

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

In re:

MONTREAL MAINE & ATLANTIC
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670

Chapter 11

**TRUSTEE’S THIRD OMNIBUS OBJECTION TO PROOFS OF CLAIM THAT
WILL BE SATISFIED UNDER THE CCAA PLAN AND THAT WERE RELEASED
UNDER THE PLAN, CERTAIN OF WHICH ADDITIONALLY (A) CONTAIN
INSUFFICIENT DOCUMENTATION AND/OR (B) WERE LATE FILED**

Robert J. Keach, the chapter 11 trustee (the “Trustee”) of Montreal Maine & Atlantic Railway, Ltd. (the “Debtor”), hereby files this third omnibus objection (the “Objection”) to the proofs of claim identified on Schedule A hereto (collectively, the “Disputed Claims”) on the basis that such claims 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 In addition, certain of the Disputed Claims (a) contain insufficient documentation and/or (b) were late filed. **Claimants receiving this objection should locate their names on Schedules A through C hereto. THIS OBJECTION HAS NO EFFECT ON THE RIGHTS OF CLAIMANTS IN THE CCAA CASE, INCLUDING THE RIGHT TO RECEIVE**

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.

DISTRIBUTIONS UNDER THE CCAA PLAN, OR ON THE ALLOWANCE OR DISALLOWANCE OF SUCH CLAIMS IN THE CCAA CASE.

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 “Deraiment”). 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").⁴

9. 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

⁴ 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.

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.

10. 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 [Derailment Personal Injury and Moral 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 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).

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

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

13. 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

14. 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

15. 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).

16. 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).

17. 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).

18. 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).

19. 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

20. The Trustee has reviewed the Disputed Claims and has determined that, pursuant to the Confirmation Order, each Disputed Claim on Schedule A, B and C is to be treated solely under the CCAA Plan, and was released as against MMA under the Plan. 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. The Disputed Claims on Schedules B and C Also Contain Insufficient Documentation

21. In addition to being treated under the CCAA Plan and having been released pursuant to the Confirmation Order, the Disputed Claims on Schedules B and C (the “Schedule B & C Claims”) lack sufficient documentation to satisfy the requirements of Bankruptcy Rule 3001, and the Trustee is thus unable to ascertain the validity of the claims. The parties asserting the Schedule B & C Claims (the “Asserted Claimholders”) thus have demonstrated no right to payment from the Debtor under applicable law, and Schedule B & C Claims must be disallowed pursuant to Bankruptcy Code section 502(b)(1).

22. 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.

23. As each of the Asserted Claimholders failed to include (a) a writing substantiating the damages comprising their respective Schedule B & C 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 Schedule B & C Claims are not entitled to *prima facie* validity. See Residential Capital, 2013 WL 6227582, at *5. The Schedule B & C 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 Schedule B & C 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). The Trustee thus submits that the Schedule B& C Claims should also be disallowed on this ground. 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 . . . (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”).

D. The Disputed Claims on Schedule C Were Also Late Filed

24. In addition to having been released under the Plan lacking sufficient documentation, each Disputed Claims on Schedule C (the “Schedule C Claims”) is defective on its face because it was filed after the Bar Date established by this Court in the Bar Date Order. In addition, the creditors having filed each such Schedule C Claim have not sought leave from the Trustee or this Court to be excused from the Bar Date.

25. 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).

26. As the creditors having filed the Schedule C 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 Schedule C Claims should thus be disallowed. *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 . . . (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”).

E. Compliance with Procedural Requirements for Omnibus Objections

27. 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

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.

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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
237	GNP Maine Holdings, LLC d/b/a Great Northern Paper, LLC	Unliquidated	5-7
117	TELUS Communications Company	\$ 95,206.81	5-7

Claim #	Creditor name	Claim Amount	Relevant Pages of Objection
303	Guay, Nancy	\$ 500,000.00	5-8
302	Lacroix, Pascale	\$ 500,000.00	5-8
436	Poirier, Melanie	\$ 500,000.00	5-8
437	Roy, Doris	\$ 500,000.00	5-8

