

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF MAINE**

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

**FIRST INTERIM APPLICATION OF SHAW FISHMAN GLANTZ & TOWBIN LLC,  
SPECIAL COUNSEL TO THE TRUSTEE, FOR COMPENSATION  
AND REIMBURSEMENT OF EXPENSES**

**Name of Applicant:** Shaw Fishman Glantz & Towbin LLC

**Authorized to Provide Professional Services as:** Special Counsel to Robert J. Keach, the duly appointed chapter 11 trustee of the bankruptcy estate of the above-captioned debtor

**Petition Date:** August 7, 2013

**Date of Retention Order:** November 13, 2013, effective September 11, 2013

**Period for which Compensation Is Sought:** September 11, 2013, through November 14, 2014

**Amount of Compensation:** \$14,214.50

**Amount of Expense Reimbursement:** \$227.54

**Total Amount Sought:** \$14,442.04

**Amount Paid to Date:** \$0.00

**Retainer Balance:** \$0.00

**This is an interim application.**

**COMPENSATION BY PROFESSIONAL**

<b>Professional</b>	<b>Position</b>	<b>Hours</b>	<b>Hourly Rate</b>	<b>Fees</b>
Brian L. Shaw	Member	4.8	\$495/505 <sup>1</sup>	\$2,389.50
Mark L. Radtke	Member	21.2	435-450	9,270.00
David R. Doyle	Associate	5.9	290-310	2541.00
Bernard L. Thomas	Clerk	0.1	140	14.00
<b>TOTAL</b>		<b>31.2</b>		<b>\$14,214.50</b>

**EXPENSES SUMMARY**

Internal Photocopy (\$.10/page)	\$86.30
Commercial Messenger	18.18
Postage	8.12
Pacer	57.10
Parking/Taxi	12.00
Westlaw	45.84
<b>TOTAL</b>	<b>\$227.54</b>

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<sup>1</sup> Shaw Fishman, in the exercise of its reasonable billing judgment, increased the billing rate of its professionals during the Application Period, as reflected in the chart. This Application seeks compensation for tasks billed at the lower and higher rates of such professionals.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF MAINE**

IN RE: ) Chapter 11  
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MONTREAL MAINE & ATLANTIC ) Case No. 13-10670  
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Debtor. )

**FIRST INTERIM APPLICATION OF SHAW FISHMAN GLANTZ & TOWBIN LLC,  
SPECIAL COUNSEL TO THE TRUSTEE, FOR COMPENSATION  
AND REIMBURSEMENT OF EXPENSES**

Shaw Fishman Glantz & Towbin LLC (“Shaw Fishman”), special counsel to Robert J. Keach in his capacity as chapter 11 trustee (the “Trustee”) of the above-captioned bankruptcy estate (the “Estate”), pursuant to §§ 330(a) and 331 of title 11, United States Code (“Bankruptcy Code”), Fed. R. Bankr. P. 2002(a)(6), 2016(a), and Local Rule 2016-1, applies to the Court (the “Application”) for the allowance and payment of a total of \$14,214.50 in interim compensation (the “Fees”) for approximately 34.40 hours of professional services rendered by Shaw Fishman for the period beginning September 11, 2013, through and including November 14, 2014 (the “Application Period”), and reimbursement of \$227.54 for actual costs incurred incidental to those services (the “Expenses”). In support of the Application, Shaw Fishman respectfully states as follows:

**Jurisdiction and Venue**

1. This Court has core jurisdiction over this matter pursuant to 11 U.S.C. §§ 157(b)(2)(A), (B), and (M) and 28 U.S.C. § 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief sought herein are sections 327(a) and 330 of the Code, Fed. R. Bankr. P. 2016(a), and Rule 2016-1 of the local rules of this Court (the “Local Rules”).

## Background

### A. The Illinois Litigation

3. On August 7, 2013 (the “Petition Date”), 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 (the “Bankruptcy Court”). On August 21, 2013, the United States Trustee (the “U.S. Trustee”) appointed the Trustee to serve in the Debtor’s chapter 11 case (the “Case”) pursuant to 11 U.S.C. § 1163.

4. As set forth on the record by the Debtor’s counsel during the August 8, 2013 hearing, and as discussed in the *Affidavit of M. Donald Gardner, Jr. in Support of First Day Pleadings* [Docket No. 11] (the “Gardner Affidavit”), the Debtor’s bankruptcy case was precipitated by a derailment, on July 6, 2013, of an unmanned eastbound Debtor train with 72 carloads of crude oil and 5 locomotive units, in Lac-Mégantic, Quebec (the “Derailment”). The Derailment set off several massive explosions, destroyed part of downtown Lac-Mégantic, and is presumed to have killed 47 people.

5. Beginning on July 22, 2013, representatives and administrators of the estates of some of the victims commenced civil actions alleging wrongful death and personal injury tort claims relating to the Derailment. As of September 11, 2013, one case was pending in Illinois state court (the “State Court Case”) and nineteen other cases (the “Federal Cases”) were pending before the United States District Court for the Northern District of Illinois (the “Illinois District Court”).

6. On September 11, 2013, the Trustee filed a motion seeking an order transferring the Federal Cases to this Court (the “Section 157(b)(5) Motion”). In accordance with Local Rule

5005-1(b)(1), the Trustee requested that the Section 157(b)(5) Motion be referred to the United States District Court for the District of Maine (the “Maine District Court”).

