

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

In re:

MONTREAL MAINE & ATLANTIC
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670

Chapter 11

TRUSTEE'S FIRST OMNIBUS OBJECTION TO CERTAIN PROOFS OF CLAIM ON THE BASIS THAT SUCH CLAIMS (A) ARE DUPLICATIVE OF OTHER CLAIMS, (B) WERE NOT TIMELY FILED, (C) OTHERWISE DO NOT COMPLY WITH THE APPLICABLE RULES OR ORDERS OF THIS COURT, OR (D) WERE RELEASED OR MOOTED PURSUANT TO THE CONFIRMATION ORDER

Robert J. Keach, the chapter 11 trustee (the "Trustee") of Montreal Maine & Atlantic Railway, Ltd. (the "Debtor"), hereby files this first omnibus objection (the "Objection") to the proofs of claim identified:

- (a) on Schedule A (the "Duplicative Claim") on the basis that such claim is duplicative of another claim filed by the same claimant;
- (b) on Schedule B (collectively, the "Late Filed Claims") on the basis that such claims were late filed in violation of this Court's order;
- (c) on Schedule C (collectively, the "Noncompliant Claims") on the basis that such claims are not in compliance with the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") or other order of this Court such that the Trustee is unable to determine the validity of those claims; and
- (d) on Schedule D (collectively, the "Released Claims," and together with the Duplicative Claims, the Late Filed Claims, and the Noncompliant Claims, the "Disputed Claims") on the basis that such claims were released or mooted pursuant to this Court's Confirmation Order (as defined below);

in each case rendering such claims unenforceable against the Debtor's estate. **Claimants receiving this objection should locate their names on Schedule A, B, C or D hereto.** In

support of this Objection, the Trustee respectfully states as follows:

JURISDICTION AND VENUE

1. The United States District Court for the District of Maine (the “District Court”) has original, but not exclusive, jurisdiction over this chapter 11 case pursuant to 28 U.S.C. § 1334(a) and over this Objection pursuant to 28 U.S.C. § 1334(b). Pursuant to 28 U.S.C. § 157(a) and Rule 83.6 of the District Court’s local rules, the District Court has authority to refer and has referred this chapter 11 case, and, accordingly, this Objection, to this Court.

2. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and the Court has constitutional authority to enter judgment in this action.

3. Venue over this chapter 11 case is proper in this district pursuant to 28 U.S.C. § 1408, and venue over this proceeding is proper in this district pursuant to 28 U.S.C. § 1409.

4. The relief sought in this Objection is predicated upon sections 502(b)(1) of title 11 of the United States Code (the “Bankruptcy Code”), Bankruptcy Rules 3001 and 3007 and Rule 3007-1 of the Local Rules for the United States Bankruptcy Court for the District of Maine (the “Local Rules”).

BACKGROUND

5. On July 6, 2013, an unmanned eastbound MMA train with 72 carloads of crude oil, a buffer car, and 5 locomotive units derailed in Lac-Mégantic, Québec (the “Derailment”). The transportation of the crude oil had begun in New Town, North Dakota by the Canadian Pacific Railway (“CP”) and the Debtor’s wholly owned subsidiary, Montreal Maine & Atlantic Canada Co. (“MMA Canada”), later accepted the rail cars from CP at Saint-Jean, Québec. The crude oil was to be transported via the Saint-Jean-Lac-Mégantic line through Maine to its ultimate destination in Saint John, New Brunswick.

6. The Derailment set off several massive explosions, destroyed part of downtown Lac-Mégantic, and is presumed to have killed 47 people. A large quantity of oil was released

into the environment, necessitating an extensive cleanup effort. As a result of the Derailment and the related injuries, deaths, and property damage, lawsuits were filed against the Debtor in both the United States and Canada. After the Derailment, Canadian train activity was temporarily halted between Maine and Québec on the MMA Canada line, resulting in the Debtor losing much of its freight business. These effects of the Derailment caused the Debtor's aggregate gross revenues to fall drastically to approximately \$1 million per month.

7. On August 7, 2013, the Debtor filed a voluntary petition for relief commencing a case under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Maine (the "Case"). Simultaneously, MMA Canada filed for protection under Canada's Companies' Creditors Arrangement Act (Court File No. 450-11-000167-134). On August 21, 2013, the U.S. Trustee appointed the Trustee to serve as trustee in the Debtor's Case pursuant to 11 U.S.C. § 1163 [D.E. No. 64].

