

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE

In re:

MONTREAL MAINE & ATLANTIC
RAILWAY, LTD.,

Debtor.

Bk. No. 13-10670

Chapter 11

CHAPTER 11 TRUSTEE'S REPORT ON CCAA PROCEEDINGS

Robert J. Keach, the chapter 11 trustee in the above-captioned case of Montreal Maine & Atlantic Railway, Ltd., files this report, pursuant to the *Cross-Border Insolvency Protocol* adopted by this Court [D.E. 168], regarding certain filings in the *Companies' Creditors Arrangement Act* case (the "Canadian Case") of Montreal, Maine & Atlantic Canada Co. currently pending in the Superior Court of Canada, Province of Québec, District of Saint-François (the "Canadian Court").

Specifically, attached hereto as Exhibits A through E are true and correct copies of:

- (a) the Canadian Court's Judgment on the *Motion of the Court Appointed Representatives of Class Members for an Order Authority the Filing of Additional Late Claims*, entered in the Canadian Case on November 26, 2015;
- (b) the Canadian Court's Judgment on the *Motion for Approval of Class Counsel Fee*, entered in the Canadian Case on November 26, 2015;
- (c) the Canadian Court's *Order to Appoint a Claims Officer*, entered in the Canadian Case on November 26, 2015;
- (d) the Canadian Court's Order on the *Motion for a Thirteenth Order Extending the Stay Period*, entered in the Canadian Case on November 30, 2015; and
- (e) the Canadian Court's *Order for the Approval of Professional Fees*, entered in the Canadian Case on December 2, 2015.

Dated: December 15, 2015

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

By his attorney:

/s/ Lindsay K. Zahradka

Sam Anderson, Esq.

Lindsay K. Zahradka, Esq. (admitted *pro hac vice*)

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SUPERIOR COURT

(Commercial Division)

CANADA

PROVINCE OF QUÉBEC
DISTRICT OF ST-FRANÇOIS

NO.: 450-11-000167-134

DATE: November 26th, 2015

PRESIDING: THE HONOURABLE GAÉTAN DUMAS, S.C.J.

IN THE MATTER OF THE PLAN OF
COMPROMISE OR ARRANGEMENT OF:

**MONTREAL, MAINE & ATLANTIC CANADA CO. (MONTREAL, MAINE &
ATLANTIQUE CANADA CIE)**
Debtor

and

RICHTER ADVISORY GROUP INC. (RICHTER GROUPE CONSEIL INC.)
Monitor

and

GUY OUELLET, SERGE JACQUES and LOUIS-SERGES PARENT
Court Appointed Representatives
of the Class Members-PETITIONERS

JUDGMENT

[1] **THE COURT**, on the *Motion of the Court Appointed Representatives of Class Members for an Order Authorizing the Filing of Additional Late Claims* ("**Motion**")

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[2] **HAVING** examined the Motion, as well as the exhibits and affidavits filed in support thereof;

[3] **CONSIDERING** that the Motion is not contested and that it is well-founded in fact and in law;

PAR CES MOTIFS:

FOR THESE REASONS:

[4] **ACCUEILLE** la requête;

[4] **GRANTS** the Motion;

[5] **APPROUVE** le dépôt des preuves de réclamations additionnelles de juin 2014, les autres preuves de réclamations tardives ainsi que celles soumises auprès du contrôleur après le 15 septembre 2015;

[5] **APPROVES** the filing of the further June 2014 claims, the Further Additional Claims and the Post-September 15, 2015 Late Claims with the Monitor;

[6] **LE TOUT**, sans frais.

[6] **THE WHOLE**, without costs.

GAÉTAN DUMAS

GAÉTAN DUMAS, S.C.J.

Date of hearing: November 26, 2015

SUPERIOR COURT

(Commercial Division)

CANADA

PROVINCE OF QUÉBEC
DISTRICT OF ST-FRANÇOIS

NO.: 450-11-000167-134

DATE: November 26th, 2015

PRESIDING: THE HONOURABLE GAÉTAN DUMAS, S.C.J.