7. The plaintiffs in the Federal Cases objected to transfer and, instead, moved for the Federal Cases to be remanded to Illinois state court. The Trustee opposed remand and moved the Illinois District Court to stay all proceedings, including the decision on whether remand was proper, pending the ruling on the Section 157(b)(5) Motion. The Illinois District Court granted the Trustee’s motion and stayed the Federal Cases.

8. On March 21, 2014, the Maine District Court granted the Section 157(b)(5) Motion, transferring the Federal Cases to the Maine District Court.

**B. Retention of Shaw Fishman**

9. On September 27, 2013, the Trustee filed the *Application for Order, Pursuant to Sections 327 and 328 of the Bankruptcy Code, Authorizing the Employment of Shaw Fishman Glantz & Towbin LLC as Special Counsel to the Trustee, Nunc Pro Tunc to September 11, 2013* [Dkt. No. 282] (the “Retention Application”).

10. As set forth in the Retention Application, the Trustee sought to hire Shaw Fishman to serve as his local counsel in connection with the litigation in Illinois state and federal courts, with such retention being effective as of September 11, 2013.

11. On November 13, 2013, the Court entered an *Order Approving Employment* [Dkt. No. 443] (the “Retention Order”). A true and correct copy of the Retention Order is attached as Exhibit A. The Retention Order granted the Retention Application, effective September 11, 2013, “for the limited purpose of intervening [on behalf of the Trustee] in the Illinois federal actions . . . and appearing before that court to request deferral of consideration of the remand

motions until the Maine District Court has ruled on [the Trustee’s] § 157(b)(5) motion.” Retention Order at 5-6.

**Compensation and Reimbursement Request**

12. Shaw Fishman seeks allowance of compensation for professional services in the amount of \$14,214.50 and reimbursement of expenses incurred in rendering such services in the amount of \$227.54. Pursuant to Fed. R. Bankr. P. 2016(a) and Local Rule 2016-1(a)(3)(i), a detailed statement of professional services provided by Shaw Fishman to the Trustee (the “Billing Statement”) is set forth in Exhibit B, annexed hereto and incorporated herein by reference.

13. Pursuant to Local Rule 2016-1(a)(3)(iv), the following tables contain a detailed statement setting forth billing rates, total hours billed, and total amounts billed for each professional at Shaw Fishman during the Application Period, as well as the associated expenses.

**Rates and Fees Billed by Professional**

Professional	Position	Hours	Hourly Rate	Fees
Brian L. Shaw	Member	4.8	\$495/505 <sup>2</sup>	\$2,389.50
Mark L. Radtke	Member	21.2	435-450	9,270.00
David R. Doyle	Associate	5.9	290-310	2541.00
Bernard L. Thomas	Clerk	0.1	140	14.00
<b>TOTAL</b>		<b>31.2</b>		<b>\$14,214.50</b>

**Expenses**

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Postage	8.12
Pacer	57.10
Parking/Taxi	12.00
Westlaw	45.84
<b>TOTAL</b>	<b>\$227.54</b>

<sup>2</sup> Shaw Fishman, in the exercise of its reasonable billing judgment, increased the billing rate of its professionals during the Application Period, as reflected in the chart. This Application seeks compensation for tasks billed at the lower and higher rates of such professionals.

14. Other than as provided for and allowed by 11 U.S.C. § 504, there is no agreement between Shaw Fishman and any other firm, person or entity for the sharing or division of any compensation paid or payable to Shaw Fishman.

15. Shaw Fishman has substantial experience in such areas as bankruptcy litigation and dispute resolution. Pursuant to Local Rule 2016-1(a)(3)(v), a brief biography of each Shaw Fishman professional who has rendered services in connection with the fees and expenses herein is set forth in Exhibit C, annexed hereto and incorporated by reference herein.

16. This Application is Shaw Fishman's first application to this Court for compensation for professional services and reimbursement of expenses. As required by paragraph (b)(v) of the UST Guidelines, the Trustee has been given the opportunity to review the Fee Application and has approved the requested amount.

#### **Summary of Services**

17. Shaw Fishman rendered the following services as local counsel to the Trustee in the Derailment-related litigation: (i) conferring with the Trustee and his counsel; (ii) conducting legal research regarding abstention, remand and transfer standards; (iii) preparing for and attending hearings before the Illinois District Court and Illinois state court; (iv) analyzing and revising a motion to reassign certain of the Federal Cases to another district judge; (v) analyzing and revising the Retention Application; (vi) reviewing the objection to the Retention Application and conducting related research; (vii) analyzing and revising the Trustee's reply in support of staying proceedings in the Illinois District Court; and (viii) preparing this Application.

#### **Actual and Necessary Disbursements**

18. As set forth on Exhibit A, Shaw Fishman has incurred \$227.54 in expenses incidental to providing professional services during the Application Period. The expenses arose

from, *inter alia*, photocopying, Westlaw and PACER research, transportation to court hearings, messengers, and postage. These expenses represent the out-of-pocket disbursements incurred during the regular course of the provision of legal services.

**The Requested Compensation Should be Allowed**

19. 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.

*Id.* at § 330(a)(3).



20. Shaw Fishman submits that the services for which it seeks compensation in this Fee Application were necessary for and beneficial to the Debtor's estate. The services rendered by Shaw Fishman were performed economically, effectively, and efficiently. Accordingly, the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtor.

