmlaw.com, hwhite@dwmlaw.com;DMcKenney@dwmlaw.com;RVanPelt@dwmlaw.com
- Jennifer H. Pincus Jennifer.H.Pincus@usdoj.gov
- Julia G. Pitney jpitney@dwmlaw.com, rvanpelt@dwmlaw.com;hwhite@dwmlaw.com
- William C. Price wprice@clarkhill.com, aporter@clarkhill.com
- Tracie J. Renfroe trenfroe@kslaw.com
- Andrew R. Sarapas andy@molleurlaw.com, jim@molleurlaw.com;tanya@molleurlaw.com;jen@molleurlaw.com;barry@molleurlaw.com;martine@molleurlaw.com;jen@molleurlaw.com;all@molleurlaw.com;molleurlaw419@gmail.com;Carissa@molleurlaw.com
- Adam J. Shub ashub@preti.com, lcopeland@preti.com;amanhart@preti.com
- Richard Silver rsilver@lanhamblackwell.com, tleclair@lanhamblackwell.com;gronco@lanhamblackwell.com;richard.silver.53@gmail.com
- Elizabeth L. Slaby bslaby@clarkhill.com, aporter@clarkhill.com
- F. Bruce Sleeper bankruptcy@jbgh.com
- Renee D. Smith renee.smith@kirkland.com, bofosu@kirkland.com;dan.varn@kirkland.com;kcawley@kirkland.com;Jeffrey.mcmurray@kirkland.com
- Jeffrey D. Sternklar jeffrey@sternklarlaw.com, jdsternklar@yahoo.com
- Timothy R. Thornton pvolk@briggs.com
- Mitchell A. Toups matoups@wgttlaw.com, jgordon@wgttlaw.com
- Matthew Jordan Troy matthew.Troy@usdoj.gov
- Jason C. Webster jwebster@thewebsterlawfirm.com, hvicknair@thewebsterlawfirm.com
- William H. Welte wwelte@weltelaw.com
- Elizabeth J. Wyman liz.wyman@maine.gov, eve.fitzgerald@maine.gov
- Lindsay K. Zahradka lzahradka@bernsteinshur.com, acumming@bernsteinshur.com;astewart@bernsteinshur.com;kquirk@bernsteinshur.com

SERVED VIA FIRST CLASS MAIL, POSTAGE PREPAID:

Wystan M. Ackerman
Robinson & Cole LLP
280 Trumbull Street
Hartford, CT 06103

Omar J. Alaniz
Baker Botts
2001 Ross Avenue
Dallas, TX 75201

Daniel Aube
308 St-Lambert Street
Sherbrooke, QU J1C0N9

Baker Newman & Noyes, LLC
c/o Gregory Sanborn
280 Fore Street
Portland, ME 04101

Joseph M Bethony
Gross, Minsky & Mogul, P.A.
23 Water Street, Suite 400
PO Box 917
Bangor, ME 04402-0917

Sarah R. Borders
King & Spalding LLP
1180 Peachtree Street, NE
Atlanta, GA 30309

Steven J. Boyajian
Robinson & Cole LLP
One Financial Plaza, Suite 1430
Providence, RI 02903

Allison M. Brown
Weil, Gotshal & Manges LLP
301 Carnegie Center, Suite 303
Princeton, NJ 08540

Craig D. Brown
Meyers & Flowers, LLC
3 North Second Street, Suite 300
St. Charles, IL 60174

Blaire Cahn
Weil, Gotshal & Manges, LLP
767 Fifth Avenue
New York, NY 10153

Clean Harbors
42 Lonwater Dr.
Norwell, MA 02061

Covington & Burling LLP
One City Center
850 Tenth Street, N.W.
Washington, DC 20001-4956

Maureen Daneby Cox
Carmody Torrance Sandak & Hennessey
50 Leavenworth Street
Waterbury, CT 06702

Stephen C. Currie
17 Dodlin Road
Enfield, ME 04493

Timothy A. Davidson
Andrews Kurth LP
600 Travis St., Suite 4200
Houston, TX 77002

Luc A. Despins
Paul Hastings, LLP
75 East 55th Street
New York, NY 10022

Jeffrey C. Durant
1029 Main Rd.
Brownville, ME 04414

Michael R. Enright
Robinson & Cole, LLP
280 Trumbull Street
Hartford, CT 06103

Randy L. Fairless
Johanson & Fairless, LLC
1456 First Colony Blvd.
Sugar Land, TX 77479

Benjamin I. Finestone
Quinn Emanuel Urquhart & Sullivan, LLP
51 Madison Avenue 22nd Floor
New York, NY 10010

