

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

In re:

MONTREAL MAINE & ATLANTIC
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670

Chapter 11

**SECOND AND FINAL APPLICATION FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR PRIME CLERK LLC, AS NOTICING AND
SOLICITATION AGENT TO THE TRUSTEE, ROBERT J. KEACH, FOR
THE PERIOD FROM AUGUST 1, 2015 THROUGH DECEMBER 22, 2015**

Name of Applicant:	Prime Clerk LLC
Authorized to Provide Professional Services to:	Robert J. Keach, the duly appointed Chapter 11 trustee of the bankruptcy estate of the Debtor
Petition Date:	August 7, 2013
Effective Date of Retention:	May 5, 2015
Period for which compensation and reimbursement is sought:	August 1, 2015 through December 22, 2015 (the " Compensation Period ")
Amount of fees requested:	\$38,286.45
Amount of expense reimbursement requested:	\$1,506.27
Total fees and expenses sought for the Compensation Period:	\$39,792.72

This is a Final Application.

Prior Fee Application

Date Filed; D.E.	Period	Requested		Approved/Received	
		Fees	Expenses	Fees	Expenses
09/04/15; D.E. 1638	5/5/15-7/31/15	\$34,430.40	\$425,517.21	\$34,430.40	\$425,517.21

Summary of Hours Billed by Prime Clerk Employees During the Compensation Period

Prime Clerk Employee	Position of the Applicant	Total Hours	Hourly Rate	Total Fees Requested
Daloia, James F.	Director of Solicitation	1.50	\$250.00	\$375.00
Pullo, Christina	Director of Solicitation	35.60	\$250.00	\$8,900.00
Adler, Adam M.	Director	10.90	\$195.00	\$2,125.50
Ruiz, Gustavo A.	Director	7.40	\$180.00	\$1,332.00
Aaronson, Heather L.	Senior Consultant	1.40	\$170.00	\$238.00
Bishop, Brandon N.	Senior Consultant	4.00	\$150.00	\$600.00
Falda, Joshua D.	Senior Consultant	1.90	\$150.00	\$285.00
Deboissiere, Michael	Solicitation Consultant	3.00	\$225.00	\$675.00
Falda, Joshua D.	Solicitation Consultant	12.20	\$225.00	\$2,745.00
Kesler, Stanislav T.	Solicitation Consultant	54.30	\$225.00	\$12,217.50
Labissiere, Pierre	Solicitation Consultant	16.70	\$225.00	\$3,757.50
DePalma, Greg M.	Consultant	0.10	\$135.00	\$13.50
De Souza, Delicia	Consultant	2.40	\$130.00	\$312.00
Chan, Sze Wah	Consultant	0.10	\$120.00	\$12.00
Sias, James M.	Consultant	0.20	\$120.00	\$24.00
Stern, Ian	Consultant	0.50	\$120.00	\$60.00
Tamir, Ariel	Consultant	0.20	\$120.00	\$24.00
Jones, Terrence A.	Consultant	0.10	\$105.00	\$10.50
Li, Daniel	Consultant	0.10	\$95.00	\$9.50
Rowe, Stefania M.	Consultant	10.00	\$95.00	\$950.00
Calder, Kiana O.	Analyst	2.00	\$50.00	\$100.00
Chan, Henry K.	Analyst	11.50	\$50.00	\$575.00
Chen, Tony Y.	Analyst	12.30	\$50.00	\$615.00
Dibba, Pradeep P.	Analyst	13.00	\$50.00	\$650.00
Gankyuyag, Munkhnaran G.	Analyst	12.20	\$50.00	\$610.00
Pasabangi, Gerhald R.	Analyst	16.50	\$50.00	\$825.00
Perez, Tanner-Rey P.	Analyst	8.00	\$50.00	\$400.00
Rivera, Christian I.	Analyst	9.80	\$50.00	\$490.00

