

**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 THE  
TRUSTEE, ROBERT J. KEACH, FOR THE PERIOD FROM  
MAY 23, 2014 THROUGH SEPTEMBER 30, 2014**

Name of Applicant: Kugler Kandestin, LLP

Authorized to Provide Professional Services as: Special Counsel to Robert J. Keach, the  
duly appointed Chapter 11 trustee of the  
bankruptcy estate of the Debtor

Petition Date: August 7, 2013

Date of Retention: August 29, 2013

Period for Which Compensation and Reimbursement is Sought: May 23, 2014 through  
September 30, 2014

Total Amount of Compensation sought as actual, reasonable and necessary: CAD 18,895.00

Total Amount of Expenses sought as actual, reasonable and necessary: CAD 338.80

Total Fees and Expenses Requested:\* CAD 19,233.80

This is a(n): \_\_\_ monthly X interim \_\_\_ final application.

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

Prior Fee Applications:

|            |                                | Requested      |              | Approved       |              |
|------------|--------------------------------|----------------|--------------|----------------|--------------|
| Date Filed | Period Covered                 | Fees           | Expenses     | Fees           | Expenses     |
| 7/10/14    | August 26, 2013 – May 22, 2014 | CAD 256,982.50 | CAD 2,392.27 | CAD 256,982.50 | CAD 2,392.27 |

**SUMMARY BY TIMEKEEPER OF SERVICES RENDERED**

| NAME OF PROFESSIONAL PERSON | HOURLY BILLING RATES | TOTAL BILLED HOURS | TOTAL COMPENSATION   |
|-----------------------------|----------------------|--------------------|----------------------|
| <b>PARTNER</b>              |                      |                    |                      |
| Gerald F. Kandestin         | CAD 650.00           | 4.5                | CAD 2,925.00         |
| Gordon Levine               | CAD 550.00           | 28.4               | CAD 15,620.00        |
| <b>ASSOCIATE</b>            |                      |                    |                      |
| Caitlin Szymberski          | CAD 175.00           | 2.0                | CAD 350.00           |
| <b>TOTAL</b>                |                      | <b>34.9</b>        | <b>CAD 18,895.00</b> |

Blended professional hourly rate: CAD 541.40

**EXPENSE SUMMARY**

| CHARGES & DISBURSEMENTS       | AMOUNTS           |
|-------------------------------|-------------------|
| Parking                       | CAD 8.30          |
| Federal Express               | CAD 44.30         |
| Photocopies                   | CAD 1.20          |
| PPSA Searches (lien searches) | CAD 285.00        |
| <b>TOTAL</b>                  | <b>CAD 338.80</b> |

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Chapter 11

**SECOND INTERIM APPLICATION FOR COMPENSATION AND REIMBURSEMENT  
OF EXPENSES FOR KUGLER KANDESTIN, LLP, AS SPECIAL COUNSEL TO THE  
TRUSTEE, ROBERT J. KEACH, FOR THE PERIOD FROM  
MAY 23, 2014 THROUGH SEPTEMBER 30, 2014**

Kugler Kandestin, LLP (“Kugler Kandestin”), special counsel to Robert J. Keach, the duly appointed chapter 11 trustee (the “Trustee”) in the above-captioned chapter 11 case of Montreal Maine & Atlantic Railway, Ltd. (the “Debtor”), submits this second interim application (the “Fee Application”) for compensation for professional services and reimbursement of expenses for the period from May 23, 2014 through and September 30, 2014 (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 Code, Federal Rule of Bankruptcy Procedure 2016(a), and Rule 2016-1 of the local rules of this Court (the “Local Rules”).

**BACKGROUND**

2. On August 7, 2013, 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. Simultaneously, the Debtor's wholly-owned subsidiary, Montreal Maine & Atlantic Canada Co. ("MMA Canada") filed for protection under Canada's Companies' Creditors Arrangement Act (the "Canadian Case"). On or about August 21, 2013, the United States Trustee appointed the Trustee to serve as trustee in the Debtor's chapter 11 case (the "Case") pursuant to 11 U.S.C. § 1163.

3. On August 27, 2014, 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 [Docket No. 103] (the "Retention Application"). 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 [Docket No. 108] (the "Amended Retention Application").

4. On August 29, 2013, the Court entered an order granting the relief sought in the Amended Retention Application [Docket No. 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 [Docket No. 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. Kugler Kandestin is authorized to:

apply to the Court for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Case in

accordance with the applicable provisions of expenses incurred with the Case and in accordance with the applicable provisions of the Bankruptcy Code, the Fed. R. Civ. P., the Local Rules, the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330, and any applicable orders of the Court.