8. On March 20, 2014, the Court entered the *Order Pursuant to 11 U.S.C. Sections 105(a) and 502(b)(9), Fed. R. Bankr. P. 3002 and 3003(c)(3), and D. Me. LBR 3003-1 Establishing Deadline for Filing Proofs of Claim and Procedures Relating Thereto and Approving Form and Manner of Notice Thereof* [D.E. 783] (the "Bar Date Order"), and a similar order was entered in the CCAA Case. The Bar Date Order set June 13, 2014 as the deadline to file proofs of claim (the "Bar Date").¹ In addition, the Bar Date Order provided, in pertinent part:

Proofs of Claim, other than Derailment Claims² . . . , must: . . . (iii) . . . conform substantially to Official Bankruptcy Form No. 10 ("Official Form 10"); (iv) set forth with specificity the legal and factual basis for the alleged claim; (v) include supporting documentation for

¹ On June 13, 2014, the Court entered the *Order Amending the Deadline for Filing Wrongful Death Proofs of Claim* [D.E. 974], extending the deadline to file proofs of claim for wrongful death until July 14, 2014. None of the Disputed Claims are claims for wrongful death.

² "Derailment Claims" shall mean any and all claims against MMA and/or MMA Canada arising out of or related to the Derailment, including, but not limited to, wrongful death, personal injury, property damage, contribution, and/or indemnity claims, among others. See Bar Date Order, ¶2(b), n.2.

the claim or an explanation as to why such documentation is not available; and (vi) be signed by the claimant or an authorized agent of the claimant.

See Bar Date Order, ¶ 2(b).

9. On July 15, 2015, the Trustee filed the *Trustee's Revised First Amended Plan of Liquidation Dated July 15, 2015* [D.E. 1534] (as subsequently amended, the "Plan"). The Plan provides for, among other things, the release of all claims held by Contributing Parties (as defined in the Plan), as well as any other claims expressly released under each Contributing Party's respective Settlement Agreement (as defined in the Plan).

10. On October 9, 2015, the Bankruptcy Court confirmed the Trustee's Revised First Amended Plan of Liquidation Dated July 15, 2015 (as Amended October 8, 2015) [D.E. 1801] (the "Confirmation Order"). A standalone confirmation version of the Plan was filed at D.E. 1822.

11. The Plan was consummated on December 22, 2015.

12. As of the date hereof, more than 580 claims have been filed against the Debtor, totaling more than \$2.2 billion in asserted liabilities.

RELIEF REQUESTED

13. By this Objection, the Trustee requests entry of an order, pursuant to section 502 of the Bankruptcy Code, Bankruptcy Rules 3001 and 3007, and Local Rule 3007-1, (a) sustaining the Objection, (b) disallowing the Disputed Claims in their entirety, and (c) granting such other and further relief as this Court deems just and equitable.

BASIS FOR RELIEF

A. The Legal Standard

14. Section 502(a) provides that "[a] claim or interest, proof of which is filed under section 501 of this title, is deemed allowed, unless a party in interest . . . objects." 11 U.S.C.

§ 502(a). Bankruptcy Code section 502(b)(1) provides that if an objection to a claim is filed, the court, after notice and a hearing, “shall allow such claim . . . except to the extent that—(1) such claim is unenforceable against the debtor and property of the debtor” 11 U.S.C. § 502(b)(1).

15. Bankruptcy Rule 3007 expressly permits omnibus claim objections when the grounds for the objection are that the claims should be disallowed, in whole or in part, because:

(1) *they duplicate other claims*; (2) they have been filed in the wrong case; (3) they have been amended by subsequently filed proofs of claim; (4) *they were not timely filed*; (5) *they have been satisfied or released during the case in accordance with the Code, applicable rules, or a court order*; (6) *they were presented in a form that does not comply with applicable rules*, and the objection states that the objector is unable to determine the validity of the claim because of the noncompliance; or (7) they are interests, rather than claims; or (8) they assert priority in an amount that exceeds the maximum amount under § 507 of the Code.

