

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MAINE

In re:

MONTREAL MAINE & ATLANTIC
RAILWAY, LTD.,

Debtor.

Chapter 11

Case No. 13-10670 (LHK)

RESPONSE OF INFORMAL COMMITTEE OF QUÉBEC CLAIMANTS TO
CHAPTER 11 TRUSTEE'S MOTION FOR ORDER ADOPTING
CROSS-BORDER INSOLVENCY PROTOCOL

The Informal Committee of Québec Claimants (the "**Québec Committee**"), comprised of (i) the government of the Province of Québec, Canada (the "**Québec Government**"), (ii) the municipality of Lac-Mégantic, Québec (the "**City of Lac-Mégantic**"), and (iii) the representatives of a Canadian class action lawsuit consisting of victims of the July 6, 2013 accident that led to this chapter 11 case (the "**Québec Class Action Representatives**"), hereby submits this response (the "**Response**") to the chapter 11 trustee's *Motion For Order Adopting Cross-Border Insolvency Protocol* [Docket No. 126] (the "**Protocol Motion**"), which seeks Court approval of a Cross-Border Insolvency Protocol (the "**Cross-Border Protocol**"). In support of the Response, the Québec Committee states as follows:

PROCEDURAL BACKGROUND

1. As the Court is well aware, on July 6, 2013, an unmanned train consisting of 72 tank cars each allegedly carrying petroleum products, derailed at a road crossing in the City of Lac-Mégantic, resulting in several explosions that are presumed to have killed at least 47 people and destroyed much of the City of Lac-Mégantic (the "**July 6 Accident**"). As a result of the July 6 Accident, on August 7, 2013, Montreal Maine & Atlantic Railway, Ltd. (the "**Debtor**") filed a

voluntary petition for relief under chapter 11 of the Bankruptcy Code (the “**Petition Date**”) in the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

2. On August 21, 2013, the U.S. Trustee, pursuant to Bankruptcy Code section 1163, appointed Robert J. Keach as the trustee (the “**Trustee**”) in this chapter 11 case.

3. On August 30, 2013, the Québec Committee filed the *Motion Of Informal Committee Of Québec Claimants For Appointment Of Creditors’ Committee Pursuant To Bankruptcy Code Section 1102(a)(2)* [Docket No. 127] (the “**Committee Motion**”) requesting that the Court direct the U.S. Trustee to appoint an official committee comprised of personal injury, property and environmental victims of the July 6 Accident, such as those represented on the Québec Committee. The Québec Committee has requested that the Committee Motion be heard on September 13, 2013 at 10:00 a.m.

CCAA Proceeding

4. Concurrently with seeking chapter 11 relief in this Court, on August 7, 2013, MMA Canada, commenced a proceeding (the “**CCAA Proceeding**”) in the Superior Court (Commercial Division) of the Province of Québec, District of Montreal, which case has now been transferred to the court located in Sherbrooke, District of St. Francois, Province of Québec (the “**CCAA Court**”), under the CCAA.

5. Richter Advisory Group Inc. has been appointed as the monitor in the CCAA Proceeding (the “**Monitor**”).

RESPONSE

6. The Québec Committee entirely supports the concept of a Cross-Border Protocol in this case. In fact, another more detailed cross-border protocol addressing the administration of

claims will be needed in this case. It is premature, however, at this juncture to delve into such an elaborate undertaking.

7. With respect to the Cross-Border Protocol proposed by the Trustee in the Protocol Motion, given that such protocol was first served on parties in interest one business day ago, the Québec Committee requests that, if and when an official committee is appointed, the Court include a review period of 10 days after the appointment of any official committee (without prejudging in any way the issue of whether any such committee will be appointed in this case) for the official committee to comment. While such official committee may not have any comments or objection to the Cross-Border Protocol, it would seem only fair that it be given a very limited opportunity to review and comment on such protocol.

8. To the extent the Court believes that it is inappropriate to allow any such official committee the opportunity to review and comment on the Cross-Border Protocol, the Québec Committee submits that, at the very least, the Cross-Border Protocol should be modified to provide that any official committee will be entitled to all notices of cross-border communications made pursuant to such protocol, and that the regime applicable to the Chapter 11 Representatives and Chapter 11 Professionals (both as defined in the Protocol Motion and Cross-Border Protocol) would also apply to such official committee if and when such committee is appointed.

WHEREFORE, the Québec Committee respectfully requests that the Court approve the Protocol Motion on the terms and conditions set forth in this Response.

Dated: September 4, 2013

Respectfully submitted,

INFORMAL COMMITTEE OF QUÉBEC
CLAIMANTS

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