Christopher Fong
Paul Hastings LLP
75 East 55th St.
New York, NY 10022

Fred's Plumbing & Heating, Inc.
328 Main Street
Derby, VT 05829

GNP Maine Holdings, LLC
50 Main Street
East Millinocket, ME 04430

Jason R. Gagnon
Carmody Torrance Sandak & Hennessey
50 Leavenworth Street
Waterbury, CT 06702

Alan S. Gilbert
Dentons US LLP
233 South Wacker Drive, Suite 7800
Chicago, IL 60606

Stephen Edward Goldman
Robinson & Cole LLP
280 Trumbull Street
Hartford, CT 06103

Marcia L. Goldstein
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153

Isley Markman Gostin
WilmerHale
1875 Pennsylvania Avenue, NW
Washington, DC 20006

Julie Alleen Hardin
Reed Smith LLP
811 Main Street, Suite 1700
Houston, TX 77002

Eric M. Hocky
Clark Hill Thorp Reed
2005 Market Street
Suite 1000
Philadelphia, PA 19103

Terence M. Hynes
Sidley Austin LLP
1501 K. Street N.W.
Washington, DC 20005

Robert Jackstadt
Tueth, Keeney, Cooper, Mohan & Jackstadt
101 West Vandalia, Suite 210
Edwardsville, IL 62025

Ji Eun Kim
Paul Hastings, LLP
200 Park Avenue
New York, NY 10166

Susheel Kirpalani
Quinn Emmanuel Urquhart & Sullivan, LLP
51 Madison Avenue 22nd Floor
New York, NY 10010

Bill Kroger
Baker Botts
910 Louisiana Street
Houston, TX 77002

Thomas A. Labuda
Sidley Austin, LLP
One South Dearborn
Chicago, IL 60603

Devon H. MacWilliam
Partridge Snow & Hahn, LLP
30 Federal Street
Boston, MA 02110

Arvin Maskin
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153

Stefanie Wowchuck McDonald
233 South Wacker Drive, Suite 7800
Chicago, IL 60606

William K. McKinley
Trough Heisler
511 Congress Street
PO Box 9711
Portland, ME 04104-5011

William R. Moorman
Partridge Snow & Hahn LLP
30 Federal Street
Boston, MA 02110

Victoria Morales
Maine Department of Transportation
16 State House Station
Augusta, ME 04333

Kyle J. Ortiz
Paul Hastings LLP
75 East 55th Street
New York, NY 10022

Christopher J. Panos
Partridge Snow & Hahn
30 Federal Street
Boston, MA 02110

Paul Hastings LLP
75 East 55th St.
New York, NY 10022

Prime Clerk LLC
c/o Adam M. Adler
830 Third Avenue
9th Floor
New York, NY 10022

James K. Robertson, Jr.
Carmody Torrance Sandak & Hennessey
50 Leavenworth Street
Waterbury, CT 06702

Mark F. Rosenberg
Sullivan & Cromwell LLP
125 Broad Street
New York, NY 10004

Joseph P. Rovira
Andrews Kurth LP
600 Travis St., Suite 4200
Houston, TX 77002

Dennis M. Ryan
Faegre Baker Daniels LLP
90 South 7th St Ste 2200
Minneapolis, MN 55402-3901

John L. Scott
Reed Smith LLP
599 Lexington Avenue
New York, NY 10022

Shaw Fishman Glantz & Towbin LLC
321 N. Clark Street
Suite 800
Chicago, IL 60657

Sierra Liquidity Fund, LLC
19772 MacArthur Blvd. # 200
Irvine, CA 92612

Jeffrey C. Steen
Sidley Austin LLP
One South Dearborn
Chicago, IL 60603

Virginia Strasser
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423

Diane P. Sullivan
Weil, Gotshal & Manges LLP
301 Carnegie Center, Suite 303
Princeton, NJ 08540

Robert D. Thomas
49 Park Street
Dexter, ME 04930

Deborah L. Thorne
Barnes & Thornburg LLP
1 North Wacker Drive, Suite 4400
Chicago, IL 60606

Verrill & Dana, LLP
One Portland Square
P.O. Box 586
Portland, ME 04112-0586

Victoria Vron
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153

Stephen Wald
Partridge Snow & Hahn, LLP
30 Federal Street
Boston, MA 02110

Elizabeth S. Whyman
Murtha Cullina LLP
99 High Street
Boston, MA 02110

Frederick J. Williams
74 Bellevue Street
Compton, QU JOB 1L0

Michael S. Wolly
Zwerdling, Paul, Kahn & Wolly, PC
1025 Connecticut Ave., N.W
Washington, DC 20036

John A. Woodcock
Bernstein Shur
100 Middle Street
PO Box 9729
Portland, ME 04104

Mark W. Zimmerman
Clausen Miller PC
10 South LaSalle Street
Chicago, IL 60603