Amended Retention Order, ¶ 5. As disclosed in 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 (the "Kandestin Affidavit"), the hourly rates for Kugler Kandestin professionals are in Canadian Dollars.

7. On July 10, 2014, Kugler Kandestin filed the First Interim Application for Compensation and Reimbursement of Expenses for Kugler Kandestin, LLC as Special Counsel to the Trustee, Robert J. Keach, for the Period of August 26, 2013 Through May 22, 2014 [Docket No. 1015] (the "First Interim Fee Application"). The First Interim Fee Application sought allowance of compensation for professional services in the amount of CAD 256,982.50 and reimbursement of expenses incurred in connection with rendering such services in the amount of CAD 2,392.27. By order of this Court entered on July 24, 2014 [Docket No. 1043], the Court awarded Kugler Kandestin CAD 256,982.50 in fees and CAD 2,392.27 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 Fee Application have been paid.

8. Since entry of the Amended Retention Order, and throughout the Compensation Period, Kugler Kandestin has worked with the Trustee to meet the challenges presented by this cross-border Case in a manner beneficial to 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.

**COMPENSATION AND REIMBURSEMENT REQUEST**

9. Kugler Kandestin seeks allowance of compensation for professional services in the amount of CAD 18,895.00 and reimbursement of expenses incurred in rendering such services in the amount of CAD 338.80. Pursuant to Rule 2016(a) of the Federal Rules of Bankruptcy Procedure and Local Rule 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.

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

11. 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 and the Amended Retention Application and detailed in this Fee Application.

12. As discussed in the Retention Application, the Amended Retention Application, and the Kandestin Affidavit, 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 and expenses herein is set forth in **Exhibit B**, annexed hereto and incorporated herein by reference.

13. This Fee Application is Kugler Kandestin's second application to this Court 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 Local Rule 2016-1. As required by paragraph (b)(v) of the UST Guidelines, the Trustee has been given the opportunity to review this Fee Application and has approved the requested amount.

### **SUMMARY OF SERVICES**

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

15. As set forth in greater detail in the Billing Statement, Kugler Kandestin's services included the following: (a) attending meetings and communications with the Trustee and the Trustee's professionals; (b) attending hearings, meetings, and conferences in connection with the Case and the Canadian Case; (c) reviewing and drafting court filings and motion papers in connection with the Canadian Case; and (d) advising the Trustee on matters of Canadian law.

**ACTUAL AND NECESSARY DISBURSEMENTS**

16. As set forth on Exhibit A attached hereto, Kugler Kandestin has disbursed CAD 338.80 as expenses incurred in providing professional services during the Compensation Period. The expenses incurred arise from Federal Express, parking, photocopies and certain lien searches. These expenses represent the out-of-pocket disbursements incurred during the regular course of the provision of the services at issue.

**THE REQUESTED COMPENSATION SHOULD BE ALLOWED**

17. 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). The Court may, on its own motion or an objection filed by a party in interest, “award compensation that is less than the amount of compensation that is requested.” 11 U.S.C. § 330(a)(2). 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.

18. Kugler Kandestin submits that the services for which it seeks compensation in this Fee Application were necessary for and beneficial to the Trustee. The services rendered by Kugler Kandestin were performed economically, effectively, and efficiently. Those services were essential given the cross-border nature of the cases and the need for the Trustee to be represented in the Canadian Case and to have an advisor on all aspects of Canadian law. Accordingly, the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Trustee and the estate.

19. The work conducted was carefully assigned to appropriate professionals 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.

20. In sum, the services rendered by Kugler Kandestin were necessary and beneficial to the Trustee 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, compensation for services rendered in the amount of CAD 18,895.00 and reimbursement of expenses in the amount of CDN 338.80; and (b) granting such other and further relief as the Court deems just and proper.

DATED: November 7, 2014

**KUGLER KANDESTIN, LLP**

By:



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Gerald F. Kandestin  
Kugler Kandestin, LLP  
1 Place Ville-Marie, Suite 2101  
Montreal, Quebec  
Canada H3B 2C6  
Telephone: (514) 878-2861  
Facsimile: (514) 875-8424  
E-mail: gkandestin@kklex.com

*Special Counsel for Robert J. Keach,  
Chapter 11 Trustee of Montreal Maine &  
Atlantic Railway, Ltd.*

**KUGLER KANDESTIN**

AVOCATS • ATTORNEYS

S.E.N.C.R.L. • LLP



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Suite 2101  
Montreal, Quebec  
Canada H3B 2C6

