

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

In re:

MONTREAL MAINE & ATLANTIC
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670

Chapter 11

NOTICE OF FINALITY OF ORDER CONFIRMING TRUSTEE'S REVISED FIRST AMENDED PLAN OF LIQUIDATION DATED JULY 15, 2015 AND AUTHORIZING AND DIRECTING CERTAIN ACTIONS IN CONNECTION THEREWITH

PLEASE TAKE NOTICE that on October 9, 2015, the United States Bankruptcy Court for the District of Maine (the "Bankruptcy Court") entered an order [D.E. 1801] (the "Confirmation Order") confirming the *Trustee's Revised First Amended Plan of Liquidation Dated July 15, 2015 (As Amended on October 8, 2015)* [D.E. 1822] (the "Plan")¹ in the above-captioned bankruptcy case of Montreal Maine & Atlantic Railway, Ltd. (the "Chapter 11 Case").

PLEASE TAKE FURTHER NOTICE that Federal Rule of Bankruptcy Procedure 8002 (Time for Filing Notice of Appeal) provides, in pertinent part, that: "a notice of appeal must be filed with the bankruptcy clerk within 14 days after entry of the judgment, order or decree being appealed." Fed. R. Bankr. P. 8002(a)(1).

PLEASE TAKE FURTHER NOTICE that the time for parties to appeal the Confirmation Order thus expired on October 23, 2015.

PLEASE TAKE FURTHER NOTICE that no notice of appeal of the Confirmation Order was timely filed in the Chapter 11 Case.

PLEASE TAKE FURTHER NOTICE that the Confirmation Order became a Final Order on October 24, 2015.

PLEASE TAKE FURTHER NOTICE that on November 18, 2015, the United States District Court for the District of Maine (the "District Court") entered the *Order Adopting Bankruptcy Court Order Confirming Trustee's Revised First Amended Plan of Liquidation Dated July 15, 2015 and Authorizing and Directing Certain Actions in Connection Therewith* [1:15-mc-00329-NT, D.E. 16] (the "Adopting Order"). Entry of the Adopting Order did not affect the finality of the Confirmation Order.² In any event, the Adopting Order is now final and nonappealable as a matter of law, and no party has appealed therefrom.

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Plan.

² See Conf. Order at 8 (footnote omitted and emphasis added), finding that:

PLEASE TAKE FURTHER NOTICE that 28 U.S.C. § 2107(a) provides, in pertinent part: “no appeal shall bring any judgment, order or decree in an action, suit or proceeding of a civil nature before a court of appeals for review unless notice of appeal is filed, within thirty days after the entry of such judgment, order or decree.” 28 U.S.C. § 2107(a).

PLEASE TAKE FURTHER NOTICE that no appeal of the Adopting Order was timely taken.

PLEASE TAKE FURTHER NOTICE that the Adopting Order thus became a Final Order on December 19, 2015.

Dated: December 21, 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*)

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WHEREAS, the Trustee has resolved all other Objections by provisions in this Confirmation Order set forth below;

WHEREAS, all parties in interest, including, without limitation, [Canadian Pacific Railway Company], have consented to entry of this Confirmation Order as a Final Order, **and the Court therefore has constitutional authority under Wellness Intern. Network, Ltd. v. Sharif, 135 S. Ct. 1932 (2015) to enter this Confirmation Order as a Final Order**; notwithstanding such consent, in order to insure that this Confirmation Order will not be subject to any challenges as to any element hereof, under Stern v. Marshall, 131 S. Ct. 2594 (2011) or its progeny, the Court will file this Confirmation Order with the United States District Court for the District of Maine (the “District Court”) pursuant to Bankruptcy Rule 9033 as proposed findings of fact and recommended conclusions of law to the extent that any provision or element hereof was entered without constitutional authority and/or is merely within the Court’s related-to jurisdiction;

see also Conf. Order at ¶ 92 (“This Confirmation Order is a final order, and the time period by which any party in interest wishing to appeal entry of this Confirmation Order shall run from the date of the entry of this Confirmation Order.”).