21. The work conducted was carefully assigned to appropriate professionals or paraprofessionals according the experience and level of expertise required for each particular task. Whenever possible and where appropriate, Shaw Fishman sought to minimize the costs of its services by utilizing talented associates and paraprofessionals.

22. In sum, the services rendered by Shaw Fishman were necessary and beneficial to the Debtor 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.

WHEREFORE, Shaw Fishman 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 \$14,214.50 and reimbursement of expenses in the amount of \$227.54 and (b) granting such other just and appropriate relief.

Dated: November 17, 2014

Respectfully submitted,

**Shaw Fishman Glantz & Towbin LLC**

By: /s/ Brian L. Shaw

Brian L. Shaw (#6216834)  
Shaw Fishman Glantz & Towbin LLC  
321 N. Clark St.  
Suite 800  
Chicago, IL 60657



UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE

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

ORDER APPROVING EMPLOYMENT

Robert J. Keach, the trustee in this railroad reorganization case has applied to employ Shaw Fishman Glantz & Towbin LLC (“Shaw Fishman”) to represent him for a limited purpose in the U.S. District Court for the District of Northern Illinois. Shaw Fishman began representing the trustee on or about September 11, 2013. The trustee seeks retroactive approval from that date forward. Forty-two wrongful death claimants in the bankruptcy case object to the employment of Shaw Fishman. These claimants have appeared individually and collectively through counsel and have self-designated themselves as the informal committee of wrongful death claimants (the “Group of 42”).<sup>1</sup>

Before the commencement of this bankruptcy case, many of the members of the Group of 42 had commenced civil actions in Illinois state court against the debtor and other defendants, including Western Petroleum Corporation and Petroleum Transport Services, Inc. (collectively,

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<sup>1</sup> The trustee’s application to employ Shaw Fishman is premised upon 11 U.S.C. § 327(e). As stated by the Group of 42, § 327(e), which contains no disinterested requirement, relates to the employment of an attorney that has represented the debtor. Clearly, (e) does not apply in this instance. The appropriate standard for the employment of Shaw Fishman under these circumstances is contained in 11 U.S.C. § 327(a). Like (e), (a) requires that the professional to be employed hold or represent no interest adverse to the estate; but, additionally, (a) requires that the professional be a disinterested person as defined in 11 U.S.C. § 101(14). This additional requirement appears to be of no consequence here because a disinterested person is one who is not a creditor, equity security holder, or an insider of the debtor; is not and was not, within two years of the bankruptcy, a director, officer, or employee of the debtor; and does not hold a materially adverse interest to estate, its creditors, or equity security holders. See 11 U.S.C. § 101(14). Nothing in this paltry record suggests that Shaw Fishman possesses any of these troublesome attributes. The only question under § 327(a) is: Does Shaw Fishman represent an interest that is adverse to the estate?

the “WPC parties”). These civil actions, which have been removed to the Illinois federal court, arise from the devastation that occurred upon the derailment of a train operated by the debtor in Lac-Megantic, Quebec.

Following the commencement of this bankruptcy case, the debtor was dismissed as a defendant in each civil action. Motions are now pending in the Illinois federal court to remand those civil actions to the state court. The trustee opposes remand. He has asked the U.S. District Court for the District of Maine to transfer the Illinois civil actions to the Maine federal court pursuant to 28 U.S.C. § 157(b)(5).<sup>2</sup> The trustee has entered an appearance through Shaw Fishman in the Illinois federal court to seek a stay of action on the remand motions until after the trustee’s motion to transfer is decided by the Maine federal court. It is for this limited purpose that the trustee has applied for authority to employ Shaw Fishman. The WPC parties and CIT Group, Inc. have joined the trustee in his efforts to transfer the civil actions to Maine.

Members of the Group of 42 are the parties seeking remand in Illinois and they are the only parties opposing the trustee’s request to employ Shaw Fishman. Specifically, under 11

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<sup>2</sup> 28 U.S.C. §157(b)(5) provides:

The district court shall order that personal injury and wrongful death claims shall be tried in the district court in which the bankruptcy case is pending, or in the district court in the district in which the claim arose, as determined by the district court in which the bankruptcy case is pending.

The trustee’s reasons for seeking a transfer of civil actions in which the debtor is not a defendant are unclear. My understanding of § 157(b)(5) is that the Maine federal court is required to apply its bankruptcy jurisdiction under 28 U.S.C. § 1334 to decide whether the wrongful death claims are to be tried in the Maine district court or in the district court in which the claims arose. At this point there are no facts in the record before me pointing one way or the other as to whether the Illinois federal court is the district in which the claims arose. Moreover, the ability of the Maine federal court to exercise its discretion in this regard may not be hampered by the remand of the civil actions to the Illinois state court. Those issues are for the district court.

U.S.C. § 327, they assert that Shaw Fishman represents an interest that is adverse to the estate; that Shaw Fishman is not a disinterested person;<sup>3</sup> and that the services to be provided by Shaw Fishman are unnecessary.