Fed. R. Bankr. P. 3007(d) (emphasis added).

16. To provide claimants affected by omnibus objections with adequate notice thereof, Bankruptcy Rule 3007 requires that omnibus objections:

(1) state in a conspicuous place that claimants receiving the objection should locate their names and claims in the objection; (2) list claimants alphabetically, provide a crossreference to claim numbers, and, if appropriate, list claimants by category of claims; (3) state the grounds of the objection to each claim and provide a cross-reference to the pages in the omnibus objection pertinent to the stated grounds; (4) state in the title the identity of the objector and the grounds for the objections; (5) be numbered consecutively with other omnibus objections filed by the same objector; and (6) contain objections to no more than 100 claims.

Fed. R. Bankr. P. 3007(e).

B. Duplicate Claims

17. The Trustee hereby objects to the Disputed Claim identified as a “Duplicate Claim” on Schedule A attached hereto. The Trustee has reviewed the Duplicate Claim and has

determined that it duplicates the claim asserted in the proof of claim identified on Schedule A as the “Surviving Claim.” If such Duplicate Claim were not expunged or disallowed, the potential exists for multiple recoveries by the claimant on a single claim. Moreover, elimination of such a redundant claim will streamline the claims process and enable the Trustee to maintain a more accurate claims register. Accordingly, the Trustee requests that the Duplicate Claim be disallowed and expunged from the Debtor’s claims register such that only one proof of claim reflecting the amount claimed, the Surviving Claim, remains.

C. Late Filed Claims

18. The Trustee hereby objects to the Disputed Claims identified as “Late Filed Claims” on Schedule B attached hereto. The Trustee has reviewed those Late Filed Claims and has determined that each proof of claim is defective on its face because it was failed after the Bar Date established by this Court in the Bar Date Order. In addition, the creditor having filed each such Late Filed Claim has not sought leave from the Trustee or this Court to be excused from the Bar Date.

19. The purpose of a claims bar date “is to provide the debtor and its creditors with finality and to ensure the swift distribution” of assets of the estate. In re Aboody, 223 B.R. 36, 38 (B.A.P. 1st Cir. 1998) (quoting Mercado-Boneta v. Administracion del Fondo de Compensacion Al Paciente through the Ins. Com’r of Puerto Rico, 125 F.3d 9, 17 (1st Cir. 1997)). Indeed, a claims bar date is “necessary to the efficient functioning of the bankruptcy system.” In re Brooks, 370 B.R. 194, 203 (Bankr. C.D. Ill. 2007). Accordingly, under Federal Rule of Bankruptcy Procedure 9006(b), the failure to file a proof of claim by the claims bar date requires a showing that “the failure to act was the result of excusable neglect.” Fed. R. Bankr. P. 9006(b). The burden of proving the existence of excusable neglect is on the party seeking relief from the bar date, and the movant must prove it by a preponderance of the evidence. *See*

In re Wrenn Associates, Inc., No. 04-11408, 2005 WL 3369272, *3 (Bankr. D.N.H. Nov. 29, 2005); In re Engage, Inc., 315 B.R. 217, 223 (Bankr. D. Mass. 2004).

20. As the creditors having filed the Late Filed Claims have not satisfied (indeed, have not even attempted to satisfy) their burden, the Trustee submits that no cause exists to excuse such creditors' compliance with this Court's Bar Date Order, and that the Late Filed Claims should thus be disallowed.

D. Claims Not Filed in Compliance with Applicable Rules and/or Court Order

21. The Trustee hereby objects to the Disputed Claims identified as "Noncompliant Claims" on Schedule C attached hereto. The Trustee has reviewed those Noncompliant Claims and has determined that each proof of claim is defective on its face because it (a) lacks sufficient supporting documentation (the "Insufficient Documentation Claims") or (b) fails to conform substantially with Form Number 10 (the "Defective Claims"), each as required by the Bar Date Order and the Bankruptcy Rules, and as indicated on Schedule C.

