

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE**

In re: )  
)  
MONTREAL MAINE & ATLANTIC ) Chapter 11  
RAILWAY, LTD., ) Case No. 13-10670  
)  
Debtor. )

**APPLICATION FOR ALLOWANCE AND PAYMENT OF ADMINISTRATIVE CLAIMS  
OF CHAPTER 7 BANKRUPTCY ESTATE OF GNP MAINE HOLDINGS, LLC**

NOW COMES P.J. Perrino, Jr., Esq., Chapter 7 Trustee (the “GNP Trustee”) of Debtor, GNP Maine Holdings, LLC, d/b/a Great Northern Paper Company (“GNP Maine Holdings”), by and through his counsel undersigned and, pursuant to 11 U.S.C. §§ 503, 507, and 1171(a), D. Me. LBR 3002-2 and 9013-1, and this Court’s Order Establishing the Deadline for Filing Administrative Claims and Approving the Form and Manner of Notice Thereof dated October 22, 2014 (the “Bar Date Order”), issued in the above-captioned case, makes this application for the allowance and payment of the administrative claims of the Chapter 7 bankruptcy estate of GNP Maine Holdings (the “GNP Estate”), as set forth in further detail below. In support of this Application, the GNP Trustee states as follows.

**Background**

1. On or about February 19, 2013, Sarah Troester, Administratrix of the Estate of Jefferson Troester, Deceased (“Plaintiff”), commenced a lawsuit in the Court of Common Pleas of Philadelphia County, Pennsylvania titled Sarah Troester, Administratrix of the Estate of Jefferson Troester, Deceased v. GNP, et als., County of Philadelphia, Court of Common Pleas, Civil Trial Division Case No. 1302001722 (the “Troester Litigation”), for wrongful death arising out of a May 18, 2012 fatality when Decedent Jefferson Troester was allegedly struck and crushed to death by a roll or rolls of paper that fell out of a railcar owned by Debtor, Montreal

Maine & Atlantic Railway, Ltd. (“Debtor”), containing bulk paper rolls sold and being shipped by GNP Maine Holdings to The Philadelphia Newspaper facility in Conshohocken, Pennsylvania.

2. In the Troester Litigation, Plaintiff asserted claims against various defendants, including GNP Maine Holdings and Debtor, arising out of the death of Mr. Troester.

3. On August 7, 2013 (the “Filing Date”), Debtor filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code (the “Code”) in the United States Bankruptcy Court for the District of Maine, commencing this case. On August 21, 2013, the United States Trustee appointed Robert J. Keach as the chapter 11 trustee of Debtor (the “MMA Trustee”) to serve in this case pursuant to 11 U.S.C. § 1163.

4. Subsequent to the Filing Date, Plaintiff dismissed the claims against Debtor in the Troester Litigation. Nonetheless, GNP Maine Holdings has filed cross-claims against Debtor in the Troester Litigation, which have not been dismissed. Moreover, GNP Maine Holdings and/or its available insurance policies and/or coverage may be called upon to pay, in whole or in part, Plaintiff’s claims asserted in the Troester Litigation.

5. On June 13, 2014, GNP Maine Holdings filed a proof of claim in Debtor’s Chapter 11 case (the “GNP Maine Holdings POC”). *See* Claim No. 237-1, a true copy of which is attached hereto as Exhibit A.

6. In the GNP Maine Holdings POC, GNP Maine Holdings asserts an unliquidated claim entitled to administrative expense priority against Debtor and its bankruptcy estate on the basis that (a) any claims that Plaintiff has against Debtor are likely entitled to administrative expense priority pursuant to 11 U.S.C. § 1171(a) and (b) GNP Maine Holdings has a right of subrogation, which is entitled to the same priority as Plaintiff’s claims against Debtor and, if

such claim for subrogation is denied for any reason, GNP Maine Holdings asserts a claim for indemnification, reimbursement, and contribution, which is entitled to the same priority as Plaintiff's claims against Debtor.

7. On September 22, 2014, GNP Maine Holdings filed a voluntary petition under Chapter 7 of the Code in the United States Bankruptcy Court for the District of Delaware (the "Delaware Bankruptcy Court") (the "GNP Voluntary Case"). On October 3, 2014, the Delaware Bankruptcy Court ordered that the venue of the GNP Voluntary Case be transferred to this Court.