The assertion that Shaw Fishman represents an interest that is adverse to the estate stems from attorney Jay Gellar's of counsel relationship with Shaw Fishman. Gellar represents the WPC parties in this bankruptcy case. The WPC parties are defendants in the civil actions pending in Illinois. The Group of 42 suggests that Gellar's undisputed relationship with Shaw Fishman establishes that Gellar's representation of the WPC parties extends to Shaw Fishman. Because the interests of the WPC parties may be adverse to the estate in future litigation, the Group of 42 contends that Shaw Fishman represents interests that are adverse to the estate.

Without making a finding or reaching a conclusion on whether the of counsel relationship between Gellar and Shaw Fishman establishes that Shaw Fishman currently represents the WPC parties in this bankruptcy case, I will assume that to be so. This brings us to the question of whether such representation presents a conflict that would bar Shaw Fishman's employment by the trustee for the limited purpose of pursuing a stay of the remand proceedings in the Illinois federal court.

The Group of 42 offers that Rules 1.7 and 1.10 of the Illinois Rules of Professional Conduct support the conclusion that Shaw Fishman has been and will be engaged in prohibited multiple representation.<sup>4</sup> I do not draw that conclusion from those rules.

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<sup>3</sup> Shaw Fishman appears to be disinterested for the reasons discussed in footnote 1.

<sup>4</sup> The Illinois Rules of Professional Conduct provide:

**Rule 1.7. Conflict of Interest: Current Clients**

Like the trustee, the WPC parties are seeking a transfer of the Illinois federal cases to Maine, so it appears that they are at one with the estate on that issue. Given the limited purpose

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(a) Except as provided in paragraph (b), a lawyer shall not represent a client if the representation involves a concurrent conflict of interest. A concurrent conflict of interest exists if:

- (1) the representation of one client will be directly adverse to another client; or
- (2) there is a significant risk that the representation of one or more clients will be materially limited by the lawyer's responsibilities to another client, a former client or a third person or by a personal interest of the lawyer.

(b) Notwithstanding the existence of a concurrent conflict of interest under paragraph (a), a lawyer may represent a client if:

- (1) the lawyer reasonably believes that the lawyer will be able to provide competent and diligent representation to each affected client;
- (2) the representation is not prohibited by law;
- (3) the representation does not involve the assertion of a claim by one client against another client represented by the lawyer in the same litigation or other proceeding before a tribunal; and
- (4) each affected client gives informed consent.

**Rule 1.10. Imputation of Conflicts of Interest: General Rule**

(a) While lawyers are associated in a firm, none of them shall knowingly represent a client when any one of them practicing alone would be prohibited from doing so by Rules 1.7 or 1.9, unless the prohibition is based on a personal interest of the prohibited lawyer and does not present a significant risk of materially limiting the representation of the client by the remaining lawyers in the firm.

(b) When a lawyer has terminated an association with a firm, the firm is not prohibited from thereafter representing a person with interests materially adverse to those of a client represented by the formerly associated lawyer and not currently represented by the firm, unless:

- (1) the matter is the same or substantially related to that in which the formerly associated lawyer represented the client; and
- (2) any lawyer remaining in the firm has information protected by Rules 1.6 and 1.9(c) that is material to the matter.

(c) A disqualification prescribed by this Rule may be waived by the affected client under the conditions stated in Rule 1.7.

(d) The disqualification of lawyers associated in a firm with former or current government lawyers is governed by Rule 1.11 and with former judges, arbitrators, mediators or other third-party neutrals is governed by Rule 1.12.

(e) When a lawyer becomes associated with a firm, no lawyer associated in the firm shall knowingly represent a person in a matter in which that lawyer is disqualified under Rule 1.9 unless the personally disqualified lawyer is timely screened from any participation in the matter and is apportioned no part of the fee therefrom.

of the trustee's request, the Illinois Rules do not restrain Shaw Fishman from representing the estate.

Finally, the Group of 42 argues that employment of Shaw Fishman is unnecessary because the debtor is not a named defendant in any of the cases pending in Illinois. Necessity is not a requirement of § 327(a), though it surely is an element of permissible compensation and reimbursement under 11 U.S.C. § 330. Necessity will be addressed at the appropriate time and nothing in this order will preordain the outcome of a ruling on Shaw Fishman's compensation and expenses. For the moment, I am not going to second guess the trustee's strategy and tactics. He has undertaken a course of action that he deems to be in the estate's best interest. We'll see how it turns out as the pages unfold in the federal district courts of Maine and Illinois.

The trustee also asks that employment of Shaw Fishman be effective retroactive to September 11, 2013. Under D. Me. Local Bankruptcy Rule 2014-2, an application to employ, if filed within 30 days of the commencement of the case, will be effective as of the filing date. Here, the application to employ was filed on September 27, 2013, more than 30 days after the commencement date. Even so, post facto employment may be authorized if "the particular circumstances attendant to the application are sufficiently extraordinary to warrant after-the-fact approval." *In re Jarvis*, 53 F. 3d 416, 420 (1st Cir. 1995). Given the complexity of the case and the limited nature of the proposed engagement, the sixteen days of post facto employment are understandable and permissible.

The application to employ the Shaw Fishman firm is granted, effective September 11, 2013, for the limited purpose of intervening in the Illinois federal actions, if necessary, and appearing before that court to request deferral of consideration of the remand motions until the

Maine District Court has ruled on his § 157(b)(5) motion.

