

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

In re:

MONTREAL MAINE & ATLANTIC
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670
Chapter 11

**TRUSTEE'S SECOND OMNIBUS OBJECTION TO
CERTAIN PROOFS OF CLAIM ON THE BASIS THAT SUCH CLAIMS
(A) WILL BE SATISFIED UNDER THE CCAA PLAN AND WERE RELEASED
UNDER THE PLAN AND (B) CONTAIN INSUFFICIENT DOCUMENTATION**

Robert J. Keach, the chapter 11 trustee (the "Trustee") of Montreal Maine & Atlantic Railway, Ltd. (the "Debtor"), hereby files this second omnibus objection (the "Objection") to the proofs of claim identified on Schedule A hereto (collectively, the "Disputed Claims") on the basis that such claims (a) will be (i) satisfied under the Amended Plan of Compromise and Arrangement (the "CCAA Plan") filed by Montreal Maine & Atlantic Canada Co. ("MMA Canada") in the CCAA Case¹ and (ii) were released under the *Trustee's Revised First Amended Plan of Liquidation Dated July 15, 2015 (As Amended on October 9, 2015)* [D.E. 1822] (the "Plan"),² as confirmed by order of this Court [D.E. 1801] (the "Confirmation Order"),³ and in any event (b) contain insufficient documentation. **Claimants receiving this objection should locate their names on Schedule A hereto. THIS OBJECTION HAS NO EFFECT ON THE RIGHTS OF CLAIMANTS IN THE CCAA CASE, INCLUDING THE RIGHT TO RECEIVE DISTRIBUTIONS UNDER THE CCAA PLAN, OR ON THE ALLOWANCE OR DISALLOWANCE OF SUCH CLAIMS IN THE CCAA CASE.**

¹ The "CCAA Case" means the proceeding under the Canadian Companies' Creditors Arrangement Act of MMA Canada pending before the Québec Superior Court (Commercial Division) and designated by Court File No. 450-11-000167-134.

² Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Plan.

³ A copy of the CCAA Plan is attached to the Plan as Exhibit 1.

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”), Rules 3001 and 3007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) 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 31, 2015, MMA filed an initial version of the Plan and MMA Canada filed an initial version of the CCAA Plan. On June 8, 2015, the Monitor in the CCAA Case filed an amended version of the CCAA Plan. The CCAA Plan provides for, among other things, treatment of Derailment Claims and for Releases and Injunctions substantially identical to those set forth in the Plan.

9. On July 15, 2015, the Trustee filed an amended version of the Plan [D.E. 1534].

The Plan provides, among other things:

Distributions. Class 8 Claims shall be satisfied solely in accordance with the terms of the CCAA Plan, and shall take nothing in addition thereto under this Plan. **HOLDERS OF CLASS 8 CLAIMS SHALL BE SUBJECT TO RELEASES AND INJUNCTIONS PRECLUDING PURSUIT OF ANY CLAIM AGAINST CERTAIN PARTIES IN ACCORDANCE WITH THIS PLAN AND THE CCAA PLAN, AS WELL AS THE CONFIRMATION ORDER, THE CHAPTER 15 RECOGNITION AND ENFORCEMENT ORDER AND THE CCAA APPROVAL ORDER.**

Plan, § 4.8(b) (emphasis in original).

Distributions. Class 9 [Derailment Property Damage] Claims shall be satisfied solely in accordance with the terms of the CCAA Plan, and shall take nothing in addition thereto under this Plan. **HOLDERS OF CLASS 9 CLAIMS SHALL BE SUBJECT TO RELEASES AND INJUNCTIONS PRECLUDING PURSUIT OF ANY CLAIM AGAINST CERTAIN PARTIES IN ACCORDANCE WITH THIS PLAN AND THE CCAA PLAN, AS WELL AS THE CONFIRMATION ORDER, THE CHAPTER 15 RECOGNITION AND ENFORCEMENT ORDER AND THE CCAA APPROVAL ORDER.**

Plan, § 4.9(b) (emphasis in original).