Tel (514) 878-2861  
Fax (514) 875-8424  
www.kugler-kandestin.com

**October 30, 2014**

**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 |  |
|--------|--------------|------|--|
| GFK    | June 3, 2014 | 0.30 | Review Motion for Recovery of Travelers Settlement Funds and materials.  |
| GL     | June 3, 2014 | 0.40 | Review Motion re: Travelers proceeds.  |
| GL     | June 3, 2014 | 0.20 | Email to R. Keach re: Travelers Motion.  |
| GL     | June 5, 2014 | 0.40 | Review letter from Wheeling & Erie counsel re: Motion to Distribute Travelers Proceeds.  |
| GL     | June 6, 2014 | 0.60 | Review Amended Motion re: Distribution of Travelers Proceeds.  |
| GL     | June 6, 2014 | 0.40 | Telephone communication with R. Keach re: Motion re: Distribution of Proceeds, FRA position on Motion, status of Canadian sale and possible extension to Bar Date. |
| GL     | June 6, 2014 | 0.30 | Review Press Release and memo re: Claims Process.  |
| GFK    | June 9, 2014 | 0.80 | Review Contestation of Wheeling and Lake Erie Railway Company to MM&A's Travelers funds motion.  |

| LAWYER | DATE            | TIME |   |
|--------|-----------------|------|---|
| GL     | June 9, 2014    | 0.20 | Telephone communication with J. Darche (FRA counsel) re: Motion to Distribute Travelers Proceeds. |
| GL     | June 9, 2014    | 1.00 | Review Wheeling Contestation and Materials re: Motion to Distribute Travelers Proceeds.           |
| GL     | June 9, 2014    | 0.20 | Email - R. Keach re: Wheeling Contestation.   |
| GL     | June 10, 2014   | 1.00 | Review materials in support of Wheeling Contestation and prepare for hearing in Sherbrooke.       |
| GL     | June 11, 2014   | 2.50 | Travel to Sherbrooke.   |
| GL     | June 11, 2014   | 3.00 | Court Attendance re: Motion to Distribute Travelers Proceeds.                                     |
| GL     | June 11, 2014   | 2.50 | Travel to Montreal.   |
| GL     | June 11, 2014   | 0.30 | Report via email to R. Keach re: court hearing.   |
| GL     | June 12, 2014   | 0.40 | Review Trustee's contestation of Wheeling motion to stay execution.                               |
| GL     | June 17, 2014   | 0.50 | Review Dumas judgment re: Motion to Distribute Travelers Proceeds.                                |
| GL     | June 18, 2014   | 0.30 | Emails to R. Keach, M. Fagone re: Dumas judgment.   |
| GL     | June 18, 2014   | 1.20 | Translate Dumas judgment.   |
| GL     | June 19, 2014   | 0.60 | Telephone communication with M. Fagone re: Dumas judgment of July 16, 2014.                       |
| GL     | June 20, 2014   | 0.50 | Review Wheeling objection re: Trustee's Motion for Recovery of Expenses.                          |
| GL     | June 20, 2014   | 0.20 | Telephone communication with A. Adessky re: Dumas judgment.                                       |
| GL     | June 27, 2014   | 0.70 | Review Motion to Extend Stay Period, Monitors Report.   |
| GL     | June 27, 2014   | 0.20 | Telephone communication with A. Addesky re: Extension Motion.                                     |
| GFK    | June 30, 2014   | 0.90 | Review Monitors' Report and Motion to Extend CCAA Stay.   |
| GFK    | June 30, 2014   | 0.50 | Attend Court hearing via conference call of Motion to Extend CCAA Stay.                           |
| GFK    | June 30, 2014   | 0.20 | E-mail to Robert Keach reporting on Court hearing.  |
| CS     | August 13, 2014 | 2.00 | Translate Motion materials from Quebec government to allocate sale proceeds.                      |