22. The Trustee objects to the Defective Claims on the basis that they are defective as to form pursuant to Bankruptcy Rule 3001(a) and/or the Bar Date Order. Bankruptcy Rule 3001(a) requires that a proof of claim conform substantially to the appropriate Official Form (here, Form 10). *See* Fed. R. Bankr. P. 3001(a). The Bar Date Order reinforces this requirement: "Proofs of Claim, other than Derailment Claims[. . .], must: . . . (iii) . . . conform substantially to Official Bankruptcy Form No. 10 ("Official Form 10")." *See* Bar Date Order, ¶ 2(b).³

23. With respect to the Insufficient Documentation Claims, Bankruptcy Rule 3001 requires that when a claim is "based on a writing, a copy of the writing shall be filed with the proof of claim." Fed. R. Bankr. P. 3001(c)(1). While a properly completed proof of claim

³ None of the Defective Claims are Derailment Claims. But even if they were, Bankruptcy Rule 3001(a) still applies.

ordinarily constitutes *prima facie* evidence of that claim, “[w]hen a claimant fails to comply with the Rule 3001 documentation requirements, the claimant is not entitled to *prima facie* validity of the claim.” In re Residential Capital, LLC, No. 12-12020 (MG), 2013 WL 6227582, at *5 (Bankr. S.D.N.Y. Nov. 27, 2013) (internal citations omitted). This rule facilitates a trustee’s (and the Court’s) assessment of whether a party indeed has a “right to payment” from the estate: absent documentation supporting a claim that is based on a writing, that determination cannot reliably be made. *See In re Taylor*, 289 B.R. 379, 383 (Bankr. N. D. Ind. 2003). The Bar Date Order reinforces this requirement: “Proofs of Claim, other than Derailment Claims[] . . . , must: . . . (iv) set forth with specificity the legal and factual basis for the alleged claim; (v) include supporting documentation for the claim or an explanation as to why such documentation is not available” Bar Date Order, ¶ 2(b).⁴

24. As the Insufficient Documentation Claims do not include a writing substantiating the amounts asserted therein, the creditors having filed those claims failed to comply with Rule 3001, and thus, those Noncompliant Claims are not entitled to *prima facie* validity. *See Residential Capital*, 2013 WL 6227582, at *5. The Insufficient Documentation Claims stripped of *prima facie* validity, the creditors asserting those claims have failed to assert a claim that is “enforceable against the debtor” because they cannot prove their “right to payment” under applicable law. *See id.*, Taylor, 289 B.R. at 383 (finding that in assessing whether to allow a claim, the first step is for the court to determine whether there exists a right to payment under applicable non-bankruptcy law). Accordingly, the Insufficient Documentation Claims should be disallowed in their entirety. *See* 11 U.S.C. § 502(b)(1); In re Hann, 476 B.R. 344, 355 (B.A.P. 1st Cir. 2012), *aff’d* 711 F.3d 235 (1st Cir. 2013) (quoting

⁴ None of the Insufficient Documentation Claims are Derailment Claims. But even if they were, Bankruptcy Rule 3001(c) still applies.

Travelers Cas. and Sur. Co. of America v. Pac. Gas and Elec. Co., 549 U.S. 443, 451 (2007))

(finding that a claim with “no basis in fact or law” must be disallowed).

25. Accordingly, the Trustee requests that each Noncompliant Claim be disallowed and expunged from the Debtor’s claims register.

E. Released or Mooted Claims

26. The Trustee hereby objects to the Disputed Claims identified as “Released Claims” on Schedule D attached hereto. The Trustee has reviewed the Released Claims and has determined that each was released or mooted pursuant to the Confirmation Order. Accordingly, the Trustee requests that each Released Claim be disallowed and expunged from the Debtor’s claims register.

F. Compliance with Procedural Requirements for Omnibus Objections

27. The Trustee submits that this Objection meets or exceeds the procedural requirements under Bankruptcy Rule 3007(e). This Objection has been served on each affected creditor and clearly identifies the claims filed by that claimant that are subject to the Objection and the grounds and response deadline therefor. Specifically, the Objection explicitly states: (a) the name of the claimant asserting the Disputed Claim; (b) the claim number from the claims docket or other information identifying the Disputed Claim; and (c) the liquidated amount asserted in the Disputed Claim. Additionally, the notice accompanying this Objection: (i) states the basis of the Objection; (ii) identifies a response date and response procedures; (iii) identifies the hearing date and related procedures; and (iv) describes how proofs of claim, the schedules and other pleadings in the Debtor’s case may be obtained. The Trustee believes that such notice satisfies the requirements of Bankruptcy Rule 3007.