8. On October 7, 2014, the GNP Trustee was appointed the Chapter 7 trustee in the GNP Voluntary Case pursuant to § 701 of the Code.

9. On October 22, 2014, this Court issued the Bar Date Order in this case, providing that, *inter alia*, "[e]ach person or entity, including, without limitation, each individual, partnership, joint venture, corporation, limited liability company, estate, trust or governmental unit, that holds or asserts an administrative claim, as set forth in 11 U.S.C. § 503(b), against the Debtor's estate, shall file an application for payment of such administrative claim (the 'Administrative Claim Application') by the deadline set forth below (the 'Administrative Claims Bar Date')" and that "any person or entity asserting an administrative claim against the Debtor shall file an Administrative Claim Application so that it is received . . . on or before 5:00 p.m. (prevailing Eastern Standard Time) on December 1, 2014." Bar Date Order, ¶¶ 2 and 4. This filing is the GNP Trustee's Administrative Claim Application.

### **Discussion**

10. Any claims that Plaintiff has against Debtor are likely entitled to administrative expense priority pursuant to 11 U.S.C. § 1171(a), which provides:

There shall be paid as an administrative expense any claim of an individual or of the personal representative of a deceased individual against the debtor or the

estate, for personal injury to or death of such individual arising out of the operation of the debtor or the estate, whether such claim arose before or after the commencement of the case.

11. By virtue of the bankruptcy filing of GNP Maine Holdings, GNP Maine Holdings' claims as set forth in the GNP Maine Holdings POC and as otherwise exist pursuant to applicable law are property of the GNP Estate (collectively, the "GNP Estate Claims"). *See* § 541(a) of the Code. On the basis of subrogation, indemnification, reimbursement, and/or contribution, the GNP Estate Claims are entitled to the same priority as Plaintiff's claims against Debtor and its bankruptcy estate. Accordingly, the GNP Estate Claims are entitled to priority pursuant to 11 U.S.C. § 1171(a).

12. Pursuant to § 503(a) of the Code, "[a]n entity may timely file a request for payment of an administrative expense, or may tardily file such request if permitted by the court for cause." 11 U.S.C. § 503(a).

13. The Bar Date Order provides that, "[i]n accordance with 11 U.S.C. § 503(a), requests for payment of an administrative claim must be made by separate request for payment and will not be deemed proper if made by a proof of claim." Bar Date Order, ¶ 7.

14. Importantly, the Bar Date Order further provides that "[a]ny person or entity that is required to file a timely Administrative Claim Application and who fails to do so on or before the Administrative Claims Bar Date shall be forever barred, estopped, and enjoined from asserting such claim against the Debtor (or filing a proof of claim or application for payment of administrative claim with respect thereto)." Bar Date Order, ¶ 7.

15. Nonetheless, the Bar Date Order also states that "claims arising under 11 U.S.C. § 1171" "shall be exempted from the Administrative Claims Bar Date." Bar Date

Order, ¶ 2; *see also id.* ¶ 6(b) (“The following persons and entities need NOT file an Administrative Claim Application: (b) Holders of claims arising only under U.S.C. § 1171.”).

16. Even though the Bar Date Order, by its terms, does not apply to claims arising under § 1171 of the Code, given the nature of the GNP Estate Claims as set forth above, the GNP Trustee is filing this Application out of an abundance of caution to preserve any and all rights and administrative expense claims of the GNP Estate against Debtor and its bankruptcy estate, including without limitation the GNP Estate Claims, given the consequences for failure to timely file an Administrative Claim Application.

17. Pursuant to D. Me. LBR 9013-1(b), before filing this Application, counsel for the GNP Trustee made a good faith effort to determine whether or not the Application is unopposed. After consultation with counsel for the MMA Trustee, consent could not be obtained, but respective counsel for the GNP Trustee and the MMA Trustee have agreed to stay any action on this Application for six months in order to allow for further developments to occur in the Troester Litigation and in this case, which the respective Trustees anticipate will help them resolve the issues presented by this Application (with both Trustees reserving the right to request that the Court schedule a hearing sooner than the conclusion of such six-month period, should circumstances warrant).

18. By this Application, the GNP Trustee seeks the allowance and payment of the GNP Estate Claims as administrative expense claims against Debtor and its bankruptcy estate pursuant to the terms of the Bar Date Order. All of the MMA Trustee’s rights with respect to this Application are hereby reserved and preserved in all respects.