| <b>LAWYER</b> | <b>DATE</b>        | <b>TIME</b> |  |
|---------------|--------------------|-------------|--|
| GL            | August 19, 2014    | 0.80        | Review motions from Quebec government to determine allocation of sale proceeds and to hold joint hearing along with exhibits in support thereof. |
| GL            | August 19, 2014    | 0.20        | Review email correspondence between FRA, Quebec government, MMA counsel re: price allocation request and joint hearing request.                  |
| GFK           | September 8, 2014  | 0.50        | Review materials (re: Quebec Government request for Joint hearing).  |
| GFK           | September 8, 2014  | 0.30        | E-mail to Robert Keach (re: joint hearing request).  |
| GL            | September 12, 2014 | 0.30        | Telephone communication with A. Adessky re: upcoming hearing to extend the Initial Order.  |
| GL            | September 17, 2014 | 0.30        | Telephone communication with A. Adessky re: Motion to Extend.  |
| GL            | September 19, 2014 | 0.70        | Review Motion to Extend, Motion to Distribute Proceeds.  |
| GL            | September 22, 2014 | 0.50        | Review Monitors report regarding September 24, 2014 hearing in Sherbrooke.   |
| GL            | September 22, 2014 | 0.20        | Email to R. Keach re: September 24, 2014 hearing.  |
| GFK           | September 23, 2014 | 1.00        | Review Motion to Extend Stay and Monitor's Report.   |
| GL            | September 23, 2014 | 0.30        | Telephone communication with R. Keach re: September 24, 2014 hearing.  |
| GL            | September 24, 2014 | 2.50        | Travel to Sherbrooke.  |
| GL            | September 24, 2014 | 2.00        | Court Attendance re: Extension of Initial Order, Distribution of Funds to Professionals.   |
| GL            | September 24, 2014 | 0.30        | Report to R. Keach regarding the hearing.  |
| GL            | September 24, 2014 | 2.50        | Travel to Montreal.  |
| GL            | September 29, 2014 | 0.20        | Review judgment re: payment of professional fees.  |

**SUMMARY OF HOURS & FEES:**

| <b>FIRM MEMBER</b>  | <b>POSITION</b> | <b>HOURS</b> | <b>HOURLY RATE</b> | <b>TOTALS</b> |
|---------------------|-----------------|--------------|--------------------|---------------|
| Gerald F. Kandestin | Partner         | 4.50         | \$650.00           | \$ 2,925.00   |
| Gordon Levine       | Partner         | 28.40        | \$550.00           | \$15,620.00   |
| Caitlin Szymberski  | Associate       | 2.00         | \$175.00           | \$ 350.00     |

|                    |                     |
|--------------------|---------------------|
| <b>TOTAL FEES:</b> | <b>\$ 18,895.00</b> |
|--------------------|---------------------|

**DISBURSEMENTS :**

|  |           |
|--|-----------|
| <b>PARKING</b> (Sherbrooke courthouse)   | \$ 8.30   |
| <b>FEDERAL EXPRESS</b> (Bernstein Shur-Portland)   | \$ 44.30  |
| <b>PHOTOCOPIES</b>   | \$ 1.20   |
| <b>PPSA SEARCHES</b> (through Stewart McKelvey Attorneys – Halifax, Nova Scotia)<br>Invoice No. 90397861, September 15, 2014 | \$ 285.00 |

|                             |                  |
|-----------------------------|------------------|
| <b>TOTAL DISBURSEMENTS:</b> | <b>\$ 338.80</b> |
|-----------------------------|------------------|

**TOTAL:**

**\$ 19,233.80**



NOVA SCOTIA OFFICE Halifax  
Remit to: PO Box 997, Halifax NS Canada B3J 2X2  
Telephone 902.420.3200 Facsimile 902.420.1417  
GST Registration No. R121769053

Kugler Kandestin, L.L.P.  
Gerald Kandestin  
1 Place Ville-Marie, Suite 2101  
Montreal QC H3B 2C6 CA

Our File: SM027593-00005  
Invoice: 90397861  
Date: September 15, 2014

RE: Searches - Montreal, Maine & Atlantic Canada Co.

Please return this page with your remittance so we may ensure your account is properly credited.

|   |                 |
|---|-----------------|
| For Professional Services Rendered and Other Charges: | \$285.00        |
| Disbursements Incurred:                               | 0.00            |
| 5% GST on Taxable Fees, Other Charges & Disbursements | 14.25           |
| Total Account Due:                                    | <u>\$299.25</u> |

**All services and accounts are rendered in Canada and in Canadian Dollars  
Please make payments payable to Stewart McKelvey**

**For ease of payment we accept Cheques, Visa/Mastercard (on invoices under \$10,000)  
and Wires/Electronic Funds Transfer (EFT)**

Wire/EFT Payment Instructions:  
Royal Bank of Canada  
1871 Hollis Street  
Halifax, NS B3J 0C3  
Stewart McKelvey – Operating Account  
Swift Code: ROYCCAT2  
Routing Number: 000300003  
IBAN Number: 003104033600003  
Account Number: 1040336  
Transit Number: 00003

**For more info please contact the Accounts Receivable Clerk at 902.444.1728 or  
[receivables@stewartmckelvey.com](mailto:receivables@stewartmckelvey.com)**

