

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

In re:

MONTREAL MAINE & ATLANTIC
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670

Chapter 11

**SECOND INTERIM APPLICATION FOR COMPENSATION AND REIMBURSEMENT
OF EXPENSES FOR KUGLER KANDESTIN LLP, AS SPECIAL COUNSEL
TO ROBERT J. KEACH, ESTATE REPRESENTATIVE, FOR THE PERIOD
FEBRUARY 24, 2017 THROUGH AND INCLUDING APRIL 27, 2018**

Name of Applicant:	Kugler Kandestin LLP
Authorized to Provide Professional Services as:	Special Counsel to Robert J. Keach, estate representative of Debtor's post-effective date estate
Petition Date:	August 7, 2013
Date of Retention:	August 29, 2013*
Period for Which Compensation and Reimbursement is Sought:	February 24, 2017 Through and Including April 27, 2018
Total Amount of Compensation sought as actual, reasonable and necessary [†] :	CAD 20,634.00
Total Amount of Expenses sought as actual, reasonable and necessary:	CAD 10.96
Total Fees and Expenses Requested During Compensation Period:	CAD 20,644.93

This is an Interim Application.

* Kugler Kandestin LLP ("Kugler Kandestin") was retained on this date as special counsel to Robert J. Keach in his capacity as chapter 11 trustee for the Debtor's estate. In his capacity as estate representative of the post-effective date estate of the Debtor (the "Estate Representative"), pursuant to the terms of the *Trustee's Revised First Amended Chapter 11 Plan of Liquidation, Dated July 15, 2015 (As Amended on October 8, 2015)* [D.E. 1822] (the "Plan"), Mr. Keach selected Kugler Kandestin as counsel on the Effective Date (as defined in the Plan).

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

COMPENSATION BY PROFESSIONAL DURING COMPENSATION PERIOD

PROFESSIONAL	HOURLY BILLING RATES	TOTAL BILLED HOURS	TOTAL COMPENSATION
PARTNER			
Jean-Francois Carpentier	CAD 380.00	10.80	CAD 4,104.00
Jeremy Cuttler	CAD 290.00	57.00	CAD 16, 530.00
TOTAL			CAD 20,634.00

Blended professional hourly rate: CAD \$306.23

EXPENSE SUMMARY FOR COMPENSATION PERIOD

EXPENSE CATEGORY	AMOUNT
Courier	CAD 7.91
SOQUIJ (Court docket searches)	CAD 3.05
Total Charges & Disbursements	CAD 10.96

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Chapter 11

**SECOND INTERIM APPLICATION FOR COMPENSATION AND REIMBURSEMENT
OF EXPENSES FOR KUGLER KANDESTIN LLP, AS SPECIAL COUNSEL
TO ROBERT J. KEACH, ESTATE REPRESENTATIVE, FOR THE PERIOD
FEBRUARY 24, 2017 THROUGH AND INCLUDING APRIL 27, 2018**

Kugler Kandestin LLP (“Kugler Kandestin”), special counsel to Robert J. Keach, the estate representative (the “Estate Representative”) of the post-effective date estate of Montreal Maine & Atlantic Railway, Ltd. (“MMA” or the “Debtor”),¹ submits this second application (the “Fee Application”) seeking compensation for professional services and reimbursement of expenses on an interim basis for the period from February 24, 2017, through and including April 27, 2018 (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 Bankruptcy Code, Federal Rule of Bankruptcy Procedure 2016(a), and Rule 2016-1 of the local rules of this Court (the “Local Rules”).

¹ In accordance with the Trustee’s confirmed chapter 11 plan (the “Plan”), Robert J. Keach became the Estate Representative of the post-effective date estate of MMA on the effective date of the Plan, December 22, 2015. *See* Plan, § 6.1(a).

BACKGROUND

2. On August 7, 2013 (the “Petition Date”), 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 (the “Bankruptcy Court”). On August 21, 2013, the United States Trustee (the “U.S. Trustee”) appointed Robert J. Keach as chapter 11 trustee (the “Trustee”) to serve 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* [D.E. 103] (the “Retention Application”). Thereafter, 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* [D.E. 108] (the “Amended Retention Application”).