IN THE MATTER OF THE PLAN OF
COMPROMISE OR ARRANGEMENT OF:

**MONTREAL, MAINE & ATLANTIC CANADA CO. (MONTREAL, MAINE &
ATLANTIQUE CANADA CIE)**
Debtor

and

RICHTER ADVISORY GROUP INC. (RICHTER GROUPE CONSEIL INC.)
Monitor

and

GUY OUELLET, SERGE JACQUES and LOUIS-SERGES PARENT
Court Appointed Representatives
of the Class Members-PETITIONERS

JUDGMENT

[1] **THE COURT**, on the *Motion for Approval of Class Counsel Fee* (“**Motion**”) of Daniel E. Larochelle LLB Avocat Inc., Consumer Law Group Inc., Rochon Genova LLP and Paliare Roland Rosenberg Rothstein LLP (collectively, “**Class Counsel**”);

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[2] **HAVING** examined the Motion, as well as the exhibits and affidavits filed in support thereof;

[3] **CONSIDERING** that the Motion is not contested and that it is well-founded in fact and in law;

PAR CES MOTIFS:

FOR THESE REASONS:

[4] **ACCUEILLE** la requête;

[4] **GRANTS** the Motion;

[5] **APPROUVE** le versement aux procureurs des requérants des honoraires représentant 25% des dividendes versés aux membres du recours collectif en sus des débours au montant de 973,074.00\$ et les taxes applicables;

[5] **APPROVES** the payment to Class Counsel of fees in the amount of 25% of Class Members' recovery plus disbursements in the amount of \$973,074.00 plus applicable taxes;

[6] **LE TOUT**, sans frais.

[6] **THE WHOLE**, without costs.

GAÉTAN DUMAS

GAÉTAN DUMAS, S.C.J.

Date of hearing: November 26, 2015

**SUPERIOR COURT
(Commercial Division)**

**CANADA
PROVINCE OF QUEBEC
DISTRICT OF ST-FRANÇOIS**

No: 450-11-000167-134

DATE: November 26th, 2015

PRESENT: THE HONOURABLE GAÉTAN DUMAS, J.S.C.

IN THE MATTER OF THE PLAN OF COMPROMISE OF:

**MONTREAL, MAINE & ATLANTIC CANADA CO. (MONTREAL, MAINE & ATLANTIQUE
CANADA CIE)**

Debtor/Petitioner

-and-

RICHTER ADVISORY GROUP INC. (RICHTER GROUPE CONSEIL INC.)

Monitor

ORDER TO APPOINT A CLAIMS OFFICER

[1] **CONSIDERING** the Petitioners' *Motion for the appointment of a claims officer* (the "**Motion**");

[2] **CONSIDERING** the representations of the parties;

FOR THESE REASONS, THE COURT:

[3] **GRANTS** the Motion;

[4] **DECLARES** that the notices given of the presentation of the Motion are adequate and sufficient;

[5] **ORDERS** that Me André Rochon be and is hereby appointed to act as Claims Officer pursuant to the Claims Resolution Order dated as of April 15, 2015;

- [6] **ORDERS** that the payment of the fees and disbursements owed to the Claims Officer for services rendered in connection with or relating to these proceedings shall be secured by the Administration Charge (as defined in the **Amended Plan**);
- [7] **ORDERS** the provisional execution of this Order notwithstanding any appeal, without the necessity of furnishing any security;
- [8] **THE WHOLE** without costs.

Sherbrooke, 30th November, 2015

GAÉTAN DUMAS

Honourable Gaétan Dumas, J.S.C.

CANADA

SUPERIOR COURT

(Commercial Division)

PROVINCE OF QUEBEC
DISTRICT OF ST-FRANCOIS

Sitting as a court designated pursuant to the
Companies' Creditors Arrangement Act, R.S.C.
C. C-36, as amended)

N°: 450-11-000167-134

Sherbrooke, 30th November, 2015

PRESENT: The Honourable Justice Gaétan
Dumas, J.S.C.

IN THE MATTER OF THE PLAN OF
COMPROMISE OR ARRANGEMENT OF:

**MONTREAL, MAINE & ATLANTIC CANADA CO.
(MONTREAL, MAINE & ATLANTIQUE CANADA
CIE)**

PETITIONER

and

**RICHTER ADVISORY GROUP INC. (RICHTER
GROUPE CONSEIL INC.)**

MONITOR

ORDER

SEEING Petitioner's *Motion for a Thirteenth Order Extending the Stay Period* pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, C-36 (as amended, the "CCAA") and the affidavit in support thereof, as well as the Monitor's Twenty-First Report;

GIVEN the representations made by counsel with respect to the request for a thirteenth extension of the Stay Period (as defined in the Initial Order);

GIVEN the provisions of the CCAA;

WHEREFORE, THE COURT:

- [1] **GRANTS** the *Motion for a Thirteenth Order Extending the Stay Period* (the "**Motion**");
- [2] **DECLARES** that the notices given of the presentation of the Motion are adequate and sufficient;
- [3] **ORDERS** that the Stay Period, as defined in the Initial Order, is hereby extended up to and including June 17, 2016, the whole subject to all the other terms of the Initial Order;
- [4] **DECLARES** that the Initial Order, as amended on August 23, 2013, September 4, 2013, October 9, 2013, January 23, 2014, February 11, 2014, February 25, 2014, March 12, 2014, April 29, 2014, June 30, 2014, September 24, 2014, November 24, 2014 and April 15, 2015 (amendment of the Stay Period) shall remain otherwise unchanged;
- [5] **ORDERS** the provisional execution of this Order notwithstanding any appeal, without the necessity of furnishing any security;
- [6] **THE WHOLE** without costs.