## **EXHIBIT B**

### **Gerald F. Kandestin**

Mr. Kandestin heads the practice areas of bankruptcy, insolvency and corporate restructurings, secured lending, security enforcement and related litigation. He has been involved in virtually every aspect of bankruptcy, insolvency and corporate restructurings. He regularly acts for major banks, asset-based lenders, factoring companies and other lenders in virtually every aspect of documenting and enforcing secured transactions. He is also heavily involved in commercial litigation, particularly those related to insolvency and security enforcements. Mr. Kandestin is a long-time member of the exclusive Insolvency Institute of Canada, having recently completed two terms as a director and its secretary, and is a member of both the American Bankruptcy Institute and Insol International. He is a founding member and past president of the Montreal branch of the Canadian Turnaround Management Association. He is also a past president of the Lord Reading Law Society and has served two terms as treasurer of the Montreal Bar Association.

### **Gordon Levine**

Mr. Levine is a Partner and member of the Kugler Kandestin's Executive Committee, practicing commercial law, specializing in insolvency and restructuring and commercial litigation. With substantial experience in all aspects of insolvency matters, Mr. Levine has represented businesses, trustees, monitors, receivers, financial institutions, suppliers and other secured and unsecured creditors in a variety of mandates, and has represented such clients in litigation at all court levels, including the Quebec Court of Appeal, Federal Court of Canada and the Supreme Court of Canada. In 2012, Mr. Levine was invited to join the Insolvency Institute of Canada, the leading association of insolvency practitioners in the country.

### **Caitlin Szymberski**

Ms. Szymberski is an associate with Kugler Kandestin. She practices in the areas of civil litigation, namely in class actions, personal injury, professional liability, insurance, employment and commercial law.



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 THE TRUSTEE, ROBERT J. KEACH, FOR THE PERIOD  
FROM MAY 23, 2014 THROUGH SEPTEMBER 30, 2014**

This matter having come before the Court on the Second Interim Application for Compensation and Reimbursement of Expenses for Kugler Kandestin, LLP, Special Counsel to the Trustee, Robert J. Keach, for the Period from May 23, 2014 Through September 30, 2014 (the "Fee Application"), 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. § 331, Kugler Kandestin, LLP is allowed compensation for services to the Trustee in the aggregate amount of CAD 19,233.80, including professional fees in the amount of CAD 18,895.00 and reimbursement of expenses in the amount of CAD 338.80.<sup>1</sup>

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

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.

Dated:

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The Honorable Louis H. Kornreich  
United States Bankruptcy Court for the District of  
Maine

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE

In re:

MONTREAL MAINE & ATLANTIC  
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670  
Chapter 11

**NOTICE OF EXPEDITED HEARING**

Kugler Kandestin LLP (“Kugler Kandestin”), special counsel to Robert J. Keach, the duly appointed Chapter 11 trustee (the “Trustee”) of the bankruptcy estate of Montreal Maine & Atlantic Railway, Ltd. (the “Debtor”), has filed a Second Interim Application for Compensation and Reimbursement of Expenses for Kugler Kandestin, LLP, as Special Counsel to the Trustee, Robert J. Keach, for the Period from May 23, 2014 Through September 30, 2014 (the “Application”). A hearing on the Application is set to take place at the United States Bankruptcy Court, 202 Harlow Street, Bangor, Maine on **November 18, 2014 at 10:00 a.m.** (the “Hearing”).

By the Application, Kugler Kandestin seeks a total amount of **CAD 19,233.80**, which includes CAD 18,895.00 for compensation of professional fees and CAD 338.80 for reimbursement of expenses incurred with respect to services rendered on behalf of the Trustee during the period May 23, 2014 through September 30, 2014 (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. The Application is an interim fee application.

On July 10, 2014, Kugler Kandestin filed the First Interim Application for Compensation and Reimbursement of Expenses for Kugler Kandestin, LLP, as Special Counsel to the Trustee, Robert J. Keach, for the Period from August 26, 2013 Through May 22, 2014 [Docket No. 1015] (the “First Fee Application”). With respect to the First Fee Application, the court awarded Kugler Kandestin fees in the amount of CAD 256,982.50 and expenses in the amount of CAD 2,392.27.

**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 Application, or if you want the court to consider your views on the Application, then on or before **November 17, 2014**, 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-

Robert J. Keach, Esq.  
Bernstein, Shur, Sawyer & Nelson, P.A.  
100 Middle Street, PO Box 9729  
Portland, Maine 04101-5029

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 Application and may enter an order granting that relief.

Dated: November 7, 2014

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

By his attorneys:

/s/ Sam Anderson  
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