10. On October 9, 2015, the Bankruptcy Court entered the Confirmation Order.

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 entireties, 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. The Bankruptcy Code defines a “claim” as a “right to payment.” 11 U.S.C. § 101(5)(A). Because a “right to payment” constitutes a claim, “the first step in the claims [allowance] process is always to determine whether there *is* a right to payment.” In re Taylor, 289 B.R. 379, 383 (Bankr. N. D. Ind .2003) (emphasis added). A claim with “no basis in fact or law” must be disallowed. In re Hann, 476 B.R. 344, 354 (B.A.P. 1st Cir. 2012), aff’d, 711 F.3d 235 (1st Cir. 2013).

16. 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). Significantly, “[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).

17. 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).

18. 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. The Disputed Claims Have Been Satisfied Under the CCAA Plan and Released Under the Plan, and in Any Event Contain Insufficient Documentation

19. The Trustee has reviewed the Disputed Claims and has determined that, as an initial matter, each lacks sufficient documentation to satisfy the requirements of Bankruptcy Rule 3001. The parties asserting the Disputed Claims (the “Asserted Claimholders”) thus have demonstrated no right to payment from the Debtor under applicable law, and their Disputed Claims must be disallowed pursuant to Bankruptcy Code section 502(b)(1).

20. 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 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.” Residential Capital, 2013 WL 6227582, at *5 (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 Taylor, 289 B.R. at 383.

21. As each of the Asserted Claimholders failed to include (a) a writing substantiating the damages comprising their respective Disputed Claims or (b) a writing demonstrating the Debtor’s obligation to pay those amounts, the Asserted Claimholders failed to comply with Bankruptcy Rule 3001, and thus, their Disputed Claims are not entitled to *prima*

facie validity. See Residential Capital, 2013 WL 6227582, at *5. The Disputed Claims stripped of *prima facie* validity, the Asserted Claimholders have failed to assert claims that are “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 Disputed Claims should be disallowed in their entireties. See 11 U.S.C. § 502(b)(1); Hann, 473 B.R. at 355 (finding that a claim with “no basis in fact or law” must be disallowed); Fed. R. Bankr. P. 3007(d) (permitting “omnibus claim objections when the grounds for the objection are that the claims should be disallowed, in whole or in part, because . . . (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”).

22. The Disputed Claims’ patent insufficiency aside, pursuant to the Plan, the Disputed Claims are to be treated solely under the CCAA Plan, and were released as against MMA under the Plan by virtue of the Confirmation Order. Accordingly, the Trustee requests that each such Disputed Claim be disallowed and expunged from the Debtor’s claims register. See Fed. R. Bankr. P. 3007(d) (permitting “omnibus claim objections when the grounds for the objection are that the claims should be disallowed, in whole or in part, because . . . they have been satisfied or released during the case in accordance with the Code, applicable rules, or a court order”).

C. Compliance with Procedural Requirements for Omnibus Objections

23. Finally, 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

24. 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

25. 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.

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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