**SO ORDERED.**

DATED: November 13, 2013



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Louis H. Kornreich, Chief Judge  
U. S. Bankruptcy Court

District/Off: 0100-1  
Case: 13-10670

User: kford  
Form ID: pdf901

Date Created: 11/13/2013  
Total: 97

**Recipients submitted to the BNC (Bankruptcy Noticing Center) without an address:**

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TOTAL: 1

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cr First Union Rail c/o Curtis Kimball, Esq. P.O. Box 1401 Bangor, ME 04401

cr Center Beam Flat Car Company, Inc. c/o Curtis Kimball, Esq. P.O. Box 1401 Bangor, ME 04401

cr Real Custeau Claimants et al c/o Mitchell A. Toups, Esq. PO Box 350 Beaumont, TX 77704

cr Camden National Bank 2 Elm Street Camden, ME 04843

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 08540

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TOTAL: 42



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Exhibit B Page 1 of 6  
 Shaw Fishman Glantz & Towbin LLC  
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**Matter ID: 10683-001**

Draft Seq # 1

Billing Attorney: 2 - Shaw, Brian L.

Bill Format: 9003

Robert J. Keach as trustee of Montreal Maine & Atlantic Railway LTD

Billing Cycle: M

c/o Robert J. Keach  
 Bernstein Shur  
 100 Middle Street, West Tower  
 Portland, ME 04101

**Re: Local Illinois Counsel**

**Billing & Payment Recap**

Total Billed Fees:	0.00	Combined Adv. Deposit Bal.:	0.00
Total Billed Costs:	0.00	Fee Adv. Deposit Bal.:	0.00
Total Billed Retainer:	0.00	Cost Adv. Deposit Bal.:	0.00
Total Collected:	0.00	Trust Funds Balance:	0.00
Last Bill:			
Last Payment:			
Last Write-Off:			

**Billing Instructions**

Bill: Fees \_\_\_ Costs \_\_\_ Write off: Fees \_\_\_ Costs \_\_\_  
 Do Not Bill: \_\_\_ Do Not Apply Advance Deposit: \_\_\_

**WIP & A/R Aging**

As of 11/17/2014	Total	Fees	Cost	Retainer	Aging			
					0-30	31-60	61-90	91+
WIP	14,442.04	14,214.50	227.54	0.00	789.00	0.00	0.00	13,653.04
A/R	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>Totals</b>	<b>14,442.04</b>	<b>14,214.50</b>	<b>227.54</b>	<b>0.00</b>	<b>789.00</b>	<b>0.00</b>	<b>0.00</b>	<b>13,653.04</b>

**Fee Recap - Actual Hourly Rate**

Timekeeper	Hours	Rate	Amount	On Hold			To Bill		
				Hours	Rate	Amount	Hours	Rate	Amount
BLS	2.30	490.00	1,127.00				2.30	490.00	1,127.00
BLS	2.50	505.00	1,262.50				2.50	505.00	1,262.50
BXT	0.10	140.00	14.00				0.10	140.00	14.00
MLR	18.00	435.00	7,830.00				18.00	435.00	7,830.00
MLR	3.20	450.00	1,440.00				3.20	450.00	1,440.00
DRD	1.60	290.00	464.00				1.60	290.00	464.00
DRD	6.70	310.00	2,077.00				6.70	310.00	2,077.00
<b>Total WIP Fees</b>	<b>34.40</b>		<b>14,214.50</b>				<b>34.40</b>		<b>14,214.50</b>

**Disbursement Recap by Code**

Code	Amount	On Hold	To Bill
COPY Photocopy	86.30		86.30
MSNGR Messenger	18.18		18.18
PACER Pacer Research	57.10		57.10
PKTX Parking/Taxi	12.00		12.00

Draft for Work-In-Process Through 11/17/2014

**Matter ID: 10683-001**

Draft Seq # 1

Code	Amount	On Hold	To Bill
POST Postage	8.12		8.12
WSTLW Westlaw	45.84		45.84
<b>Total WIP Costs</b>	<b>227.54</b>		<b>227.54</b>
<b>Total WIP</b>	<b>14,442.04</b>	<b>0.00</b>	<b>14,442.04</b>

