

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

In re:

MONTREAL MAINE & ATLANTIC
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670

Chapter 11

**NOTICE OF ORDER (I) APPROVING PROPOSED DISCLOSURE STATEMENT;
(II) ESTABLISHING NOTICE, SOLICITATION AND VOTING PROCEDURES;
(III) SCHEDULING CONFIRMATION HEARING; AND (IV) ESTABLISHING
NOTICE AND OBJECTION PROCEDURES FOR CONFIRMATION OF THE PLAN**

Robert J. Keach, Esq. (the “Trustee”), chapter 11 trustee for the above-captioned case of Montreal Maine & Atlantic Railway, Ltd. (the “Debtor”), submits this notice (the “Notice”) of the approval of the *Revised First Amended Disclosure Statement for the Trustee’s Plan of Liquidation Dated July 15, 2015* [D.E. 1535] (as the same may be amended or modified, the “Disclosure Statement”) with respect to the *Trustee’s Revised First Amended Plan of Liquidation Dated July 15, 2015* [D.E. 1534] (as the same may be amended or modified, the “Plan”).¹

**YOU SHOULD READ THE PLAN IN ITS ENTIRETY BEFORE VOTING TO
ACCEPT OR REJECT THE PLAN.**

**HOLDERS OF DERAILMENT CLAIMS AND THOSE WITH INTERESTS IN
APPLICABLE INSURANCE ASSETS SHALL BE SUBJECT TO RELEASES AND
INJUNCTIONS PRECLUDING PURSUIT OF ANY CLAIM AGAINST CERTAIN
PARTIES IN ACCORDANCE WITH THE PLAN AND THE CCAA PLAN, AS WELL AS
THE CONFIRMATION ORDER, THE CHAPTER 15 RECOGNITION AND
ENFORCEMENT ORDER, AND THE CCAA APPROVAL ORDER. HOLDERS OF
DERAILMENT CLAIMS AND THOSE WITH INTERESTS IN APPLICABLE
INSURANCE ASSETS SHOULD READ SUCH SECTIONS OF THE PLAN WITH
GREAT CARE AND CONSULT WITH COUNSEL REGARDING SUCH RELEASES
AND INJUNCTIONS.**

¹ Capitalized terms not defined herein will have the meaning ascribed to them in the Plan or Disclosure Statement, as applicable.

IMPORTANT DATES

Please take note of the following important dates ordered by the Court in the Disclosure Statement Order (as defined hereinafter):

1. The deadline to file an objection or response to the Plan is **September 10, 2015 at 5:00 p.m. (prevailing Eastern Time)** (the “Objection Deadline”).
2. The deadline to vote on the Plan is **September 10, 2015 at 5:00 p.m. (prevailing Eastern Time)** (the “Voting Deadline”). **For a ballot to be counted, the Trustee’s Noticing and Solicitation Agent (as defined hereinafter) must receive the ballot by the Voting Deadline.**
3. The hearing to consider confirmation of the Plan (the “Confirmation Hearing”) will be **September 24, 2015 at 9:00 a.m. (prevailing Eastern Time)**.

A. COURT APPROVAL OF THE DISCLOSURE STATEMENT AND SOLICITATION PROCEDURES

On July 17, 2015, the United States Bankruptcy Court for the District of Maine (the “Court”) entered the *Order (I) Approving Proposed Disclosure Statement; (II) Approving Notice, Solicitation and Voting Procedures; (III) Scheduling Confirmation Hearing; and (IV) Establishing Notice and Objection Procedures for Confirmation of the Plan* [D.E. 1544] (the “Disclosure Statement Order”) that, among other things: (i) approved the adequacy of the Disclosure Statement filed in support of the Plan; and (ii) authorized the Trustee to solicit acceptances or rejections of the Plan from holders of Impaired Claims who are or may be entitled to receive distributions under the Plan.

B. VOTING RECORD DATE

July 15, 2015 is the Voting Record Date for purposes of determining (i) which holders of Claims are entitled to vote on the Plan and (ii) whether Claims have been properly transferred to an assignee pursuant to Bankruptcy Rule 3001(e) such that the applicable assignee can vote as the holder of the Claim.

C. VOTING DEADLINE

If you held a Claim against the Debtor as of the Voting Record Date and are entitled to vote on the Plan, you have received a Ballot and voting instructions applicable to your Claim(s) with this Notice. For your vote to be counted in connection with the confirmation of the Plan, you must follow the voting instructions, complete all required information on the Ballot, and execute and return the completed Ballot so that it is **actually received** on or before the Voting Deadline. Any failure to follow the voting instructions included with the Ballot may disqualify your Ballot and your vote on the Plan.

D. OBJECTIONS TO THE PLAN

Any objections to the Plan must: (i) be in writing; (ii) conform to the Bankruptcy Rules and the Local Rules; (iii) state the name and address of the objecting party and the amount and nature of the Claim; (iv) state with particularity the basis and nature of any objection to the Plan; (v) propose a modification to the Plan that would resolve such objection (if applicable); and (vi) be filed, contemporaneously with a proof of service, with the Court and served so as to be actually received by each of the following notice parties by the Objection Deadline:

<i>Chapter 11 Trustee:</i> Robert J. Keach, Esq. BERNSTEIN, SHUR, SAWYER & NELSON, P.A. 100 Middle Street P.O. Box 9729 Portland, ME 04104 Telephone: (207) 774-1200 Facsimile: (207) 774-1127	<i>U.S. Trustee:</i> Stephen G. Morrell, Esq. OFFICE OF THE U.S. TRUSTEE 537 Congress Street Portland, ME 04101 Telephone: (207) 780-3564
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E. CONFIRMATION HEARING.