Claim #	Creditor name	Claim Amount	Relevant Pages of Objection
524	Audet, Beland	\$ 500,000.00	5-9
526	Beaudoin, Gabriel	\$ 500,000.00	5-9
547	Beland Audet on behalf of Logi-Bel	\$ 500,000.00	5-9
575	Bizier, Jocelyne	\$ 500,000.00	5-9
529	Bouchard, Michel	\$ 500,000.00	5-9
530	Boulet, Louise	\$ 500,000.00	5-9
531	Bourgeois, Helene	\$ 500,000.00	5-9
532	Champagne, Line	\$ 500,000.00	5-9
533	Charest, Denis	\$ 500,000.00	5-9
534	Chouinard, Sonia	\$ 500,000.00	5-9
539	Daniel Gendron on behalf of Gravure Megantic	\$ 500,000.00	5-9
579	Dion, Francois	\$ 500,000.00	5-9
558	Doris Roy on behalf of The Heritage Building	\$ 500,000.00	5-9
582	Dubois, Denise	\$ 500,000.00	5-9
580	Duplessis, Amelie Campeau	\$ 500,000.00	5-9
536	Emanuel Baillargeon obo Force Action Nutrition	\$ 500,000.00	5-9
535	Favreau, Lea	\$ 500,000.00	5-9
537	Fortin, Jean-Yves	\$ 500,000.00	5-9
574	Gagne, Lisandra Arencibia Tamayo	\$ 500,000.00	5-9
512	Gesner Blenkhorn	\$ 2,000,000.00	5-9
564	Guillette, Sylvain	\$ 500,000.00	5-9
513	Isabelle Beaudry	\$ 2,000,000.00	5-9
515	Jacques Laprise	\$ 2,000,000.00	5-9
565	Josee Morin on behalf of A.L., a minor	\$ 500,000.00	5-9
566	Josee Morin on behalf of F.L., a minor	\$ 500,000.00	5-9
527	Lacroix, Roxanne Bizier	\$ 500,000.00	5-9
542	Lafontaine, Christian	\$ 500,000.00	5-9
544	Lapierre, Guillaume	\$ 500,000.00	5-9
545	Lapierre, Manon	\$ 500,000.00	5-9
546	Lavoie, Joyce	\$ 500,000.00	5-9
572	Lisandra Arencibia Tamayo Gagne obo E.G., minor	\$ 500,000.00	5-9
573	Lisandra Arencibia Tamayo Gagne obo J.B.G., minor	\$ 500,000.00	5-9
548	Martin, Andre	\$ 500,000.00	5-9
567	Melissa Robert on behalf of E.R., a minor	\$ 500,000.00	5-9
568	Melissa Robert on behalf of M.R., a minor	\$ 500,000.00	5-9
576	Michel Boulanger on behalf of J.B., a minor	\$ 500,000.00	5-9
577	Michel Boulanger on behalf of M.B., a minor	\$ 500,000.00	5-9
563	Morin, Carolyne	\$ 500,000.00	5-9
549	Nadeau, Sabrina	\$ 500,000.00	5-9
570	Pascale Lacroix on behalf of G.G., a minor	\$ 500,000.00	5-9
569	Pascale Lacroix on behalf of R.G., a minor	\$ 500,000.00	5-9
525	Pierre Boulet on behalf of Bar Laitier	\$ 500,000.00	5-9
550	Pierre Boulet on behalf of Poulet Frit Ideal	\$ 500,000.00	5-9
571	Rodrigue, Renald	\$ 500,000.00	5-9

Claim #	Creditor name	Claim Amount	Relevant Pages of Objection
551	Roy, Gabryel	\$ 500,000.00	5-9
552	Roy, Ginette	\$ 500,000.00	5-9
578	Roy, Jacques	\$ 500,000.00	5-9
553	Roy, Julie	\$ 500,000.00	5-9
554	Roy, Rejean	\$ 500,000.00	5-9
555	Roy, Sandra	\$ 500,000.00	5-9
556	St.-Hilaire, Bernard	\$ 500,000.00	5-9
581	Steve Roy on behalf of Y.R., a minor	\$ 500,000.00	5-9
514	Steven Halle	\$ 2,000,000.00	5-9
510	Tafisa Canada Inc.	\$ 3,500,000.00	5-9
557	Tanguay, Jean	\$ 500,000.00	5-9
559	Turcotte, Celine	\$ 500,000.00	5-9
560	Valiquette, Andre	\$ 500,000.00	5-9
561	Valiquette, Louise	\$ 500,000.00	5-9
562	Valiquette, Philippe	\$ 500,000.00	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 THIRD OMNIBUS OBJECTION TO
PROOFS OF CLAIM THAT WILL BE SATISFIED UNDER THE
CCAA PLAN AND THAT WERE RELEASED UNDER THE PLAN,
CERTAIN OF WHICH ADDITIONALLY (A) CONTAIN INSUFFICIENT
DOCUMENTATION AND /OR (B) WERE LATE FILED**

This matter having come before the Court on the *Third Omnibus Objection to Proofs of Claim That Will Be Satisfied Under the CCAA Plan and That Were Released under the Plan, Certain of Which Additionally (A) Contain Insufficient Documentation and /or (B) Were Late Filed* (the "Third 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 Third Omnibus Claims Objection, it is hereby **ORDERED, ADJUDGED, and DECREED** as follows:

1. The Third Omnibus Claims Objection is sustained.
2. The Disputed Claims reflected on Schedules A through C to the Third 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 Third 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 THIRD OMNIBUS OBJECTION
TO PROOFS OF CLAIM THAT WILL BE SATISFIED UNDER THE
CCAA PLAN AND THAT WERE RELEASED UNDER THE PLAN,
CERTAIN OF WHICH ADDITIONALLY (A) CONTAIN
INSUFFICIENT DOCUMENTATION AND/OR (B) WERE LATE FILED**

**TO THE CLAIMANTS IDENTIFIED ON SCHEDULES A THROUGH C 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 Third Omnibus Objection to Proofs of Claim that will be satisfied Under the CCAA Plan and That Were Released Under the Plan, Certain of Which Additionally (A) Contain Insufficient Documentation and/or (B) Were Late Filed* (the "Third 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 Third Omnibus Claims Objection. Your claim (a "Disputed Claim") will be affected as a result of the Third Omnibus Claims Objection. Therefore, you should read this Notice and the enclosed Third Omnibus Claims Objection carefully.

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

Nothing in this Notice or the accompanying Third 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.
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
Email: sanderson@bernsteinshur.com
lzahradka@bernsteinshur.com