4. On August 29, 2013, the Court entered an order granting the relief sought in the Amended Retention Application [D.E. 122]. On September 3, 2013, the Court entered the amended order authorizing the employment of Kugler Kandestin as special counsel to the Trustee pursuant to sections 327 and 328 of the Bankruptcy Code [D.E. 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. On October 9, 2015, this Court 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* [D.E. 1801] (the “Confirmation Order”), which, among other

things, confirmed the *Trustee's Revised First Amended Plan of Liquidation Dated July 15, 2015 (As Amended on October 8, 2015)* [D.E. 1822] (the "Plan").

7. The effective date of the Plan occurred on December 22, 2015 (the "Effective Date").

8. Pursuant to the Plan, *inter alia*: (a) the Estate Representative was entitled to retain professionals in the ordinary course of business and without further order of the Court, including any professionals previously retained by the Trustee; and (b) the Estate Representative's professionals must file fee applications for approval by the Court. *See* Plan at § 6.2(d).

9. On the Effective Date, the Estate Representative retained Kugler Kandestin.

10. Since the Effective Date and throughout the Compensation Period, Kugler Kandestin has worked with the Estate Representative to meet the extraordinary challenges presented by this cross-border Case in a manner beneficial to the post-effective date estate of the Debtor (the "Post-Effective Date Estate") and 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.

11. On November 17, 2016, Kugler Kandestin filed the First Interim Application for Compensation and Reimbursement of Expenses for Kugler Kandestin LLP as Special Counsel to the Estate Representative, Robert J. Keach, for the Period of December 23, 2015 Through November 3, 2016 [Docket No. 2255] (the "First Interim Fee Application"). The First Interim Fee Application sought allowance of compensation for professional services in the amount of CAD 24,800.00 and reimbursement of expenses incurred in connection with rendering such services in the amount of CAD 110.89. By order of this Court entered on December 19, 2016 [Docket No. 2271], the Court awarded Kugler Kandestin CAD 24,800.00 in fees and CAD

110.89 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 Application have been paid.

COMPENSATION AND REIMBURSEMENT REQUEST

12. Kugler Kandestin seeks allowance of compensation for professional services in the amount of CAD 20,634.00 and reimbursement of expenses incurred in rendering such services in the amount of CAD 10.96. Pursuant to Rule 2016(a) of the Federal Rules of Bankruptcy Procedure and D. Me. LBR 2016-1(a)(3)(i), a detailed statement of professional services provided by Kugler Kandestin to the Trustee (the "Billing Statement") is set forth in **Exhibit A**, annexed hereto and incorporated herein by reference. Kugler Kandestin has carefully reviewed the Billing Statement on a line-by-line basis to ensure that services have been billed under the correct fee category.

13. 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 and paraprofessional at Kugler Kandestin during the Compensation Period, and associated expenses incurred, is contained in the tables located at the beginning of this Fee Application.

14. 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.

15. As discussed in the Retention Application, the Amended Retention Application, and 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* filed with the Retention Application, 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.

16. This Fee Application is Kugler Kandestin's third application to this Court in this Case as special counsel to the Estate Representative 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 Rule 2016-1 of the Local Rules. As required by paragraph (b)(v) of the UST Guidelines, the Estate Representative has been given the opportunity to review this Fee Application and has approved the requested amount.

SUMMARY OF SERVICES

17. Kugler Kandestin serves as special counsel to the Estate Representative with respect to all matters of Canadian law and procedure pertaining to the Case, as well as all matters of interest to the Estate Representative under the Canadian Case (as defined in the Retention Order). In rendering professional services to the Estate Representative, 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 Estate Representative and his other professionals to coordinate assignments in order to maximize efficiency and avoid any duplication of effort.

18. As set forth in greater detail in the Billing Statement, Kugler Kandestin's services included: (a) reviewing and providing comments to the Estate Representative with respect to the Canadian insolvency case; (b) reviewing proceedings filed by Canadian Pacific ("**C.P.**") with

respect to presenting new evidence and requesting documents from the Estate Representative (the “**Class Action Proceedings**”) in the context of the Canadian Class Action Proceedings brought by, *inter alia*, the Canadian class action plaintiffs against C.P.; conference calls and correspondence with the Estate Representative, its counsel and C.P. in connection with the Class Action Proceedings; (c) review of documents and drafting of court filings and undertaking in connection with the Class Action Proceedings; (d) calls and correspondence with various parties as Canadian counsel to the Estate Representative, in connection with the Class Action Proceedings; and (e) advising the Estate Representative on matters of Canadian law.