Prime Clerk Employee	Position of the Applicant	Total Hours	Hourly Rate	Total Fees Requested
Shontonwa, Lookman O.	Analyst	10.00	\$50.00	\$500.00
Titcombe, Anthony O.	Analyst	5.80	\$50.00	\$290.00
Banskota, Yukta	Analyst	3.50	\$45.00	\$157.50
Higgins, Sebastian V.	Analyst	43.80	\$45.00	\$1,971.00
Inderjit, Andrew C.	Analyst	6.10	\$45.00	\$274.50
Liu, Calvin	Analyst	11.90	\$35.00	\$416.50
	Total:	329.00		\$42,540.50¹
	Blended Rate		\$129.30	

Summary of Fees Billed by Subject Matter During the Compensation Period

Matter Description	Total Hours	Total Fees Requested
Ballots	206.60	\$20,552.50
Call Center / Credit Inquiry	5.50	\$991.50
Document Processing	0.20	\$10.00
Noticing	7.10	\$1,360.00
Retention / Fee Application	12.00	\$2,305.00
Return Mail Processing	33.80	\$2,108.50
Solicitation	63.70	\$15,202.50
Website Maintenance	0.10	\$10.50
Total	329.00	\$42,540.50¹

Summary of Expenses During the Compensation Period

Expense	Total Fees Requested
After Hours Transportation	\$150.74
Customization / Envelope Printing	\$0.05
Delivery, Message & Storage Services	\$75.00
Electronic Filing	\$57.48
Non-Mailing Printing	\$160.20
Overtime Meals	\$112.66
Pacer	\$59.80
Postage	\$86.23
Printing	\$1.20
Standard #10 Envelopes	\$0.05
Toll Free Charges	\$38.62
Travel	\$764.24
Total	\$1,506.27

¹ In accordance with Prime Clerk LLC's retention, this amount has been discounted by Prime Clerk from \$42,540.50 to \$38,286.45 (which is the amount of fees reflected as being sought on the first page hereof).

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**SECOND AND FINAL APPLICATION
FOR COMPENSATION AND REIMBURSEMENT OF
EXPENSES FOR PRIME CLERK LLC, AS NOTICING AND
SOLICITATION AGENT TO THE TRUSTEE, ROBERT J. KEACH, FOR
THE PERIOD FROM AUGUST 1, 2015 THROUGH DECEMBER 22, 2015**

Prime Clerk LLC (“**Prime Clerk**”), noticing and solicitation agent to Robert J. Keach, the duly appointed chapter 11 trustee (the “**Trustee**”) in the above-captioned chapter 11 case of Montreal Maine & Atlantic Railway, Ltd. (the, “**Debtor**”), files this second and final fee application (the “**Final Application**”), for (a) entry of an order approving on a final basis the fees and expenses already approved on an interim basis as set forth below and (b) payment of compensation for professional services and for reimbursement of actual and necessary expenses on a final basis for the period from August 1, 2015 through December 22, 2015 (the “**Compensation Period**”). In support of the Final Application, Prime Clerk respectfully represents as follows:

Jurisdiction

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory bases for the relief requested herein are sections 327, 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 2016-1 of the local rules of this Court (the “**Local Rules**”).

Background

4. On August 7, 2013 (the “**Petition Date**”), the Debtor filed a voluntary petition for relief under chapter 11 of title 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Maine (the “**Court**”). On August 21, 2013, the United States Trustee (the “**U.S. Trustee**”) appointed the Trustee to serve in the Debtor’s chapter 11 case (the “**Case**”) pursuant to section 1163 of the Bankruptcy Code.

5. On May 18, 2015, the Trustee filed his *Application for Order Pursuant to 11 U.S.C. §§ 327(a) and 328(a) Authorizing the Employment of Prime Clerk, LLC as Noticing and Solicitation Agent Nunc Pro Tunc to May 5, 2015* [D.E. 1429] (the “**Retention Application**”). On June 2, 2015, the Court entered the *Order Pursuant to 11 U.S.C. §§ 327(a) and 328(a) Authorizing the Employment of Prime Clerk, LLC as Noticing and Solicitation Agent Nunc Pro Tunc to May 5, 2015* [D.E. 1438] (the “**Retention Order**”), authorizing the Trustee to employ Prime Clerk as noticing and solicitation agent on the terms set forth in the Retention Application and the Services Agreement (as defined in the Retention Application).