The Confirmation Hearing will commence on **September 24, 2015 at 9:00 a.m. (prevailing Eastern Time)** before the Honorable Peter G. Cary, United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Maine, 537 Congress Street, Second Floor, Portland, Maine 04101. Please be advised that the Confirmation Hearing may be continued from time to time by the Court or the Trustee without further notice other than by such adjournment being announced in open court or by a notice of adjournment being filed with the Court and served on parties entitled to notice under Bankruptcy Rule 2002 and the Local Rules, or otherwise. In accordance with the Plan, the Plan may be modified, if necessary, prior to, during, or as a result of the Confirmation Hearing without further action by the Trustee and without further notice to or action, order, or approval of the Court or any other entity.

F. SOLICITATION PACKAGES.

The Solicitation Package (other than the Ballots) may be obtained at no cost from the Trustee’s noticing and solicitation agent (the “Noticing and Solicitation Agent”) by writing to Montreal Maine Ballot Processing, c/o Prime Clerk LLC, 830 Third Avenue, 9th Floor, New York, NY 10022, or by telephone at (855) 388-4576. The Noticing and Solicitation Agent will answer questions regarding the procedures and requirements for voting to accept or reject the Plan, provide additional copies of all materials, and oversee the voting tabulation.

G. TEMPORARY ALLOWANCE OF CLAIMS AND INTERESTS FOR VOTING PURPOSES.

For the purpose of voting only, each claim within a Voting Class be temporarily allowed in an amount equal to the amount of such claim set forth in the Schedules or the Debtor's records, as applicable, subject to the following exceptions:

- (a) If a claim is deemed allowed under the Plan, such claim is allowed for voting purposes in the deemed allowed amount set forth in the Plan;
- (b) If a proof of claim was timely filed in an amount that is liquidated, noncontingent, and undisputed, such claim is temporarily allowed in the amount set forth on the proof of claim, unless such claim is disputed as set forth in subparagraph (g) below;
- (c) If a claim for which a proof of claim has been timely filed is contingent, unliquidated, or disputed, such claim is accorded one vote and valued at one dollar (\$1.00) for voting purposes only, and not for purposes of allowance or distribution, unless such claim is disputed as set forth in subparagraph (g) below;
- (d) If a claim has been estimated or otherwise allowed for voting purposes by order of the Bankruptcy Court, such claim is temporarily allowed in the amount so estimated or allowed by the Bankruptcy Court for voting purposes only, and not for purposes of allowance or distribution;
- (e) If a claim is listed in the Schedules as contingent, unliquidated, or disputed or in a zero or an unknown amount, and a proof of claim was not (i) filed by the Bar Date or Extended Bar Date, as applicable, or (ii) deemed timely filed by an order of the Bankruptcy Court prior to the Voting Deadline, the Trustee proposes that such claim be disallowed for voting purposes pursuant to Bankruptcy Rule 3003(c);
- (f) If a claim is listed in the Schedules or on a timely filed proof of claim as contingent, unliquidated, or disputed in part, such claim is temporarily allowed in the amount that is liquidated, non-contingent, and undisputed for voting purposes only, and not for purposes of allowance or distribution, unless such claim is disputed as set forth in subparagraph (g) below;
- (g) If, prior to the Voting Deadline, the Trustee has filed an objection to fully disallow or expunge any proof of Claim, the applicable claimant's vote will not be counted for any purpose with respect to the Plan or the Confirmation Hearing unless and until such claimant obtains an order from the Bankruptcy Court providing otherwise and if, prior to the Voting Deadline, the Trustee has filed an objection seeking to disallow or expunge partially any proof of Claim that has been filed, the applicable claimant's vote will be counted for all purposes with respect to the Plan or the Confirmation

Hearing solely to the extent of the undisputed portion of such Claim, unless and until such claimant obtains an order from the Bankruptcy Court providing otherwise; and

- (h) Ballots cast by alleged holders of Claims in a Voting Class who have not timely filed proofs of Claim and whose alleged Claims are not listed on the Debtor's Schedules shall be disallowed for voting purposes.

If any creditor seeks to challenge the allowance or disallowance of its claim for voting purposes, such creditor must file with the Bankruptcy Court a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such claim for voting purposes in a different amount (the "Rule 3018(a) Motion"). Upon the filing of any such motion, the creditor's Ballot shall not be counted unless temporarily allowed by an order of the Bankruptcy Court entered prior to or concurrent with entry of an order confirming the Plan. All Rule 3018(a) Motions must be filed no later than the **tenth (10th) calendar day** before the Voting Deadline.

Each creditor that votes to accept or reject the Plan is deemed to have voted the full amount of its claim therefor.

CONCLUSION

The Trustee believes that confirmation and implementation of the Plan is in the best interests of all creditors, and urges holders of Claims to vote to accept the Plan and to evidence such acceptance by returning their ballots so that they will be received no later than **5:00 p.m. (prevailing Eastern Time) on the Voting Deadline.**

Dated: July 22, 2015

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

By his attorneys:

/s/ Lindsay K. Zahradka

D. Sam Anderson, Esq.

Lindsay K. Zahradka, Esq. (admitted *pro hac vice*)

Timothy J. McKeon, Esq.

Roma N. Desai, Esq.

BERNSTEIN, SHUR, SAWYER & NELSON, P.A.

100 Middle Street

P.O. Box 9729

Portland, ME 04104-5029

Tel: (207) 774-1200

Fax: (207) 774-1127