ACTUAL AND NECESSARY DISBURSEMENTS

19. As set forth on **Exhibit A** attached hereto, Kugler Kandestin has disbursed CAD 10.96 as expenses incurred in providing professional services during the Compensation Period. The expenses incurred arise from, *inter alia*, courier costs, and court record searches. These expenses represent the out-of-pocket disbursements incurred during the regular course of the provision of legal services.

THE REQUESTED COMPENSATION AND REIMBURSEMENT OF EXPENSES SHOULD BE ALLOWED ON AN INTERIM BASIS

20. 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.

11 U.S.C. §§ 330(a)(3)(A–F).

21. Kugler Kandestin submits that the services for which it seeks compensation in this Fee Application were necessary for and beneficial to the Post-Effective Date Estate. The services rendered by Kugler Kandestin were performed economically, effectively, and efficiently. Accordingly, the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtor.

22. 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 and where appropriate, Kugler Kandestin sought to minimize the cost of its services by utilizing talented professionals with lower billing rates.

23. In sum, the services rendered by Kugler Kandestin were necessary and beneficial to the Post-Effective Date Estate 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.

CONCLUSION

WHEREFORE, Kugler Kandestin respectfully requests that the Court enter an order:

(a) approving on an interim basis, pursuant to 11 U.S.C. § 330, CAD 20,644.96 in fees and expenses for Kugler Kandestin in its capacity as special counsel to the Estate Representative during the Compensation Period, consisting of (i) compensation for services rendered in the amount of CAD 20,634.00 and (ii) reimbursement of expenses in the amount of CAD 10.96; and

(b) granting such other and further relief as the Court deems just and proper.

DATED: May 3, 2018

KUGLER KANDESTIN LLP

By:

/s/ Jeremy Cuttler _____

Jeremy Cuttler
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1 Place Ville-Marie, Suite 1170
Montreal, Quebec
Canada H3B 2A7
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*Special Counsel for Robert J. Keach, Chapter 11
Trustee of Montreal Maine & Atlantic Railway, Ltd.*



KuglerKandestin

May 2, 2018

**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
JC	February 24, 2017	1.50	Review of proceedings (re: insurance company's contestation to class fees).
JC	September 28, 2017	0.50	Review of CP's application to present evidence.
JFC	October 4, 2017	0.50	Review of file in anticipation of phone conversation with client, re: document request by CP.
JFC	October 5, 2017	1.30	Review of file and conference call with client, re: summary of US proceedings, re: request for documents by CP and next steps.

TPS/GST# R 123095911
TVQ/QST# 1012941249

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

Kugler Kandestin LLP
Attorneys - Avocats

1 Place Ville-Marie, Suite 1170
Montréal, Québec
Canada H3B 2A7

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LAWYER	DATE	TIME	DESCRIPTION
JFC	October 10, 2017	1.00	Review of CP's Motion for communication of documents; review of material sent by client.
JC	October 12, 2017	3.50	Review of draft objection of Estate Representative and exhibits; review of CP's Motion for communication of documents; correspondence with Estate Representative's office (Adam Prescott).
JC	October 13, 2017	1.50	Review of documents (re: objection to CP's request for documents, etc.).
JC	October 13, 2017	0.75	Correspondence with US Trustee's office re: discussion of CP's request for documents, next steps and objection.
JC	October 14, 2017	1.50	Drafting of Objection for CP's request for information and documents (class action).
JC	October 16, 2017	6.50	Drafting of Objection to CP's request for information and documents (class action) and review of documents from Estate Representative's office.
JC	October 16, 2017	1.00	Discussion with Jean-François Carpentier [re: Contestation of CP's request for information and documents (class action)].
JFC	October 17, 2017	1.00	Discussion with Jeremy Cuttler re: CP's Motion for communication of documents; review of correspondence; draft letter and work on file.
JC	October 17, 2017	7.00	Drafting of Objection to CP's Motion for communication of documents; drafting of correspondence to CP's Canadian attorneys; calls with Estate Representatives' Counsel and correspondence; discussions with Jean-François Carpentier.