6. As set forth in the Retention Application, Prime Clerk has substantial expertise and experience in such areas as noticing, claims and solicitation agent services. Pursuant to the Retention Order and the Services Agreement, Prime Clerk is authorized to provide the Trustee with services such as: (i) the preparation and service of required notices and documents in the Case; (ii) translation services; (iii) solicitation and tabulation of votes on the *Trustee’s Revised First Amended Plan of Liquidation Dated July 15, 2015* [D.E. 1822] (as may be amended,

supplement or modified, from time to time, the “**Plan**”); (iv) creation and maintenance of a list of all potential creditors, equity holders and other parties-in-interest, including contact information for all parties described in Bankruptcy Rule 2002(i), (j) and (k) and those parties that have filed a notice of appearance pursuant to Bankruptcy Rule 9010; (v) maintenance of a post office box or address for the purpose of receiving returned mail, and processing of all mail received; (vi) preparation and filing of an affidavit of service for all pleadings served; (vii) assistance in the dissemination of information to the public and the response to requests for administrative information regarding the case; (viii) boxing and transportation of all original documents as provided by the Clerk’s Office at the close of the Case; and (ix) preparing for and travelling to and from the confirmation hearing.

7. The Retention Order further provides that Prime Clerk “shall apply to the Court for allowance of compensation and reimbursement of expenses incurred after the Petition Date in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and any orders entered in the Case regarding professional compensation and reimbursement of expenses.” See Retention Order at ¶4.

8. This Final Application is Prime Clerk’s final fee application to the Court for compensation of professional services and reimbursement of expenses pursuant to sections 328 and 331 of the Bankruptcy Code, Rule 2016 of the Bankruptcy Rules and Rule 2016-1 of the Local Rules. Since entry of the Retention Order, and throughout the Case, Prime Clerk has worked with the Trustee on tasks including and related to the implementation of solicitation of the Plan in a manner beneficial to the Debtor and the creditors of the Debtor’s estate. The services provided by Prime Clerk over the course of the Debtor’s Case have resulted in Prime

Clerk billing a total of 531.30 hours and incurring an aggregate amount of fees and expenses equal to \$499,740.33.

9. All services for which compensation and reimbursement is requested herein by Prime Clerk were performed for or on behalf of the Trustee. There is no agreement or understanding between Prime Clerk and any other person, other than its affiliates, partners, managers, directors and employees, for sharing of the compensation to be received for services rendered to the Trustee in this Case.

Compensation Sought and Paid

10. In accordance with the Bankruptcy Code, on September 4, 2015, Prime Clerk filed its *First Interim Application for Compensation and Reimbursement of Expenses for Prime Clerk LLC, as Noticing and Solicitation Agent to the Trustee, Robert J. Keach, for the Period from May 5, 2015 through July 31, 2015* [D.E. 1638] (the “**First Interim Fee Application**”).

11. Pursuant to the First Interim Fee Application, Prime Clerk sought a grand total of \$459,947.61 equal to (i) \$34,430.40 on account of reasonable and necessary professional fees and (ii) reimbursement of actual and necessary expenses in the aggregate amount of \$425,517.21. In accordance with the *Order Granting First Interim Application for Compensation and Reimbursement of Expenses for Prime Clerk LLC, as Noticing and Solicitation Agent to the Trustee, Robert J. Keach, for the Period from May 5, 2015 through July 31, 2015* [D.E. 1757] (the “**First Interim Fee Order**”), dated October 1, 2015, Prime Clerk has been paid an aggregate amount of \$459,947.61, which is equal to all fees and expenses requested in the First Interim Fee Application.

12. By this Final Application, Prime Clerk seeks final approval of the fees and expenses approved pursuant to the First Interim Fee Order.

Compensation and Reimbursement Requested for the Compensation Period

13. During the Compensation Period, Prime Clerk incurred fees and expenses in the aggregate amounts of (i) \$38,286.45 on account of reasonable and necessary professional services rendered to the Debtor by Prime Clerk; and (ii) \$1,506.27 of actual and necessary costs and expenses. As of the date hereof, Prime Clerk has neither sought nor requested any such fees from the Debtor or the Court, and as such, includes herein all such amounts incurred during the Compensation Period for final allowance and approval.