RESERVATION OF RIGHTS

28. Nothing contained herein is or should be construed as: (i) an admission as to the validity of any claim against the Debtor, (ii) a waiver of the Trustee's right to dispute any claim on any grounds, or (iii) a promise to pay any claim.

NOTICE

29. Notice of this Objection was served on the following parties on the date and in the manner set forth in the certificate of service: (a) Debtor's counsel; (b) U.S. Trustee; (c) counsel to the Official Committee of Victims; and (d) the party having filed each Disputed Claim, or their counsel (if applicable). The Trustee submits that no other or further notice need be provided.

CONCLUSION

WHEREFORE, for the reasons set forth herein, the Trustee requests that the Court enter an order, substantially in the form annexed hereto, pursuant to section 502 of the Bankruptcy Code, Bankruptcy Rules 3001 and 3007 and Local Rule 3007-1, (i) sustaining this Objection; (ii) disallowing the Disputed Claims in their entireties; and (iii) granting such other and further relief as may be just.

Dated: February 17, 2016

**ROBERT J. KEACH,
CHAPTER 11 TRUSTEE OF MONTREAL
MAINE & ATLANTIC RAILWAY, LTD.**

By his attorneys:

/s/ Sam Anderson
D. Sam Anderson, Esq.
Lindsay K. Zahradka, Esq. (admitted *pro hac vice*)
BERNSTEIN, SHUR, SAWYER & NELSON, P.A.
100 Middle Street
P.O. Box 9729
Portland, ME 04104
Telephone: (207) 774-1200
Facsimile: (207) 774-1127

Duplicate Claim #	Surviving Claim #	Creditor name	Claim Amount	Relevant Pages of Objection
63	34	Commission Scolaire Des Sommets	\$14,445.19	5-6

Claim #	Creditor name	Date filed	Claim Amount	Relevant Pages of Objection
497	Airgas USA, LLC	10/06/15	\$ 10,777.24	5-7
305	Cowansville	06/16/14	\$ 30,520.49	5-7
304	Municipality of Austin	06/16/14	\$ 3,466.84	5-7
496	Vermont Department of Taxes	07/27/15	\$ 27,122.41	5-7

Claim #	Creditor name	Claim Amount	Relevant Pages of Objection	Noncompliance
73	Airtek	\$41,750.00	5, 7-9	Invoice provides only amounts and not description of goods/services rendered
82	Ames, Ronald Jr.	\$41,771.00	5, 7-9	No supporting documentation provided
37	Bourgoin, Barbara M.	\$41,680.00	5, 7-9	Rider asserts no claim amount or basis for amount asserted
44	Fred's Plumbing & Heating	\$41,716.00	5, 7-9	No supporting documentation provided
40	L'O.M.R.E. - Ville De Bedford	\$9,057.24	5, 7-9	Form not substantially similar to Form 10
41	Municipalite De Mont-Saint-Gregoire	\$5,253.31	5, 7-9	Form not substantially similar to Form 10
42	Municipalite De Mont-Saint-Gregoire	\$26.42	5, 7-9	Form not substantially similar to Form 10
3	New England Central Railroad	\$1,285.59	5, 7-9	Form not substantially similar to Form 10
2	Rochester & Southern Railroad	\$19.92	5, 7-9	Form not substantially similar to Form 10
66	Securo-Vision	\$41,743.00	5, 7-9	Basis of claim not identified
1	South Buffalo Railway	\$59.76	5, 7-9	Form not substantially similar to Form 10
68	Telspan, Inc.	\$41,743.00	5, 7-9	No supporting documentation provided
25	Town of Brownville	\$3,891.18	5, 7-9	Form not substantially similar to Form 10
45	Ville De Bedford	\$9,102.56	5, 7-9	Form not substantially similar to Form 10
23	YRC Inc	\$41,604.00	5, 7-9	No supporting documentation provided