GAËTAN DUMAS

THE HONOURABLE GAËTAN DUMAS, J.S.C.



**SUPERIOR COURT
(Commercial Division)**

**CANADA
PROVINCE OF QUEBEC
DISTRICT OF ST-FRANÇOIS**

No: 450-11-000167-134

DATE: December 2th, 2015

PRESENT: THE HONOURABLE GAÉTAN DUMAS, J.S.C.

IN THE MATTER OF THE PLAN OF COMPROMISE OF:

**MONTREAL, MAINE & ATLANTIC CANADA CO. (MONTREAL, MAINE & ATLANTIQUE
CANADA CIE)**

Debtor/Petitioner

-and-

RICHTER ADVISORY GROUP INC. (RICHTER GROUPE CONSEIL INC.)

Monitor/Petitioner

ORDER FOR THE APPROVAL OF PROFESSIONAL FEES

- [1] **CONSIDERING** the Petitioners' *Motion for the approval of professional fees* (the "**Motion**");
- [2] **CONSIDERING** the representations of the parties and the absence of contestation regarding the fees and disbursements of the Professionals (as defined below) up to October 31, 2015;
- [3] **CONSIDERING** that the Court will address said fees and disbursements on an interim basis herein and that the remainder of the conclusions sought in the Motion will be addressed by separate Order;

FOR THESE REASONS:

PAR CES MOTIFS:

[4] **GRANTS** the Motion in part;

ACCUEILLE la Requête en partie;

- [5] **ORDERS** that all capitalized terms not otherwise defined herein shall have the meanings ascribed thereto in the Amended Plan of Compromise and Arrangement dated as of June 8, 2015 (the "**Amended Plan**");
- [6] **APPROVES** the fees and disbursements of the following professionals (the "**Professionals**") as at October 31, 2015 in the following amounts:
- a) \$4,238,303 to Richter Advisory Group Inc., Monitor;
 - b) \$ 1,168,189.63 to the Monitor's counsel, Woods LLP;
 - c) US\$117,059 to the Monitor's U.S. counsel, Verrill Dana LLP;
 - d) \$3,802,161 to Debtor's counsel, Gowling Lafleur Henderson LLP;
- [7] **ORDERS** the Monitor to pay those fees and disbursements upon the occurrence of the Plan Implementation Date from the Indemnity Fund;
- [8] **ORDERS** that the balance of the Administration Charge be held by the Monitor to secure the payment of all fees and disbursements to be incurred from November 1, 2015 to the closing of the CCAA Proceeding;
- [9] **ORDERS** the provisional execution of this Order notwithstanding any appeal, without the necessity of furnishing any security;
- ORDONNE** que les termes de la présente ordonnance débutant par une lettre majuscule et non autrement définis auront la définition contenue dans le Plan de compromis et d'arrangement amendé daté du 8 juin 2015 (le « **Plan Amendé** »);
- APPROUVE** les honoraires et déboursés des professionnels suivants (les « **Professionnels** ») en date du 31 octobre 2015 pour les montants suivants :
- a) 4 238 303 \$ à Richter Groupe Conseil Inc., Contrôleur;
 - b) 1 168 189,63 \$ aux procureurs du Contrôleur, Woods LLP;
 - c) 117 059 \$ US aux procureurs du Contrôleur aux États-Unis, Verrill Dana LLP;
 - d) 3 802 161 \$ aux procureurs de la Débitrice, Gowling Lafleur Henderson LLP;
- ORDONNE** au Contrôleur de payer lesdits honoraires et déboursés à même le Fonds d'Indemnisation dès la Date de Mise en Œuvre du Plan;
- ORDONNE** que le solde de la Charge d'Administration soit détenu par le Contrôleur pour garantir le paiement de tous les honoraires et déboursés à être encourus entre le 1^{er} novembre 2015 et la fermeture du Dossier LACC;
- ORDONNE** l'exécution provisoire de la présente ordonnance nonobstant appel, sans obligation de fournir un cautionnement;

[10] **THE WHOLE** without costs.

LE TOUT sans frais.

Sherbrooke, 2 décembre 2015

GAÉTAN DUMAS

Honourable Gaétan Dumas, J.S.C.