

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE

In re:

MONTREAL MAINE & ATLANTIC  
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670  
Chapter 11

**ORDER APPROVING COMPROMISE AND SETTLEMENT WITH GREAT  
AMERICAN INSURANCE COMPANY AND CERTAIN INSUREDS**

This matter came before this Court on the *Chapter 11 Trustee's Motion for Order Approving Compromise and Settlement with Great American Insurance Company and Certain Insureds* (the "Motion")<sup>1</sup> after such notice and opportunity for hearing as is consistent with the Bankruptcy Code and the Bankruptcy Rules; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided; and it appearing that no other notice need be given; and a hearing having been held on the Motion; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtor, its estate and creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation, and sufficient cause appearing therefore, it is hereby **ORDERED**, **ADJUDGED**, and **DECREEED** that:

1. The Motion is granted upon the terms and conditions set forth herein.

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<sup>1</sup> Capitalized terms used, but not defined in this Order, have the meanings ascribed to such terms in the Motion.

2. The terms of the Settlement Agreement are fair and reasonable and are hereby approved. Pursuant to Fed. R. Bankr. P. 9019, the Trustee is authorized to enter into the Settlement Agreement.

3. GA shall pay the Trustee \$3,000,000 within five (5) days of the Execution Date of the Settlement Agreement.

4. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: October 9, 2015

/s/ Peter G. Cary

**The Honorable Peter G. Cary  
Chief Judge, United States Bankruptcy Court  
District of Maine**

**Certificate of Notice Page 3 of 5**  
 United States Bankruptcy Court  
 District of Maine

In re:  
 Montreal Maine & Atlantic Railway Ltd.  
 Debtor

Case No. 13-10670-PGC  
 Chapter 11

**CERTIFICATE OF NOTICE**

District/off: 0100-1

User: kford  
 Form ID: pdf901

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 Total Noticed: 91

Date Rcvd: Oct 09, 2015

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Oct 11, 2015.

db +Montreal Maine & Atlantic Railway Ltd., 15 Iron Road, Hermon, ME 04401-1136  
 aty +Alan S. Gilbert, 233 South Wacker Drive, Suite 7800, Chicago, IL 60606-6459  
 aty #+Allison M. Brown, Weil, Gotshal & Manges LLP, 301 Carnegie Center, Suite 303,  
 Princeton, NJ 08540-6589  
 aty +Arvin Maskin, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153-0119  
 aty Bernstein, Shur, Sawyer & Nelson, 100 Middle Street 6th Floor, PO Box 9729,  
 Portland, ME 04104-5029  
 aty +Bill Kroger, Baker Botts, 910 Louisiana Street, Houston, TX 77002-4995  
 aty +Blaire Cahn, Weil, Gotshal & Manges, LLP, 767 Fifth Avenue, New York, NY 10153-0119  
 aty +Christopher Fong, Esq., Paul Hastings LLP, 75 East 55th St., New York, NY 10022-3404  
 aty +Christopher J. Panos, Partridge Snow & Hahn, 30 Federal Street, Boston, MA 02110-2508  
 aty +Craig D. Brown, Meyers & Flowers, LLC, 3 North Second Street, Suite 300,  
 St. Charles, IL 60174-1870  
 aty Dennis M. Ryan, Esq., Faegre Baker Daniels LLP, 90 South 7th St Ste 2200,  
 Minneapolis, MN 55402-3901  
 aty +Devon H. MacWilliam, Partridge Snow & Hahn, LLP, 30 Federal Street, Boston, MA 02110-2508  
 aty #+Diane P. Sullivan, Weil, Gotshal & Manges LLP, 301 Carnegie Center, Suite 303,  
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 Philadelphia, PA 19103-7031  
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 aty +James K. Robertson, Jr., Esq., Carmody Torrance Sandak & Hennessey, 50 Leavenworth Street,  
 Waterbury, CT 06702-2112  
 aty +Jason R. Gagnon, Esq., Carmody Torrance Sandak & Hennessey, 50 Leavenworth Street,  
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 aty +Jeffrey C. Steen, Esq., Sidley Austin LLP, One South Dearborn, Chicago, IL 60603-2323  
 aty +Ji Eun Kim, Paul Hastings, LLP, 75 East 55th Street, New York, NY 10022-3404  
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 Bangor, ME 04402-0917  
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 Washington, DC 20036-5405  
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 Portland, ME 04104-5029  
 aty +Omar J. Alaniz, Baker Botts, 2001 Ross Avenue, Dallas, TX 75201-2980  
 aty +Paul Hastings LLP, 75 East 55th St., New York, NY 10022-3404  
 aty +Randy L. Fairless, Johanson & Fairless, LLC, 1456 First Colony Blvd.,  
 Sugar Land, TX 77479-4084  
 aty +Robert Jackstadt, Tueth, Keeney, Cooper, Mohan & Jackstadt, 101 West Vandalia, Suite 210,  
 Edwardsville, IL 62025-1949  
 aty +Sarah R. Borders, King & Spalding LLP, 1180 Peachtree Street, NE, Atlanta, GA 30309-7525  
 aty +Shaw Fishman Glantz & Towbin LLC, 321 N, Clark Street, Suite 800, Chicago, IL 60654-4766  
 aty +Stefanie Wowchuck McDonald, 233 South Wacker Drive, Suite 7800, Chicago, IL 60606-6459  
 aty +Stephen Edward Goldman, Robinson & Cole LLP, 280 Trumbull Street, Hartford, CT 06103-3597  
 aty +Stephen Wald, Partridge Snow & Hahn, LLP, 30 Federal Street, Boston, MA 02110-2508  
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 Providence, RI 02903-2485  
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 aty +Timothy A. Davidson, Andrews Kurth LP, 600 Travis St., Suite 4200, Houston, TX 77002-2929  
 aty +Victoria Morales, Esq., Maine Department of Transportation, 16 State House Station,  
 Augusta, ME 04333-0016  
 aty +Victoria Vron, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153-0119  
 aty +Virginia Strasser, Surface Transportation Board, 395 E Street, S.W.,  
 Washington, DC 20423-0012  
 aty William K. McKinley, Esq., Troubh Heisler, 511 Congress Street, PO Box 9711,  
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 aty +Wystan M. Ackerman, Robinson & Cole LLP, 280 Trumbull Street, Hartford, CT 06103-3597  
 tr +Robert J. Keach, Bernstein Shur Sawyer & Nelson, 100 Middle Street, P.O. Box 9729,  
 Portland, ME 04104-5029