14. Pursuant to Rule 2016(a) of the Bankruptcy Rules and Local Rule 2016-1(a)(3)(iv), detailed statements describing the services provided by Prime Clerk to the Trustee during the Compensation Period is set forth as **Exhibit A**, annexed hereto and incorporated herein by reference, which: (a) identifies the individual that rendered services in each subject matter; (b) describes each activity or service that the individual performed; and (c) states the number of hours (in increments of tenths of an hour) spent by the individual providing the services. In addition, **Exhibit A** sets forth the actual and necessary expenses incurred by Prime Clerk in rendering services to the Trustee.

15. In addition, pursuant to Local Rule 2016-1(a)(3)(iv), detailed information describing the total hours billed and the total amounts billed for each employee of Prime Clerk that provided services to the Trustee during the Compensation Period, and associated expenses incurred, is contained in the tables located at the beginning of this Final Application.

Summary of Services Rendered During the Compensation Period

16. The services that Prime Clerk rendered during the Compensation Period are grouped by subject matter and are summarized as follows:

- **Ballots**

Fees: \$20,552.50; Hours: 206.60

Ballot services rendered by Prime Clerk included, processing incoming ballots, including receiving, date stamping, scanning and inputting ballots into the voting database.

- Call Center / Credit Inquiry

Fees: \$991.50; Hours: 5.50

Call Center / Credit Inquiry services provided included responding to inquiries received from interested parties regarding solicitation of the Plan.

- Document Processing

Fees: \$10.00; Hours: 0.20

Document Processing services rendered by Prime Clerk included filing an executed affidavit of service in the case folder.

- Noticing

Fees: \$1,360.00; Hours: 7.10

Noticing services rendered by Prime Clerk included coordinating and executing the production of the mailing of the solicitation documents, such as the Plan and related disclosure statement.

- Retention / Fee Application

Fees: \$2,305.00; Hours: 12.00

Retention / Fee Application services rendered by Prime Clerk included drafting, reviewing and revising the First Interim Fee Application.

- Return Mail Processing

Fees: \$2,108.50; Hours: 33.80

Return Mail Processing services rendered by Prime Clerk included reviewing, logging and processing return mails.

- Solicitation

Fees: \$15,202.50; Hours: 63.70

Solicitation services rendered by Prime Clerk included: (i) multiple meetings amongst the Prime Clerk case team regarding solicitation logistics and ballot processing and tabulation; (ii) preparing for and participating on conferences with counsel to the Trustee regarding solicitation, ballots and tabulation; (iii) generating and updating the case vote tabulation database; (iv) auditing the security position report received from Broadridge; (v) creating and circulating the voting report to case professionals; (vi) drafting, reviewing and revising the vote declaration; and (vii) preparing for and attending the confirmation hearing.

- Website Maintenance

Fees: \$10.50; Hours: 0.10

Maintenance of Website services rendered by Prime Clerk included quality assurance review of the case website.

Prime Clerk's Requested Fees and Reimbursement of Expenses Should be Allowed by this Court

17. Section 330 of the Bankruptcy Code provides, in pertinent part, that a court may award a professional employed under section 327 of the Bankruptcy Code “reasonable compensation for actual, necessary services rendered ... and reimbursement for actual, necessary expenses.” 11 U.S.C. § 330(a)(1). In addition, Section 330 of the Bankruptcy Code sets forth the criteria for the award of compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded ... the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (a) the time spent on such services;
- (b) the rates charged for such services;

- (c) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (d) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (e) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (f) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

18. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amounts requested herein by Prime Clerk are fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the rates charged for such services, (d) the nature and extent of the services rendered, (e) the value of such services and (f) the costs of comparable services other than in a case under this title.

19. Further, Prime Clerk's hourly rates are set at a level designed to fairly compensate Prime Clerk for the work of its professionals and to cover routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere.

Conclusion

WHEREFORE, Prime Clerk respectfully requests that the Court enter an order: (i) approving on a final basis, pursuant to § 330: (a) all compensation and expenses already approved on an interim basis in the First Interim Fee Order and (b) compensation for services rendered during the Compensation Period in the amount of \$38,286.45 and reimbursement of actual and necessary costs and expenses in the amount of \$1,506.27; and (ii) granting such other further relief as the Court deems just and proper.

