

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE

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

**APPLICATION AND REQUEST FOR PAYMENT OF ADMINISTRATIVE EXPENSES OF DAKOTA PETROLEUM TRANSPORT SOLUTIONS, LLC AND DPTS MARKETING, LLC**

Dakota Petroleum Transport Solutions, LLC and DPTS Marketing, LLC (collectively, the “Claimants”) hereby submit this application and request for payment (this “Application”) of all of the Claimants’ Administrative Claims (as defined below) against Montreal Maine & Atlantic Railway, Ltd. (the “Debtor”), the debtor in the above-captioned case, pursuant to section 503 of title 11 of the United States Code (the “Bankruptcy Code”).

**Background**

1. On August 7, 2013, the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. On August 21, 2013, Robert J. Keach was appointed as trustee in this chapter 11 case, pursuant to section 1163 of the Bankruptcy Code. On October 22, 2014, this Court entered the *Order Establishing the Deadline for Filing Administrative Claims and Approving the Form and Manner of Notice Thereof* [Docket No. 1164], establishing December 1, 2014 as the deadline for filing administrative claims in this chapter 11 case (the “Bar Date”). This Application is submitted pursuant to that order.

**The Administrative Claims**

2. This Application is submitted on account of all known, unknown, contingent and/or unliquidated claims for administrative expenses under section 503 of the Bankruptcy

Code (the “Administrative Claims”), including, but not limited to: (a) all actual and necessary costs and expenses of preserving the Debtor’s chapter 11 estate; and (b) all claims of any individual or any personal representative of any deceased individual against the Debtor or the Debtor’s estate for personal injury to or death of such individual that are eligible for administrative expense status pursuant to section 1171 of the Bankruptcy Code, to which the Claimants are subrogated or that the Claimants may otherwise assert. This Application is submitted to preserve any and all Administrative Claims that the Claimants may have against the Debtor, and nothing set forth herein should be construed as an admission that any valid claims or causes of action exist against either the Debtor or the Claimants.

3. The Claimants reserve the right to amend, update, and/or supplement this Application at any time and in any respect, for whatever reason, including, without limitation, for the purpose of requesting payment of additional Administrative Claims and/or to specify the amount of Claimants’ Administrative Claims against the Debtor that come to their attention or arise after the filing of this Application, including, without limitation, any Administrative Claims incurred before or after the Bar Date.

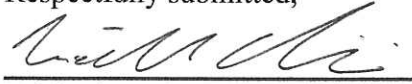
4. The filing of this Application shall not be deemed or construed as: (a) a waiver or release of any claims or the Claimants’ rights and remedies at law or in equity against any person, entities or property, an election of remedy, or waiver of any past, present or future defaults or events of default; (b) a concession or admission of the validity and/or amount of any claim against the Claimants, which claim, if any, the Claimants deny in all respects; (c) a waiver of any right to treatment of all or a portion of any of their Claims as a secured claim or a claim entitled to priority; (d) a waiver of any security held by the Claimants or for their benefit; (e) a waiver of the right to compel the Debtor to return property of the Claimants currently in the

possession of the Debtor; (f) a consent by the Claimants to the jurisdiction of this Court or any other court with respect to proceedings, if any, commenced in any case against or otherwise involving the Claimants; (g) a waiver or release of the Claimants' right to trial by jury in this Court or any other court in any proceeding as to any and all matters so triable herein, whether or not designated legal or private rights or in any case, controversy, or proceeding related hereto, notwithstanding the designation or not of such matters as "core proceedings" pursuant to 28 U.S.C. § 157(b)(2), and whether such jury trial right is pursuant to statute or the United States Constitution; (h) a consent by the Claimants to a jury trial in a Bankruptcy Court or any other court in any proceeding as to any and all matters so triable herein or in any case, controversy, or proceeding related hereto, pursuant to 28 U.S.C. § 157(e) or otherwise; (i) a waiver or release of the Claimants' right to have any and all final orders in any and all non-core matters or proceedings entered only after *de novo* review by a United States District Court Judge; (j) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Application, any objection thereto or other proceeding that may be commenced in this case against or otherwise involving the Claimants; or (k) a waiver of any setoff or recoupment rights the Claimants have with respect to any claims or causes of action asserted against them by the Debtor, including without limitation, the statutory treatment of such rights pursuant to the Bankruptcy Code.

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Dated: November 28, 2014

Respectfully submitted,



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