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

Claim #	Creditor name	Claim Amount	Relevant Pages of Objection
148	9020-1468 Quebec Inc.	\$ 75,000.00	4-7
236.2	9219-0610 Quebec Inc u/n/o Ariko Restaurant & Bar	\$ 75,000.00	4-7
248	Audet, Samuel	\$ 500,000.00	4-7
276	Baillargeon, Sandara	\$ 500,000.00	4-7
255	Barrett, Jean Boyle	\$ 500,000.00	4-7
281	Beaudoin, Gordon	\$ 300,000.00	4-7
278	Beaudoin, Raymond	\$ 300,000.00	4-7
144	Begin, Carole	\$ 75,000.00	4-7
291	Bernier, Yves	\$ 500,000.00	4-7
212	Blais, Anne-Julie	\$ 75,000.00	4-7
154	Bolduc Chaussures Lte	\$ 75,000.00	4-7
155	Bolduc, Denis	\$ 75,000.00	4-7
293	Bolduc, Gerald	\$ 500,000.00	4-7
275	Bouchard, Marie Claude	\$ 150,000.00	4-7
273	Bouchard, Suzie	\$ 1,000,000.00	4-7
251	Boule, Daniel	\$ 500,000.00	4-7
258	Boulet, Pierre	\$ 650,000.00	4-7
152.2	Boutique de la Gare Inc.	\$ 75,000.00	4-7
139	Centre Funeraire Jacques et fils Inc.	\$ 75,000.00	4-7
253	Charest, Pascal	\$ 500,000.00	4-7
221	Charland, Michel	\$ 75,000.00	4-7
254	Charrier, Daniel	\$ 500,000.00	4-7
135	Charron, Claude	\$ 75,000.00	4-7
137	Charron, Claude et Antoine Leclerc, Pharmaciens Inc	\$ 75,000.00	4-7
285	Clermon Pepin	\$ 500,000.00	4-7
156.2	Clinique Dentaire Marie-Pier Dube, Inc.	\$ 75,000.00	4-7
274	Cote, Sylvain	\$ 150,000.00	4-7
158	Couture, Mirko	\$ 75,000.00	4-7
176.2	Custeau, Simon	\$ 5,000,000.00	4-7
216	Dostie, Ginette	\$ 75,000.00	4-7
159	Drouin, Jean-Francois	\$ 75,000.00	4-7
145	Dube Equipment de Bureau, Inc.	\$ 75,000.00	4-7
147	Dube, Andree Fluet	\$ 75,000.00	4-7
215	Dube, Jacques	\$ 75,000.00	4-7
146	Dube, Jean	\$ 75,000.00	4-7
218	Dube, Marie-Pier	\$ 75,000.00	4-7
219	Dube, Marie-Pier on behalf of LC, a Minor	\$ 75,000.00	4-7
220	Dube, Marie-Pier on behalf of XC, a Minor	\$ 75,000.00	4-7
261	Dupuis, Martial	\$ 500,000.00	4-7
270	Emanuel Baillargeon	\$ 1,000,000.00	4-7
277	Faucher, Serge	\$ 500,000.00	4-7
290	Faucher, Yves	\$ 500,000.00	4-7
141	Fiducie Familiale Francois Jacques	\$ 75,000.00	4-7
283	Fortier, France	\$ 500,000.00	4-7

Claim #	Creditor name	Claim Amount	Relevant Pages of Objection
214	Fouquet, Frederic	\$ 75,000.00	4-7
256	Gagne, Maurice	\$ 3,000,000.00	4-7
262	Gagne, Yannick	\$ 1,500,000.00	4-7
287	Gendron, Daniel	\$ 500,000.00	4-7
151	Godbout, Angele	\$ 75,000.00	4-7
260	Grenier, Jacques	\$ 3,000,000.00	4-7
268	Groupe Exca Inc.	\$ 20,000,000.00	4-7
149	Halle, Pascal	\$ 75,000.00	4-7
213	Hamel, Julie	\$ 75,000.00	4-7
231	Hamel, Julie and Frederic Fouquet on behalf of NF, a minor	\$ 75,000.00	4-7
279	Helen Lynn Barrett Beaudoin	\$ 300,000.00	4-7
108	Hulcher Services	\$ 699,590.73	4-7
143	Jacques, Francois	\$ 75,000.00	4-7
140	Jacques, Jean-Pierre	\$ 75,000.00	4-7
299	Joubert, Eric	\$ 500,000.00	4-7
280	Labrecque, Jeannot	\$ 500,000.00	4-7
265	Lachance, Lucille	\$ 500,000.00	4-7
284	Lachance, Pierrette	\$ 1,000,000.00	4-7
272	Lacroix Sylvie	\$ 100,000.00	4-7
295	Lambrequin	\$ 1,000,000.00	4-7
230	Lapierre, Nicole	\$ 75,000.00	4-7
211	Lavallee, Eric	\$ 75,000.00	4-7
298	Lavoie, Marcel	\$ 500,000.00	4-7
222	Leblanc, Estate of Dominik	\$ 75,000.00	4-7
134	Leclerc, Antoine	\$ 75,000.00	4-7
269	Lorange, Lisa Fleury	\$ 1,500,000.00	4-7
226.2	Lorraine Beaudoin-Langlois	\$ 75,000.00	4-7
297	Marche A. Valiquette Ltee	\$ 500,000.00	4-7
296	Marche Metro	\$ 12,500,000.00	4-7
300	Morin, Josee	\$ 500,000.00	4-7
301	Nettoyeur Moderne S.E.N.C.	\$ 1,000,000.00	4-7
177.2	Pepin, Sonia	\$ 5,000,000.00	4-7
286	Pepin, Yannick	\$ 500,000.00	4-7
160	Pepin-Verdo, Marie-Claude	\$ 75,000.00	4-7
289	Pinard, Mathieu	\$ 250,000.00	4-7
225.2	Placements J. Dube Inc.	\$ 75,000.00	4-7
282	Plante, Claude	\$ 500,000.00	4-7
153.2	Poulin, Denise	\$ 75,000.00	4-7
206.2	Poulin, Marie-Eve	\$ 5,000,000.00	4-7
229	Rancourt, Clement	\$ 75,000.00	4-7
228.2	Rancourt, Sylvain	\$ 75,000.00	4-7
263	Robert, Melissa	\$ 500,000.00	4-7
224	Rodrigue, Claudette	\$ 75,000.00	4-7
223	Rodrigue, Gerald	\$ 75,000.00	4-7