LAWYER	DATE	TIME	DESCRIPTION
JFC	October 18, 2017	1.00	Review of correspondence with CP's lawyer; draft letter to Judge and work on file (with respect to CP's Motion for communication of documents).
JC	October 18, 2017	4.50	Correspondence and calls with CP's Canadian Counsel; drafting of correspondence; discussions of file and CP's position with Estate Representative's office.
JFC	October 19, 2017	2.00	Discussion with CP's attorneys re: communication of documents; exchange with Adam Prescott; review of correspondence and work on file.
JC	October 19, 2017	2.00	Calls and correspondence with CP's Canadian counsel; calls and correspondence with Estate Representative's office.
JFC	October 20, 2017	2.00	Discussions with CP's attorneys and Adam Prescott; exchange of correspondence, re: documents requested and preservation of evidence; work on file, discussion of file with Jeremy Cuttler.
JC	October 20, 2017	5.00	Drafting of letters and correspondence re: position with respect to communication of documents and preservation of evidence; calls with US Estate representative's office; calls with CP's attorneys; discussions of file with Jean-François Carpentier.
JC	October 21, 2017	0.50	Call with Adam Prescott (re: CP's request for documents).
JC	October 22, 2017	0.50	Correspondence with CP's Canadian counsel re: Estate representative's position on outstanding issues concerning communication of documents.

LAWYER	DATE	TIME	DESCRIPTION
JC	October 23, 2017	2.00	Drafting of letter to CP's attorneys re: Estate representative's final position on communication of documents; correspondence and calls with Adam Prescott; correspondence with CP's Canadian counsel.
JC	November 29, 2017	1.50	Drafting of Confidentiality Undertaking.
JC	December 6, 2017	1.50	Drafting of Confidentiality Undertaking.
JFC	December 7, 2017	1.00	Review of Confidentiality Agreement and discussion with CP's counsel and client, re: communication of documents.
JC	December 7, 2017	3.00	Review of US Protective Order; drafting of a Canadian Confidentiality Undertaking.
JFC	December 8, 2017	1.00	Review of draft Confidentiality Undertaking.
JC	December 8, 2017	1.00	Correspondence and call with Adam Prescott re: communication of documents to CP; correspondence and call with P. Plante re: communication of documents to CP.
JC	December 15, 2017	2.00	Call with Adam Prescott re: Confidentiality Undertaking; revise Confidentiality Undertaking.
JC	December 18, 2017	1.50	Review and revise Confidentiality Undertaking.
JC	December 19, 2017	0.50	Review of Confidentiality Undertaking.
JC	December 20, 2017	0.50	Correspondence with CP's Canadian attorneys re: Confidentiality Undertaking.
JC	January 19, 2018	0.50	Fee Application.
JC	February 15, 2018	0.50	Call with Parick Plante (CP's attorney).

LAWYER	DATE	TIME	DESCRIPTION
JC	February 16, 2018	1.00	Review and revise confidentiality undertaking; correspondence.
JC	February 20, 2018	1.75	Review and revise confidentiality undertaking; calls and correspondence with Adam Prescott re: confidentiality undertaking.
JC	February 26, 2018	1.75	Call with Patrick Plante (CP's Canadian counsel) to discuss further changes to confidentiality undertaking; call with Adam Prescott to discuss CP's requested changes; revise confidentiality undertaking; correspondence with A. Prescott.
JC	April 17, 2018	0.50	Call with counsel to class action plaintiffs (re: issues with data access).
JC	April 17, 2018	0.50	Call with Adam Prescott (re: data related issues by class action plaintiffs).
JC	April 27, 2018	0.75	Work on file re: preparation of Application; correspondence with Adam Prescott re: data related issues and next steps in the file.