Claim #	Creditor name	Claim Amount	Relevant Pages of Objection
103	Archer, Stephen	Unliquidated	5, 9
238	Bourdon, Yves	Unliquidated	5, 9
96	Burkhardt, Edward A.	Unliquidated	5, 9
116.2	Center Beam Flatcar Company	\$ 372,095.47	5, 9
107	CIT Group Inc.	\$ 2,300,000.00	5, 9
105	CIT Group/Equipment Financing, Inc., The	\$ 424,136.19	5, 9
267	Dakota Petroleum Transport Solutions, LLC	Unliquidated	5, 9
114	Dakota Plains Holdings, Inc.	Unliquidated	5, 9
115	Dakota Plains Marketing, LLC	Unliquidated	5, 9
113	Dakota Plains Transloading, LLC	Unliquidated	5, 9
264	DPTS Marketing, LLC	Unliquidated	5, 9
232	First Union Rail Corporation	\$ 1,467,183.30	5, 9
106	Flex Leasing I, LLC	\$ 416,312.93	5, 9
95	Gardner, Jr., M. Donald	Unliquidated	5, 9
100	Grindrod, Robert C.	Unliquidated	5, 9
111	Howard, James (James E. Howard LLC)	\$ 21,372.00	5, 9
104	Lee, Steven J.	Unliquidated	5, 9
33	Lexington Insurance Company (AIG)	Unliquidated	5, 9
110	LMS Acquisition Corporation	\$ 206,849.79	5, 9
98	McGonigle, Joseph R.	Unliquidated	5, 9
585	Montreal Maine & Atlantic Canada Co.	\$ 748,182,730.67	5, 9
99	Parsons, Larry	Unliquidated	5, 9
28	Petroleum Transport Solutions, LLC	Unliquidated	5, 9
123	Procor Limited	\$ 42,095.37	5, 9
102	Rail World Locomotive Leasing, LLC	\$ 313,468.66	5, 9
101	Rail World, Inc.	\$ 909,837.86	5, 9
127	RIV 2013 Rail Holdings LLC	Unliquidated	5, 9
97	Ryan, Gaynor	Unliquidated	5, 9
132	TILC o/b/o TLP Rail Trust I	\$ 730,504.00	5, 9
130	TILC o/b/o Trinity Rail Leasing 2012 LLC	\$ 1,166,924.00	5, 9
126	Trinity Industries Leasing Company	Unliquidated	5, 9
122	Trinity Industries, Inc.	Unliquidated	5, 9
129	Trinity Rail Group, LLC	Unliquidated	5, 9
131	Trinity Rail Leasing 2012 LLC	Unliquidated	5, 9
128	Trinity Tank Car, Inc.	Unliquidated	5, 9
121	Union Tank Car Company	\$ 322,422.47	5, 9
120	UTLX Manufacturing LLC	Unliquidated	5, 9
29	Western Petroleum Company	Unliquidated	5, 9
30	World Fuel Services Canada, Inc.	Unliquidated	5, 9
31	World Fuel Services Corporation	Unliquidated	5, 9
32	World Fuel Services, Inc.	Unliquidated	5, 9
112	Yocum, Fred	Unliquidated	5, 9

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

In re:

MONTREAL MAINE & ATLANTIC
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670

Chapter 11

**ORDER SUSTAINING TRUSTEE'S FIRST OMNIBUS OBJECTION TO
CERTAIN PROOFS OF CLAIM ON THE BASIS THAT SUCH CLAIMS
(A) ARE DUPLICATIVE OF OTHER CLAIMS, (B) WERE NOT TIMELY
FILED, (C) OTHERWISE DO NOT COMPLY WITH THE APPLICABLE
RULES OR ORDERS OF THIS COURT, OR (D) WERE RELEASED
OR MOOTED PURSUANT TO THE CONFIRMATION ORDER**

This matter having come before the Court on the *First Omnibus Objection to Certain Proofs of Claim on the Basis that Such Claims (A) Are Duplicative of Other Claims, (B) Were Not Timely Filed, (C) Otherwise Do Not Comply with the Applicable Rules or Orders of This Court, or (D) Were Released or Mooted Pursuant to the Confirmation Order* (the "First Omnibus Claims Objection")¹ filed by Robert J. Keach, the chapter 11 trustee (the "Trustee") of Montreal Maine & Atlantic Railway, Ltd. (the "Debtor"), and after proper notice to all creditors and other parties-in-interest, the Court having independently reviewed the First Omnibus Claims Objection, it is hereby **ORDERED**, **ADJUDGED**, and **DECREED** as follows:

1. The First Omnibus Claims Objection is sustained.
2. The Disputed Claims reflected on Schedules A through D to the First Omnibus Claims Objection are disallowed in their entireties and shall be expunged from the Debtor's claims register.

