

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

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

**APPLICATION AND REQUEST FOR PAYMENT OF ADMINISTRATIVE EXPENSES
OF WORLD FUEL SERVICES CORPORATION, WORLD FUEL SERVICES, INC.,
WESTERN PETROLEUM COMPANY, WORLD FUEL SERVICES CANADA, INC.,
AND PETROLEUM TRANSPORT SOLUTIONS, LLC**

World Fuel Services Corporation, World Fuel Services, Inc., Western Petroleum Company, World Fuel Services Canada, Inc., and Petroleum Transport Solutions, 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”) and request that the Court enter an order, substantially in the form attached hereto as **Exhibit A**, granting the Application.

Background

1. On August 7, 2013 (the “Petition Date”), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the Bankruptcy Court for the District of Maine (the “Court”). On August 21, 2013, the Office of the United States Trustee appointed Robert J. Keach, Esq. to serve as the 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] (the “Bar Date Order”), establishing December 1, 2014, at 5:00 p.m.

(prevailing Eastern Standard Time), as the deadline for filing administrative claims in this chapter 11 case (the “Bar Date”). This Application is submitted in connection therewith.

The Administrative Claims

2. This Application is submitted on account of all known and unknown claims, including, but not limited to, all 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 an individual or of the personal representative of a 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.

WHEREFORE, the Claimants respectfully request that the Court enter an order substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and such other relief as is just and proper.

Dated: December 1, 2014

Respectfully submitted,

/s/ Jay S. Geller

Jay S. Geller

LAW OFFICE OF JAY S. GELLER

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Attorney for Claimants

CERTIFICATE OF SERVICE

I, Jay S. Geller, hereby certify that on December 1, 2014, I electronically filed the foregoing Application using the Court's CM/ECF system, which will send a notice of electronic filing to all persons registered for ECF.

December 1, 2014

/s/ Jay S. Geller

Jay S. Geller

Exhibit A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
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RAILWAY, LTD.,)
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Debtor.)

**ORDER GRANTING APPLICATION AND REQUEST
FOR PAYMENT OF ADMINISTRATIVE EXPENSES OF
WORLD FUEL SERVICES CORPORATION, WORLD FUEL
SERVICES, INC., WESTERN PETROLEUM COMPANY, WORLD FUEL
SERVICES CANADA, INC., AND PETROLEUM TRANSPORT SOLUTIONS, LLC**

Upon the application (the "Application")¹ of the Claimants for entry of an order (this "Order") allowing the Claimants' Administrative Claims as claims against the Debtor with administrative expense status, all as more fully set forth in the Application; and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the Claimants provided appropriate notice of the Application and the opportunity for a hearing on the Application; and the Court having reviewed the Application and having heard the statements in support of the relief requested therein at a hearing before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

1. The Application is granted.
2. The Administrative Claims held by the Claimants are entitled to administrative expense status pursuant to sections 503 and 1171 of the Bankruptcy Code (as applicable) and are allowed in an amount to be determined after further hearing on a date mutually agreeable to the Claimants and the trustee of the Debtor's estate.
3. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____, 2015
Bangor, Maine

The Honorable Louis H. Kornreich
Chief United States Bankruptcy Judge

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DISTRICT OF MAINE**

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The Honorable Louis H. Kornreich
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NOTICE OF HEARING

PLEASE TAKE NOTICE that on December 1, 2014, World Fuel Services Corporation, World Fuel Services, Inc., Western Petroleum Company, World Fuel Services Canada, Inc., and Petroleum Transport Solutions, LLC filed the *Application and Request for Payment of Administrative Expenses of World Fuel Services Corporation, World Fuel Services, Inc., Western Petroleum Company, World Fuel Services Canada, Inc., and Petroleum Transport Solutions, LLC* (the "Application") in the above-captioned chapter 11 case.

PLEASE TAKE FURTHER NOTICE that a hearing on the Application will be held on **March 10, 2015, at 10:00 a.m. (prevailing Eastern time)** before Chief Judge Louis H. Kornreich in the United States Bankruptcy Court for the District of Maine, 202 Harlow Street, 3rd Floor, Bangor, Maine 04401.

PLEASE TAKE FURTHER NOTICE that any objections to the Application must be filed and served in accordance with the Federal Rules of Bankruptcy Procedure and the District of Maine Local Bankruptcy Rules so as to be actually received on or before **March 3, 2015, at 5:00 p.m. (prevailing Eastern time)**.

Respectfully submitted,

Dated: December 1, 2014

/s/ Jay S. Geller
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