**Fees**

Fee ID	Date	Atty	Description	Hours	Amount
134497	09/11/13	MLR	Calls and emails from/to B. Shaw and M. Fagone re: removal and related issues (.6). Examine Shadur decision, motion to transfer and letter to clerk (.6). Evaluate removal and remand standards (.3). Review, revise and coordinate filing of notice of motion (.3). Review and coordinate delivery of courtesy copies of cases cited in notice (.4). Calls and emails from/to M. Filip re: hearing and trustee's notice and motion (.1). Call to Judge Shadur's chambers re: same (.1). Prepare for hearing (.2).	2.60	1,131.00
134530	09/12/13	MLR	Prepare for and attend hearing re: remand issues (2.9). Follow up call with re results of same and strategies for proceeding (.3).	3.20	1,392.00
134688	09/16/13	MLR	Emails to/from M. Filip, R. Keach and M. Fagone re: hearing transcript and continued hearing before Judge Bucklo (.3). Review key parts of transcript (.2).	0.50	217.50
134721	09/16/13	BLS	Speak to M. Radtke re: hearing (.2); review transcript (.7).	0.90	441.00
134781	09/17/13	BLS	Work on Illinois suits issues and review email status re hearing on 19 cases.	0.40	196.00
134726	09/17/13	MLR	Attend hearing re: motion to reassign cases to Judge Bucklo (1.1). Emails to/from B. Keach and M. Fagone re: results of same (.6). Review audiotape from bankruptcy hearing re: judge's comments on section 157(b)(5) and related issues (.1).	1.80	783.00
134826	09/18/13	MLR	Emails from/to M. Fagone re: reassignment of personal injury cases and related issues.	0.20	87.00
134918	09/20/13	MLR	Emails from/to M. Fagone re: remand motion and trustee's anticipated filing.	0.10	43.50
134993	09/23/13	MLR	Emails from/to R. Keach, M. Fagone, R. Desai and M. Filip re: hearing on plaintiffs' motion to remand (.4). Examine draft and final versions of motion to stay and/or permit limited intervention and related hearing schedules (.4). Evaluate issues re: intervention and form of trustee's request (.2). Calls to/from Judge Bucklo's chambers re: scheduling and motion hearings (.1). Conference call with R. Keach and M. Fagone re: same (.3). Coordinate filing and service of trustee's motion for limited intervention and stay (.3).	1.70	739.50
135060	09/24/13	MLR	Prepare for district court hearing (.2). Email exchanges and discussions with B. Keach, M. Fagone and M. Filip re: district court scheduling order, trustee's motion for limited intervention and a stay and related issues (1.0).	1.20	522.00
135409	09/24/13	BLS	Speak to M. Radtke re Bucklo cases.	0.20	98.00

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Re: Local Illinois Counsel					Page 3
<b>Fee ID</b>	<b>Date</b>	<b>Atty</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
135167	09/25/13	MLR	Review and revise retention application of Shaw Fishman and related documents (.3). Emails to/from M. Fagone and B. Shaw re: same (.2).	0.50	217.50
135224	09/26/13	MLR	Examine revised application to employ Shaw Fishman and related declaration and order (.2). Emails from/to J. Lewis, M. Fagone and B. Shaw re: same (.1).	0.30	130.50
137394	10/09/13	MLR	Examine Burkhardt and RailWorld response in support to trustee's motion to stay and plaintiff's response in opposition (.3). Discussion and email exchanges with B. Shaw, M. Fagone and R. Keach re: same and retention application (.2).	0.50	217.50
137823	10/10/13	BLS	Speak to client re retention questions.	0.20	98.00
138062	10/17/13	MLR	Email exchanges with M. Fagone re: retention issues and reply supporting motion to stay and intervene with respect to litigation in Northern District of Illinois.	0.10	43.50
138145	10/17/13	BLS	Emails to and from client re retention issues.	0.20	98.00
138106	10/18/13	MLR	Emails from/to R. Desai and M. Fagone re: reply in support of motion to stay and for limited intervention.	0.10	43.50
138177	10/19/13	MLR	Review and revise reply in support of motion for stay and/or limited intervention.	0.20	87.00
138179	10/21/13	MLR	Revise reply to motion for stay and limited intervention (.1). Examine Judge Bucklo's standing procedures re: same (.1). Emails from/to M. Fagone and R. Desai re: same (.1). Coordinate filing and service of reply (.1). Analyze issues raised in objection to retention application (.2). Discussions with B. Shaw re: same (.1). Conference call with M. Fagone re: reply in support of Shaw Fishman retention and hearing in Illinois district court (.3). Discussion and email exchanges with D. Doyle re: case research (.1). Review cases (.2). Review Western Petroleum's pre-ruling submission (.1). Emails to/from M. Fagone re: same (.1). Review Judge Bucklo's minute order re: ruling on trustee's motion to stay; email exchanges with M. Fagone re: same (.1).	1.60	696.00
138231	10/21/13	DRD	Research regarding conflict issue raised in objection to retention application.	1.60	464.00
138251	10/21/13	BLS	Review Rule 1.7 issue and papers re same (.4); call with M. Fagone and M. Radtke re same (.3); speak to D. Doyle re research re same (.2); review cases from same (.4).	1.30	656.50
141747	11/14/13	MLR	Review plaintiff's motion to supplement the record and transcript attached as exhibit (.2). Emails to/from M. Fagone re: same (.2).	0.40	174.00
141808	11/15/13	MLR	Review response to plaintiff's motion to supplement (.2). Emails from/to M. Fagone and R. Desai re: same (.1).	0.30	130.50
141921	11/18/13	MLR	Review Western Petroleum's response opposing plaintiffs' motion to supplement record on remand motion (.1). Emails from/to M. Fagone re: same and hearing on same (.1).	0.20	87.00
141965	11/19/13	MLR	Review filed papers to prepare for hearing (.3). Attend hearing	1.90	826.50