Claim #	Creditor name	Claim Amount	Relevant Pages of Objection
288	Rodrigue, Patrick	\$ 75,000.00	4-7
271	Roy, Jean-Guy	\$ 500,000.00	4-7
294	Roy, Steve and Youry	\$ 500,000.00	4-7
266	Services Esthetiques Malya	\$ 1,000,000.00	4-7
142	Societe de Gestion Jean-Pierre Jacques Inc.	\$ 75,000.00	4-7
157.2	Societe en Commandite Projet Shier	\$ 75,000.00	4-7
227.2	Taxi Megantic Enr.	\$ 75,000.00	4-7
292	Vachon, Marc	\$ 500,000.00	4-7
217	Vallerand, Michael	\$ 75,000.00	4-7
136	Variete Claude Charron et Antoine Leclerc S.E.N.C.	\$ 75,000.00	4-7
138.2	Variete Claude Charron Inc.	\$ 75,000.00	4-7
150	Visa Beaute Sante Enr.	\$ 75,000.00	4-7

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

In re:

MONTREAL MAINE & ATLANTIC
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670

Chapter 11

**ORDER SUSTAINING THE TRUSTEE'S SECOND OMNIBUS OBJECTION TO
CERTAIN PROOFS OF CLAIM ON THE BASIS THAT SUCH CLAIMS
(A) WILL BE SATISFIED UNDER THE CCAA PLAN AND WERE RELEASED
UNDER THE PLAN AND (B) CONTAIN INSUFFICIENT DOCUMENTATION**

This matter having come before the Court on the *Second Omnibus Objection to Certain Proofs of Claim on the Basis that Such Claims (A) Will be Satisfied Under the CCAA Plan and Were Released Under the Plan and (B) Contain Insufficient Documentation* (the "Second 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 Second Omnibus Claims Objection, it is hereby **ORDERED**, **ADJUDGED**, and **DECREED** as follows:

1. The Second Omnibus Claims Objection is sustained.
2. The Disputed Claims reflected on Schedule A to the Second Omnibus Claims Objection are disallowed in their entireties and shall be expunged from the Debtor's claims register.
3. The terms and conditions of this Order shall be immediately effective and enforceable upon entry of the Order.

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

4. 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 SECOND OMNIBUS OBJECTION TO
CERTAIN PROOFS OF CLAIM ON THE BASIS THAT SUCH CLAIMS
(A) WILL BE SATISFIED UNDER THE CCAA PLAN AND WERE RELEASED
UNDER THE PLAN AND (B) CONTAIN INSUFFICIENT DOCUMENTATION**

**TO THE CLAIMANTS IDENTIFIED ON SCHEDULE A 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 Second Omnibus Objection to Certain Proofs of Claim on the Basis that Such Claims (A) Will be Satisfied Under the CCAA Plan and Were Released Under the Plan and (B) Contain Insufficient Documentation* (the "Second 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 Second Omnibus Claims Objection. Your claim (a "Disputed Claim") will be affected as a result of the Second Omnibus Claims Objection. Therefore, you should read this Notice and the enclosed Second Omnibus Claims Objection carefully.

If you oppose the relief requested in the Second 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 Second 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 Second Omnibus Claims Objection without further notice or hearing.

Nothing in this Notice or the accompanying Second 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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