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the First Omnibus Claims Objection.

3. The Surviving Claim identified on Schedule A will remain on the Debtor's claims register, and such claim is neither allowed nor disallowed at this time, subject, however, to any future objection on any basis.

4. The terms and conditions of this Order shall be immediately effective and enforceable upon entry of the Order.

5. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____, 2016

The Honorable Peter G. Cary
Chief Judge, United States Bankruptcy Court

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

In re:

MONTREAL MAINE & ATLANTIC
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670

Chapter 11

**NOTICE OF HEARING ON TRUSTEE'S FIRST OMNIBUS OBJECTION
TO CERTAIN PROOFS OF CLAIM ON THE BASIS THAT SUCH CLAIMS
(A) ARE DUPLICATIVE OF OTHER CLAIMS, (B) WERE NOT TIMELY
FILED, (C) OTHERWISE DO NOT COMPLY WITH THE APPLICABLE
RULES OR ORDERS OF THIS COURT, OR (D) WERE RELEASED OR
MOOTED PURSUANT TO THE CONFIRMATION ORDER**

**TO THE CLAIMANTS IDENTIFIED ON SCHEDULES A THROUGH D TO
THE ANNEXED OBJECTION:**

On February 17, 2016, Robert J. Keach, the chapter 11 trustee (the "Trustee") of Montreal, Maine & Atlantic Railway, Ltd. (the "Debtor"), filed the *Trustee's First Omnibus Objection to Certain Proofs of Claim on the Basis that Such Claims (A) Are Duplicative of Other Claims, (B) Were Not Timely Filed, (C) Otherwise Do Not Comply with the Applicable Rules or Orders of this Court, or (D) Were Released or Mooted Pursuant to the Confirmation Order* (the "First Omnibus Claims Objection"), and hereby provides you with this notice of objection to claim(s) pursuant to the Federal Rule of Bankruptcy Procedure 3007 (the "Notice").

You have filed one or more proofs of claim in the Debtor's chapter 11 case, to which the Trustee has filed the First Omnibus Claims Objection. Your claim (a "Disputed Claim") will be affected as a result of the First Omnibus Claims Objection. Therefore, you should read this Notice and the enclosed First Omnibus Claims Objection carefully.

If you oppose the relief requested in the First Omnibus Claims Objection, then on or before **March 21, 2016** (the "Response Deadline"), you or your attorney must file with the Court a response to the First Omnibus Claims Objection explaining your position. If you are not able to access the CM/ECF Filing System, then your response should be served upon the Court at:

Alec Leddy, Clerk
United States Bankruptcy Court for the District of Maine
202 Harlow Street
Bangor, Maine 04401

If you do have to mail your response to the Court for filing, then you must mail it early enough so that the Court will receive it on or before **March 21, 2016**.

You may attend the hearing with respect to the Objection, which is scheduled for **April 5, 2016 at 9:00 a.m.** (the "Hearing") before the Honorable Judge Peter G. Cary, the United States Bankruptcy Court for the District of Maine (the "Court"), 537 Congress Street, 2nd Floor, Portland, Maine.

Your rights may be affected. You should read these papers carefully and discuss them with your attorney, if you have one. If you do not have an attorney, you may wish to consult one.

If you or your attorney do not take these steps, the Court may decide that you do not oppose the relief sought, and may enter an order sustaining the First Omnibus Claims Objection without further notice or hearing.

Nothing in this Notice or the accompanying First Omnibus Claims Objection constitutes a waiver of any claims, counterclaims, rights of offset or recoupment, preference actions, fraudulent-transfer actions, or any other bankruptcy claims against you. All parties reserve the right to assert additional objections to your proof(s) of claim.

Dated: February 17, 2016

**ROBERT J. KEACH,
CHAPTER 11 TRUSTEE OF MONTREAL
MAINE & ATLANTIC RAILWAY, LTD.**

By his attorneys:

/s/ Sam Anderson

D. Sam Anderson, Esq.

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