WHEREFORE, P.J. Perrino, Jr., Esq., Chapter 7 Trustee of Debtor, GNP Maine Holdings, LLC, d/b/a Great Northern Paper Company, requests that this Court (a) allow and approve payment of the GNP Estate Claims as administrative expense claims against Debtor, Maine Montreal & Atlantic Railway, Ltd., and its bankruptcy estate and (b) grant the GNP Trustee such other and further relief as is just and equitable.

Dated at Portland, Maine this 25th day of November, 2014.

/s/ Fred W. Bopp III, Esq.  
Fred W. Bopp III, Esq.  
Lauren B. Weliver, Esq.  
Counsel for P.J. Perrino, Esq.,  
Chapter 7 Trustee of the estate of Debtor,  
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**CERTIFICATE OF SERVICE**

I, Fred W. Bopp III, Esq., pursuant to D. Me. LBR 9042-1, hereby certify that I have caused to be served on this date true copies of the above Application, the proposed Order, and this Certificate of Service on each of the parties set forth on the Service List below, via First Class U.S. mail, postage fully prepaid.

All other parties listed on the Notice of Electronic Filing have been served electronically on this date.

Dated at Portland, Maine this 25th day of November, 2014.

/s/ Fred W. Bopp III, Esq.

Fred W. Bopp III, Esq.  
Counsel for P.J. Perrino, Esq.,  
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B10 (Official Form 10) (04/13)

<b>UNITED STATES BANKRUPTCY COURT District of Maine</b>		<b>PROOF OF CLAIM</b>
Name of Debtor: Montreal Maine & Atlantic Railway Ltd.		Case Number: 13-10670
NOTE: Do not use this form to make a claim for an administrative expense that arises after the bankruptcy filing. You may file a request for payment of an administrative expense according to 11 U.S.C. § 503.		
Name of Creditor (the person or other entity to whom the debtor owes money or property): GNP Main Holdings, LLC d/b/a Great Northern Paper, LLC		<b>COURT USE ONLY</b>
Name and address where notices should be sent: Kelly McDonald, Murray, Plumb & Murray 75 Pearl Street, P.O. Box 9785 Portland, ME 04104-5085  Telephone number: (207) 773-5651 email: kmcdonald@mpmlaw.com		<input type="checkbox"/> Check this box if this claim amends a previously filed claim.  Court Claim Number: _____ (If known)  Filed on: _____
Name and address where payment should be sent (if different from above):  Telephone number: _____ email: _____		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars.
1. Amount of Claim as of Date Case Filed: \$ <span style="border: 1px solid black; padding: 2px;">Unliquidated - see rider</span>		
If all or part of the claim is secured, complete item 4. If all or part of the claim is entitled to priority, complete item 5. <input checked="" type="checkbox"/> Check this box if the claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes interest or charges.		
2. Basis for Claim: <u>See Rider</u> (See instruction #2)		
3. Last four digits of any number by which creditor identifies debtor:	3a. Debtor may have scheduled account as:  (See instruction #3a)	3b. Uniform Claim Identifier (optional):  (See instruction #3b)
4. Secured Claim (See instruction #4) Check the appropriate box if the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information.  Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe:  Value of Property: \$ _____  Annual Interest Rate _____% <input type="checkbox"/> Fixed or <input type="checkbox"/> Variable (when case was filed)		Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any: \$ _____  Basis for perfection: _____  Amount of Secured Claim: \$ _____  Amount Unsecured: \$ _____
5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507 (a). If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount.		
<input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507 (a)(1)(A) or (a)(1)(B).	<input type="checkbox"/> Wages, salaries, or commissions (up to \$12,475*) earned within 180 days before the case was filed or the debtor's business ceased, whichever is earlier – 11 U.S.C. § 507 (a)(4).	<input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. § 507 (a)(5).  Amount entitled to priority: \$ _____
<input type="checkbox"/> Up to \$2,775* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. § 507 (a)(7).	<input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. § 507 (a)(8).	<input checked="" type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. § 507 (a)(2).  <span style="border: 1px solid black; padding: 2px;">Unliquidated - see rider</span>
*Amounts are subject to adjustment on 4/01/16 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.		
6. Credits. The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #6)		

**EXHIBIT**  
**A**

B10 (Official Form 10) (04/13)

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**7. Documents:** Attached are redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, security agreements, or, in the case of a claim based on an open-end or revolving consumer credit agreement, a statement providing the information required by FRBP 3001(c)(3)(A). If the claim is secured, box 4 has been completed, and redacted copies of documents providing evidence of perfection of a security interest are attached. If the claim is secured by the debtor's principal residence, the Mortgage Proof of Claim Attachment is being filed with this claim. (See instruction #7, and the definition of "redacted".)