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Fee ID	Date	Atty	Description	Hours	Amount
			re: motion of plaintiffs to file transcript (1.1). Emails to/from M. Fagone re: results of same and related issues (.5).		
142051	11/20/13	MLR	Review Illinois district court's order staying rulings; emails to/from M. Fagone and R. Keach re: same.	0.10	43.50
142178	11/21/13	MLR	Review plaintiffs' motion for reconsideration of order staying Illinois district court proceedings (.1). Emails to/from M. Fagone and R. Keach re: same (.2).	0.30	130.50
142482	11/21/13	BLS	Review motion to reconsider (.3); email to client re same (.1).	0.40	196.00
145570	12/30/13	MLR	Calls from/to T. Walker re: notice of motion in state court and hearing re: same.	0.20	87.00
148543	01/08/14	MLR	Emails to/from T. Walker re: emergency motion and hearing on same (.1). Review motion (.2). Emails to/from M. Fagone and R. Keach re: same (.2).	0.50	225.00
155220	03/24/14	BLS	Review opinion from Maine (.4); speak to M. Radtke re next step in Illinois (.1).	0.40	202.00
155224	03/24/14	MLR	Review Maine district court opinion on transfer motion (.3). Emails and calls from/to M. Fagone and R. Keach re: same (.1). Draft and review notices of filing of same in Illinois state and district courts (.2). Coordinate filing and service of same (.1). Emails and calls from/to R. Keach and M. Fagone re: same and plaintiffs' attempted dismissal of suits (.2). Calls to/from L. Smith re: same (.1). Call to J. Collier, Judge Bucklo's deputy, re: same (.1).	1.10	495.00
155959	03/24/14	BXT	Daley Ctr: Filed NOF and transfer cases and motion to strike.	0.10	14.00
155248	03/25/14	MLR	Review defendants' motion to transfer case files (.1). Emails to/from R. Keach and M. Fagone re: same (.1).	0.20	90.00
155437	03/26/14	MLR	Calls and emails from/to R. Keach re: orders entered by district court in Maine and Illinois and related issues (.2). Review case Illinois district and state court case dockets (.2).	0.40	180.00
155508	03/27/14	MLR	Emails to/from R. Keach re: additional orders entered by district court in Illinois in personal injury cases.	0.10	45.00
157365	04/01/14	MLR	Review notices from Maine district court; emails to/from M. Fagone and B. Keach re: same.	0.10	45.00
157855	04/09/14	MLR	Emails from/to and discussions with B. Shaw and M. Fagone re: fee applications.	0.10	45.00
158300	04/18/14	MLR	Review district court order re: appearance of local counsel; emails to/from M. Fagone re: same.	0.10	45.00
158336	04/21/14	MLR	Emails from/to B. Keach and M. Fagone re: appearance in Maine district court and show cause order.	0.10	45.00
158417	04/22/14	MLR	Emails from/to B. Keach and T. McKeon re: motion to withdraw (.1). Review motion to withdraw and corrected order to show cause (.1).	0.20	90.00
163697	06/06/14	MLR	Emails from/to B. Keach and A. Paul re: transfer of Cook County, Illinois case to Maine.	0.10	45.00

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 Re: Local Illinois Counsel

Fee ID	Date	Atty	Description	Hours	Amount
166233	07/02/14	DRD	Draft fee application and review related local rules.	3.50	1,085.00
166234	07/07/14	BLS	Speak to M. Radtke re first fee application (.2).	0.20	101.00
166235	07/08/14	MLR	Discussion with B. Shaw re: changes to first interim fee application; review same.	0.10	45.00
166236	07/08/14	DRD	Review edits to fee application and communications with V. Thompson regarding same.	0.10	31.00
166237	07/08/14	BLS	Speak to M. Radtke re fee application (.1); review and revise same (.5).	0.60	303.00
168462	07/10/14	DRD	Continue drafting fee application to meet requirements of local rules.	0.70	217.00
179056	11/11/14	MLR	Discussion with D. Doyle re: fee application; review same.	0.10	45.00
179057	11/11/14	DRD	Revise fee application (.2) and communications with Trustee's counsel regarding fee application filing (.1).	0.30	93.00
179058	11/14/14	DRD	Prepare detailed notice and proposed order for fee application (.9); multiple communications with debtor's primary counsel regarding same (.5); revise and finalize fee application per counsel's suggested edits (.7).	2.10	651.00
<b>TOTALS</b>				<b>34.40</b>	<b>14,214.50</b>

**Total Fees 34.40 14,214.50**

**Disbursement Detail**

Cost ID	Date	Act Date	Description/Payee	Task:Act	Hold	Amount
52268	09/20/13	09/11/13	Messenger; US District Court (MLR); USM Messenger & Logistics			6.06
52012	09/30/13	09/12/13	Parking/Taxi; Cab Fare - Round Trip to and from Court - MMA District Court Hearing (MLR); Mark L. Radtke			12.00
52094	09/30/13	09/23/13	Photocopy; Motion; Notice of Motion; Exhibits (BAH)	321 @	0.10	32.10
52166	09/30/13	09/30/13	Pacer Research; MMA Reassign Motion (MLR)			1.70
52168	09/30/13	09/30/13	Pacer Research; Notice of Motion; Exhibit A (MLR)			1.90
52252	09/30/13	09/30/13	Pacer Research; Docket (MLR)			1.00
52330	09/30/13	09/23/13	Messenger; U.S. District Court (MLR); USM Messenger & Logistics			6.06
53395	10/31/13	10/21/13	Westlaw; Research re: Conflict (DRD); West Group			45.84
53601	10/31/13	10/31/13	Pacer Research; Filing (MLR)			13.20
54379	11/01/13	11/30/13	Pacer Research; Filing (MLR)			4.30

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Shaw Fishman Glantz &amp; Towbin LLC