District/off: 0100-1 User: kford Page 2 of 3 Date Rcvd: Oct 09, 2015  
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cr +Clean Harbors, 42 Lonwater Dr., Norwell, MA 02061-1612  
cr Daniel Aube, 308 St-Lambert Street, Sherbrooke, QU J1C0N9, CANADA  
fa +Development Specialists, Inc., Fred Caruso, Suite 2300, 70 West Madison Street,  
Chicago, IL 60602-4250  
cr +Eastern Maine Railway Company, c/o Alan Lepene, 3900 Key Center, 127 Public Square,  
Cleveland, OH 44114-1217  
cr +Estates of Marie Alliance, et al, c/o Murtha Cullina LLP, 99 High Street,  
Boston, ME 02110-2320  
cr +Estates of Stephanie Bolduc, c/o Meyers & Flowers, LLC, 3 North Second Street, Suite 300,  
St. Charles, IL 60174-1870  
cr +Fred's Plumbing & Heating, Inc., 328 Main Street, Derby, VT 05829-9743  
cr Frederick J. Williams, 74 Bellevue Street, Compton, QU JOB 1L0, CANADA  
cr +GNP Maine Holdings, LLC, 50 Main Street, East Millinocket, ME 04430-1158  
cr +General Electric Railcar Services Corporation, c/o Pierce Atwood LLP,  
Attn: Keith J. Cunningham, 254 Commercial Street, Portland, ME 04101-1110  
intp +Irving Paper Limited, c/o Pierce Atwood LLP, Attn: Keith J. Cunningham,  
254 Commercial Street, Portland, ME 04101-1110  
intp +Irving Pulp & Paper, Limited, c/o Pierce Atwood LLP, Attn: Keith J. Cunningham,  
254 Commercial Street, Portland, ME 04101-1110  
intp +J.D. Irving, Limited, c/o Pierce Atwood LLP, 254 Commercial Street,  
Portland, ME 04101-4664  
cr +Jeffrey C. Durant, 1029 Main Rd., Brownville, ME 04414-3208  
cr +Lexington Insurance Company, c/o Marcus A. Helt, Esq., Gardere Wynne Sewell LLP,  
1601 Elm St Ste 3000, Dallas, TX 75201-4761  
cr +Maine Department of Transportation, c/o Victoria Morales, 16 State House Station,  
Augusta, ME 04333-0016  
cr +Maine Northern Railway Company, c/o Alan Lepene, 3900 Key Center, 127 Public Square,  
Cleveland, OH 44114-1217  
cr +New Brunswick Southern Railway Company, c/o Alan R. Lepene, 3900 Key Center,  
127 Public Square, Cleveland, OH 44114-1217  
intp +Oasis Petroleum, Inc., c/o Timtohy H. Norton, Esq., P.O. Box 597, Portland, ME 04112-0597  
cr +Real Custeau Claimants et al, c/o Mitchell A. Troups, Esq., PO Box 350,  
Beaumont, TX 77704-0350  
cr +Robert D. Thomas, 49 Park Street, Dexter, ME 04930-1439  
cr +Shell Oil Company, c/o Jessica Lewis, Molleur Law Office, 95 Main Street,  
Auburn, ME 04210-5854  
cr +Sierra Liquidity Fund, LLC, 19772 MacArthur Blvd. # 200, Irvine, CA 92612-2405  
cr +Stephen C. Currie, 17 Dodlin Road, Enfield, ME 04493-4204  
intp +Surface Transportation Board, 395 E Street, S.W., Washington, DC 20423-0012  
cr Trinity Industries Leasing, Inc., c/o One City Center, Portland, ME 04101  
cr Trinity Industries, Inc., c/o One City Center, Portland, ME 04101  
cr Trinity Rail Leasing 2012 LLC, c/o One City Center, Portland, ME 04101  
cr Trinity Tank Car, Inc., c/o One City Center, Portland, ME 04101  
cr Union Tank Car Company, c/o Regan M. Haines, PO Box 7320, Portland, ME 04112-7320  
cr +United States of America, c/o Department of Justice, Civil Divisio, 1100 L Street, N.W.,  
Room 10052, Washington, DC 20005-4035  
intp +William R. Moorman, Jr., Partridge Snow & Hahn, LLP, 30 Federal Street,  
Boston, MA 02110-2508