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain:

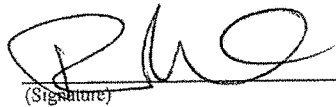
**8. Signature:** (See instruction #8)

Check the appropriate box.

- I am the creditor.     I am the creditor's authorized agent.     I am the trustee, or the debtor, or their authorized agent.     I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3005.)  
(See Bankruptcy Rule 3004.)

I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: Robert Desrosier  
 Title: Director of Finance  
 Company: GNP Maine Holdings, LLC  
 Address and telephone number (if different from notice address above):  
50 Main Street  
East Millinocket, ME 04430  
 Telephone number: \_\_\_\_\_ email: \_\_\_\_\_

  
(Signature)

11/13/14  
(Date)

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

**INSTRUCTIONS FOR PROOF OF CLAIM FORM**

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, exceptions to these general rules may apply.

**Items to be completed in Proof of Claim form**

**Court, Name of Debtor, and Case Number:**  
 Fill in the federal judicial district in which the bankruptcy case was filed (for example, Central District of California), the debtor's full name, and the case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is at the top of the notice.

**Creditor's Name and Address:**  
 Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

**1. Amount of Claim as of Date Case Filed:**  
 State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

**2. Basis for Claim:**  
 State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on delivering health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if an interested party objects to the claim.

**3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:**  
 State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

**3a. Debtor May Have Scheduled Account As:**  
 Report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

**3b. Uniform Claim Identifier:**  
 If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.

**4. Secured Claim:**  
 Check whether the claim is fully or partially secured. Skip this section if the

claim is entirely unsecured. (See Definitions.) If the claim is secured, check the box for the nature and value of property that secures the claim, attach copies of lien documentation, and state, as of the date of the bankruptcy filing, the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.

**5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507 (a).**  
 If any portion of the claim falls into any category shown, check the appropriate box(es) and state the amount entitled to priority. (See Definitions.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

**6. Credits:**  
 An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

**7. Documents:**  
 Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest and documents required by FRBP 3001(c) for claims based on an open-end or revolving consumer credit agreement or secured by a security interest in the debtor's principal residence. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

**8. Date and Signature:**  
 The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS	INFORMATION
<b>Debtor</b> A debtor is the person, corporation, or other entity that has filed a bankruptcy case.	<b>Acknowledgment of Filing of Claim</b> To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim or you may access the court's PACER system ( <a href="http://www.pacer.psc.uscourts.gov">www.pacer.psc.uscourts.gov</a> ) for a small fee to view your filed proof of claim.
<b>Creditor</b> A creditor is a person, corporation, or other entity to whom debtor owes a debt that was incurred before the date of the bankruptcy filing. See 11 U.S.C. §101 (10).	<b>Offers to Purchase a Claim</b> Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 <i>et seq.</i> ), and any applicable orders of the bankruptcy court.
<b>Claim</b> A claim is the creditor's right to receive payment for a debt owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. §101 (5). A claim may be secured or unsecured.	<b>Secured Claim</b> A claim also may be secured if the creditor owes the debtor money (has a right to setoff).
<b>Proof of Claim</b> A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.	<b>Unsecured Claim</b> An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.
<b>Secured Claim Under 11 U.S.C. § 506 (a)</b> A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien.	<b>Claim Entitled to Priority Under 11 U.S.C. § 507 (a)</b> Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.
	<b>Redacted</b> A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor must show only the last four digits of any social-security, individual's tax-identification, or financial-account number, only the initials of a minor's name, and only the year of any person's date of birth. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information.
	<b>Evidence of Perfection</b> Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.