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**Matter ID: 10683-001**

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<b>Cost ID</b>	<b>Date</b>	<b>Act Date</b>	<b>Description/Payee</b>	<b>Task:Act</b>	<b>Hold</b>	<b>Amount</b>
58123	03/31/14	03/31/14	Postage; Postage for 3/1/2014 - 3/31/2014			8.12
58289	03/31/14	03/24/14	Messenger; US District Court (MLR); USM Messenger & Logistics			6.06
58413	03/31/14	03/31/14	Pacer Research; Notice of Filing, Transfer Order (MLR)			16.20
58735	04/10/14	03/11/14	Photocopy; Wrongful Death Claimants; Renewed Objection to Bar Date, Motions of Trustee and Class Action Plaintiffs, Exhibits (BAH)	284 @	0.10	28.40
58743	04/10/14	03/28/14	Photocopy; Notice of Filing (BAH)	248 @	0.10	24.80
58745	04/10/14	03/24/14	Photocopy; Pro-hac - Lenny Parkins (BAH)	10 @	0.10	1.00
59781	04/30/14	04/30/14	Pacer Research; Pacer online research for April 2014			1.70
62039	06/30/14	06/30/14	Pacer Research; Pacer Research (DRD)			5.00
63859	07/31/14	07/31/14	Pacer Research; Research (DRD)			12.10
<b>TOTALS</b>						<b>227.54</b>
<b>Total Disbursements</b>						<b>227.54</b>
<b>Total Fees and Disbursements</b>						<b>14,442.04</b>

**EXHIBIT C**

**BRIAN L. SHAW**

Brian L. Shaw is a member of Shaw Fishman Glantz & Towbin LLC. Brian regularly represents both debtors and creditors in a variety of reorganization and liquidation proceedings as well as in attendant litigation and has performed services for Chapter 11 debtors, Chapter 7 and 11 trustees, creditors' and noteholders' committees, assignees, landlords, liquidating trustees, labor organizations, preference and fraudulent conveyance defendants, receivers and secured and unsecured creditors. Brian is currently the President of the American Bankruptcy Institute and also sits on its Executive Committee and Board of Directors.

**MARK L. RADTKE**

Mark L. Radtke is a member of Shaw Fishman Glantz & Towbin LLC. Mark represents debtors, trustees, assignees for the benefit of creditors, committees, financial institutions, secured and unsecured creditors, interest holders, and both business entities and individuals in a wide variety of complex restructuring, bankruptcy, insolvency and commercial matters both in and outside of court. Mark has represented clients in cases pending under Chapters 7, 11, and 15 of the Bankruptcy Code from a variety of industries such as manufacturing, retail, real estate, automotive, trucking, financial, publishing, entertainment and various service industries. He has developed distressed workout strategies for debtors and creditors; assisted clients with asset sales; developed and implemented plans of reorganization; and litigated contested matters in state and federal courts and on appeal before the Seventh Circuit.



**DAVID R. DOYLE**

David R. Doyle is an associate at Shaw Fishman Glantz & Towbin LLC. David practices commercial insolvency-related litigation in federal and state courts. He regularly represents middle-market debtors in possession, secured lenders, chapter 7 trustees, receivers, and asset purchasers in bankruptcy cases in the U.S. Bankruptcy Court for the Northern District of Illinois and jurisdictions across the country. He also represents secured lenders and receivers in commercial foreclosure and eviction proceedings. David recently completed a term clerkship for the Honorable Carol A. Doyle (no relation), during her tenure as Chief Judge for the U.S. Bankruptcy Court for the Northern District of Illinois.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF MAINE**

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

**ORDER GRANTING FIRST INTERIM APPLICATION OF SHAW FISHMAN  
GLANTZ & TOWBIN LLC, SPECIAL COUNSEL TO THE TRUSTEE, FOR  
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

This matter having come before the Court on the First Interim Application for Compensation and Reimbursement of Expenses of Shaw Fishman Glantz & Towbin LLC, as special counsel to the Trustee, for the period of September 11, 2013, through November 14, 2014 (the "Fee Application," and all undefined terms herein having the meanings set forth in 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:

1. The Fee Application is granted.
2. Shaw Fishman is allowed including \$14,442.04, including \$14,214.50 in professional fees and \$227.54 in expenses with respect to the Compensation Period.
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

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF MAINE**

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

**NOTICE OF HEARING**

Shaw Fishman Glantz & Towbin LLC (“Shaw Fishman”), 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 First Interim Application of Shaw Fishman Glantz & Towbin LLC, Special Counsel to the Trustee, for Compensation and Reimbursement of Expenses, for the period of September 11, 2013, through November 14, 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 **December 16, 2014** at **10:00 a.m.** (the “Hearing”).

By the Application, Shaw Fishman seeks a total amount of \$14,442.04 which includes \$14,442.04 for compensation of professional fees and \$227.54 for reimbursement of expenses incurred with respect to services rendered on behalf of the Trustee during the period September 11, 2013, through November 14, 2014 (the “Compensation Period”). Shaw Fishman 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.

**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 **December 9, 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-

Brian L. Shaw  
Shaw Fishman Glantz & Towbin LLC  
321 N. Clark St.  
Suite 800  
Chicago, IL 60657

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 17, 2014

Respectfully submitted,

**Shaw Fishman Glantz & Towbin LLC**

By: /s/ Brian L. Shaw

Brian L. Shaw  
Shaw Fishman Glantz & Towbin LLC  
321 N. Clark St.  
Suite 800  
Chicago, IL 60657