

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

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| In re: |) | |
| |) | |
| Montreal Maine & Atlantic Railway Ltd., |) | Chapter 11 |
| |) | Case No. 13-10670 |
| |) | |
| Debtor. |) | |
| |) | |

**WHEELING & LAKE ERIE RAILWAY COMPANY'S APPLICATION FOR
ALLOWANCE OF ADMINISTRATIVE CLAIM AND RESERVATION OF RIGHTS
PURSUANT TO THE ORDER ESTABLISHING THE DEADLINE FOR FILING
ADMINISTRATIVE CLAIMS AND APPROVING THE FORM AND MANNER OF
NOTICE THEREOF**

NOW COMES Wheeling & Lake Erie Railway Company ("Wheeling") and filed this Application For Allowance Of Administrative Claim And Reservation Of Rights Pursuant To The Order Establishing The Deadline For Filing Administrative Claims And Approving the form And Manner Of Notice Thereof (the "Application") and in support thereof, states as follows:

APPLICATION AND RESERVATION OF RIGHTS

1. On October 22, 2014, the Court entered its Order Establishing The Deadline For Filing Administrative Claims And Approving The Form And Manner Of Notice Thereof (the "Bar Date Order") [D.E. 1164] pursuant to which it set the deadline for filing an "application" for an administrative claim as on or before 5 p.m. on December 1, 2014. Wheeling files this Application in order to comply with the Bar Date Order, to the extent necessary, and to reserve any and all of its rights.

2. Pursuant to several orders of this Court described below (the "Cash Collateral Orders"), if, notwithstanding the grant of adequate protection to Wheeling for use of its cash collateral, Wheeling holds a claim allowable under §§ 503(b) and 507(a)(2) of title 11 of the United States Code (the "Bankruptcy Code"), then such claim shall be an administrative claim,

and shall have priority over all other claims allowable under § 507(a)(2) of the Bankruptcy Code.

The Cash Collateral Orders include the following:

A. Interim Order Authorizing Debtor To Use Cash Collateral And Granting Adequate Protection [D.E. 51];

B. Second Interim Order Authorizing Debtor To Use Cash Collateral And Granting Adequate Protection [D.E. 98];

C. Third Interim Order Authorizing Debtor To Use Cash Collateral And Granting Adequate Protection [D.E. 173];

D. Fourth Interim Order Authorizing Debtor To Use Cash Collateral And Granting Adequate Protection [D.E. 255];

E. Fifth Interim Order Authorizing Debtor To Use Cash Collateral And Granting Adequate Protection [D.E. 374]; and

F. Sixth Interim Order Authorizing Debtor To Use Cash Collateral And Granting Adequate Protection [D.E. 376].

3. Wheeling may hold an administrative claim with priority over and above all other administrative claims pursuant to the Cash Collateral Orders but no final determination of the amount of Wheeling's claim has yet been made. This issue has been presented to the Court in connection with Wheeling's Motion to Enforce Cash Collateral Orders (the "Motion to Enforce") [D.E. 603]. Pursuant to the Order Approving Chapter 11 Trustee's Motion For Order Approving Compromise And Settlement With Wheeling & Lake Erie Railway Company [D.E. 1047], proceedings related to the Motion to Enforce have been stayed for six (6) months but are scheduled to resume on or about December 16, 2014. The amount of Wheeling's superpriority administrative claim will be established pursuant to the Motion to Enforce.

4. The Cash Collateral Orders granted Wheeling a superpriority administrative claim without the need for the filing of this Application. The Motion to Enforce seeks to liquidate that claim. Wheeling files this Application as a precaution, in order to reserve any and all rights or claims that it may with respect to its superpriority administrative claim.

WHEREFORE, Wheeling respectfully requests that the Court enter an order determining that Wheeling holds a valid and enforceable superpriority administrative claim in an amount to be determined by the Court following further proceedings, and that the Court grant such further and additional relief as the Court deems just and proper.

Dated: December 1, 2014

/s/George J. Marcus

George J. Marcus

David C. Johnson

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Counsel for Wheeling & Lake Erie Railway
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CERTIFICATE OF SERVICE

I, Holly C. Pelkey, hereby certify that I am over eighteen years old and that I caused a true and correct copy of the above document to be served upon the parties either electronically or via U.S. Mail, postage prepaid, at the addresses set forth on the Service List set forth below on 1st day of December, 2014.

/s/ Holly C. Pelkey _____

Holly C. Pelkey
Legal Assistant

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