**RIDER TO PROOF OF CLAIM**

*In re Montreal Maine & Atlantic Railway Ltd., Case No 13-10670*

**United States Bankruptcy Court for the District of Maine**

GNP Main Holdings, LLC d/b/a Great Northern Paper, LLC aka "Great Northern Paper Company, LLC" ("GNP") is filing a Proof of Claim in the above-captioned case of *In re Montreal, Maine, and Atlantic Railway Ltd.* ("Debtor"). This Rider constitutes an integral part of that Proof of Claim.

A. On August 7, 2013, Debtor filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, commencing Case No. 13-10670 in the United States Bankruptcy Court for the District of Maine.

B. On or about February 19, 2013, a lawsuit was filed in the Court of Common Pleas of Philadelphia County, Pennsylvania (the "Troester Case"). The plaintiff in the Troester Case is Sarah Troester as Administratrix of the Estate of Jefferson Troester ("Plaintiff"). Plaintiff asserted claims against eight defendants, including GNP and the Debtor, arising out of the death of Mr. Troester.

C. The following facts are summarized from Plaintiff's allegations:<sup>1</sup>

1. GNP sold rolls of paper to another defendant in the Troester Case located in Philadelphia.
2. The paper was shipped on a railcar owned by Debtor.
3. On May 18, 2012, when Mr. Troester opened the doors of the railcar, two rolls of paper fell out and crushed him to death.

D. Any claims that Plaintiff has against Debtor are likely entitled to priority pursuant to 11 U.S.C. § 1171, which provides that:

There shall be paid as an administrative expense any claim of an individual or of the personal representative of a deceased individual against the debtor or the estate, for personal injury to or death of such individual arising out of the operation of the debtor or the estate, whether such claim arose before or after the commencement of the case.

E. GNP has a right of subrogation, which is entitled to the same priority as Plaintiff's claims. GNP asserts this Proof of Claim as subrogee of Plaintiff. However, if such claim for subrogation is denied for any reason, GNP will and hereby does assert a claim for indemnification, reimbursement and contribution.

F. The filing of this Proof of Claim in the Debtor's bankruptcy case shall not constitute: (a) a waiver or release of the rights of GNP against the Debtor or any of its affiliates, or any other person or property; or (b) an election of remedies or choice of law.

<sup>1</sup> GNP does not concede the truth of these allegations and reserves all defenses.

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE**

In re: )  
)  
MONTREAL MAINE & ATLANTIC ) Chapter 11  
RAILWAY, LTD., ) Case No. 13-10670  
)  
Debtor. )

**ORDER APPROVING APPLICATION FOR ALLOWANCE AND PAYMENT OF  
ADMINISTRATIVE CLAIMS OF CHAPTER 7 BANKRUPTCY ESTATE OF GNP  
MAINE HOLDINGS, LLC**

Upon consideration of the Application for Allowance and Payment of Administrative Claims of Chapter 7 Bankruptcy Estate of GNP Maine Holdings, LLC (the "Application") filed by P.J. Perrino, Jr., Esq., Chapter 7 Trustee of Debtor, GNP Maine Holdings, LLC, d/b/a Great Northern Paper Company (the "GNP Trustee"), and after due and appropriate prior notice of the Application to all interested parties, after a hearing thereon before me on \_\_\_\_\_, the Chapter 11 Trustee, the GNP Trustee, and parties-in-interest having appeared regarding the Application, and due deliberation having been had thereon, the Court finding that the GNP Trustee's request for allowance and payment of the GNP Estate Claims (as defined in the Application) against Debtor, Maine Montreal & Atlantic Railway, Ltd. ("Debtor"), and Debtor's bankruptcy estate is meritorious pursuant to 11 U.S.C. §§ 503, 507, and 1171(a), for the reasons articulated on the record at said hearing, and good cause otherwise having been shown, it is therefore hereby

**ORDERED, ADJUDGED, AND DECREED**

that the Application is allowed in full; it is hereby further

**ORDERED, ADJUDGED, AND DECREED**

that the GNP Estate Claims are allowed as administrative expense claims against Debtor and Debtor's bankruptcy estate; and it is hereby further

**ORDERED, ADJUDGED, AND DECREED**

that the GNP Estate Claims shall be paid in accordance with the same terms and at the same time as all other allowed claims entitled to the same priority in this case under the United States Bankruptcy Code.

Dated: \_\_\_\_\_.

\_\_\_\_\_  
Louis H. Kornreich, Chief Judge  
United States Bankruptcy Court