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.  
aty E-mail/Text: mhenderson@verrilldana.com Oct 09 2015 18:38:11 Verrill & Dana, LLP,  
One Portland Square, P.O. Box 586, Portland, ME 04112-0586  
aty E-mail/Text: mhenderson@verrilldana.com Oct 09 2015 18:38:11 Verrill Dana LLP,  
One Portland Square, P.O. Box 586, Portland, ME 04112-0586  
cr E-mail/Text: bankruptcy@bangor.com Oct 09 2015 18:38:22 Bangor Savings Bank, P.O.Box 930,  
Bangor, ME 04402-0930  
cr +E-mail/Text: ckimball@rudmanwinchell.com Oct 09 2015 18:38:32  
Center Beam Flat Car Company, Inc., c/o Curtis Kimball, Esq., P.O. Box 1401,  
Bangor, ME 04402-1401  
cr +E-mail/Text: ckimball@rudmanwinchell.com Oct 09 2015 18:38:32 First Union Rail,  
c/o Curtis Kimball, Esq., P.O. Box 1401, Bangor, ME 04402-1401

TOTAL: 5

\*\*\*\*\* BYPASSED RECIPIENTS (undeliverable, \* duplicate) \*\*\*\*\*

cr DPTS Marketing, LLC  
cr Dakota Petroleum Transport Solutions, LLC  
cr Estate of Jefferson Troester  
intp Wrongful Death, Personal Injury, Business, Propert

TOTALS: 4, \* 0, ## 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.  
USPS regulations require that automation-compatible mail display the correct ZIP.

Addresses marked '#' were identified by the USPS National Change of Address system as requiring an update.  
While the notice was still deliverable, the notice recipient was advised to update its address with the court  
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User: kford  
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\*\*\*\*\* BYPASSED RECIPIENTS (continued) \*\*\*\*\*

**I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.**

**Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.**

Date: Oct 11, 2015

Signature: /s/Joseph Speetjens

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### CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on October 9, 2015 at the address(es) listed below:

NONE.

TOTAL: 0