Lawyer	Position	Hours	Hourly rate	Totals
(JFC) Jean-François Carpentier	Partner	10.80	CDN \$ 380.00	CDN \$ 4,104.00
(JC) Jeremy Cuttler	Associate	57.00	CDN \$ 290.00	CDN \$ 16,530.00

Total Fees:	CDN \$ 20,634.00
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DISBURSEMENTS:

SOQUIJ (Court docket searches) \$ 3.05
COURIER \$ 7.91

Total Disbursements:	CDN \$ 10.96
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TOTAL:	CDN \$ 20,644.96
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EXHIBIT B

Jean-Francois Carpentier

Mr. Carpentier practices commercial law, focusing on banking, insolvency & restructuring, secured lending and commercial litigation. Jean-François also handles various civil litigation matters, including cases involving professional malpractice, latent defects and personal injuries. He is the co-author of a leading publication addressing the principles governing damages awarded as a result of personal injuries. In addition, Jean-François has worked on numerous files dealing with employment-related disputes (including in unfair dismissal cases), representing both employees and employers. In 2001, Jean-François graduated on the Dean's List from the University of Montréal and obtained a Masters of Law with honours from the London School of Economics in 2003. He joined the firm following his call to the Bar of Québec in 2004.

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. In addition, 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 SECOND INTERIM APPLICATION FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR KUGLER KANDESTIN LLP, AS SPECIAL COUNSEL
TO ROBERT J. KEACH, ESTATE REPRESENTATIVE, FOR THE PERIOD
FEBRUARY 24, 2017 THROUGH AND INCLUDING APRIL 27, 2018**

This matter having come before the Court on the *Second Interim Application for Compensation and Reimbursement of Expenses for Kugler Kandestin LLP, as Special Counsel to Robert J Keach, Estate Representative, for the Period February 24, 2017 through and including April 27, 2018* (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, pursuant to 11 U.S.C. § 330, Kugler Kandestin is allowed compensation for services to the Estate Representative in the aggregate amount of **CAD 20,644.93**, including professional fees in the amount of **CAD 20,634.00** and reimbursement of expenses in the amount of **CAD 10.96**.
3. The fees and expenses for the Compensation Period are hereby awarded on an interim basis in accordance with the applicable sections of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and this Court's local rules.

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

Dated: _____, 2018

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 Estate Representative (the “Estate Representative”) of the bankruptcy estate of Montreal Maine & Atlantic Railway, Ltd. (the “Debtor”), has filed the *Second Interim Application for Compensation and Reimbursement of Expenses for Kugler Kandestin LLP, as Special Counsel to Robert J. Keach, Estate Representative, for the Period February 24, 2017 through and including April 27, 2018* (the “Fee Application”). A hearing on the Fee Application is set to take place at the United States Bankruptcy Court, 537 Congress Street, Portland, Maine on **June 5, 2018 at 9:00 a.m.** (the “Hearing”).

By the Fee Application, Kugler Kandestin seeks a total amount of **CAD 20,644.93**, which includes **CAD 20,634.00** for compensation of professional fees and **CAD 10.96** for reimbursement of expenses incurred with respect to services rendered on behalf of the Estate Representative during the period February 24, 2017 through April 27, 2018 (the “Compensation Period”). Kugler Kandestin seeks an order authorizing and approving this compensation for fees and expenses incurred during the Compensation Period on an interim basis.

On November 17, 2016, Kugler Kandestin filed the First Interim Application for Compensation and Reimbursement of Expenses for Kugler Kandestin, LLP, as Special Counsel to the Estate Representative, Robert J. Keach, for the period from December 23, 2015 Through November 3, 2016 [Docket No. 2255] (the “First Interim Fee Application”). With respect to the First Interim Fee Application, the court awarded Kugler Kandestin fees in the amount of CAD 24,800.00 and expenses in the amount of CAD 110.89.

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 Fee Application, or if you want the court to consider your views on the Fee Application, then on or before **May 29, 2018**, 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-

Adam Prescott, Esq.
Bernstein, Shur, Sawyer & Nelson, P.A.
100 Middle St., PO Box 9729
Portland, Maine 04104-5029

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 Fee Application and may enter an order granting that relief.

DATED: May 8, 2018

**ROBERT J. KEACH,
ESTATE REPRESENTATIVE OF THE POST-
EFFECTIVE DATE ESTATE OF MONTREAL
MAINE & ATLANTIC RAILWAY, LTD.**

By his attorneys:

/s/ Adam Prescott

Adam Prescott, Esq.
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