Dated: February 19, 2016
New York, New York

/s/ Adam M. Adler
Adam M. Adler
Director of Quality Assurance & Legal
Affairs
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Hourly Fees by Employee through August 2015

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
CL	Liu, Calvin	AN - Analyst	1.50	\$35.00	\$52.50
SVH	Higgins, Sebastian V	AN - Analyst	18.70	\$45.00	\$841.50
KOC	Calder, Kiana O	AN - Analyst	1.50	\$50.00	\$75.00
HKC	Chan, Henry K	AN - Analyst	3.00	\$50.00	\$150.00
TYC	Chen, Tony Y	AN - Analyst	0.20	\$50.00	\$10.00
PPD	Dibba, Pradeep P	AN - Analyst	3.50	\$50.00	\$175.00
CIR	Rivera, Christian I	AN - Analyst	1.20	\$50.00	\$60.00
LOS	Shontonwa, Lookman O	AN - Analyst	6.00	\$50.00	\$300.00
AOT	Titcombe, Anthony O	AN - Analyst	2.00	\$50.00	\$100.00
SMR	Rowe, Stefania M	CO - Consultant	10.00	\$95.00	\$950.00
JMS	Sias, James M	CO - Consultant	0.20	\$120.00	\$24.00
IS	Stern, Ian	CO - Consultant	0.50	\$120.00	\$60.00
AT	Tamir, Ariel	CO - Consultant	0.20	\$120.00	\$24.00
GMD	DePalma, Greg M	CO - Consultant	0.10	\$135.00	\$13.50
JDF	Falda, Joshua D	SC - Senior Consultant	1.70	\$150.00	\$255.00
AMA	Adler, Adam M	DI - Director	9.70	\$195.00	\$1,891.50
MD	Deboissiere, Michael	SA - Solicitation Consultant	1.00	\$225.00	\$225.00
JF	Falda, Joshua	SA - Solicitation Consultant	4.70	\$225.00	\$1,057.50
STTK	Kesler, Stanislav T	SA - Solicitation Consultant	22.30	\$225.00	\$5,017.50
PL	Labissiere, Pierre	SA - Solicitation Consultant	8.50	\$225.00	\$1,912.50
JFD	Daloia, James F	DS - Director of Solicitation	1.50	\$250.00	\$375.00
CP	Pullo, Christina	DS - Director of Solicitation	2.80	\$250.00	\$700.00
TOTAL:			100.80		\$14,269.50

Hourly Fees by Task Code through August 2015

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
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Montreal Maine & Atlantic Rail

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Invoice #: 1478

BALL	Ballots	38.30	\$4,201.50
DOCU	Document Processing	0.20	\$10.00
INQR	Call Center / Credit Inquiry	3.50	\$804.00
NOTI	Noticing	6.90	\$1,338.50
RETM	Return Mail Processing	22.70	\$1,562.50
RETN	Retention / Fee Application	9.40	1,833.00
SOLI	Solicitation	19.80	\$4,520.00
		TOTAL: 100.80	\$14,269.50

Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
08/03/15	AMA	DI	Quality assurance review of pending affidavit of service	Noticing	0.10
08/03/15	IS	CO	Review service request forms for accuracy	Noticing	0.30
08/03/15	JDF	SC	Review and audit service request form	Noticing	0.70
08/03/15	JF	SA	Process incoming ballots	Ballots	0.20
08/03/15	STTK	SA	Process incoming ballots	Ballots	0.40
08/03/15	STTK	SA	Input ballots into voting database	Ballots	0.10
08/04/15	AMA	DI	Quality assurance review of pending affidavit of service	Noticing	0.10
08/04/15	AT	CO	Respond to creditor inquiries; update inquiry log	Call Center / Credit Inquiry	0.20
08/04/15	CP	DS	Coordinate with counsel regarding chapter 15 solicitation affidavit	Noticing	0.20
08/04/15	JDF	SC	Review and audit service request form	Noticing	1.00
08/04/15	JFD	DS	Respond to creditor inquiries related to ongoing solicitation	Call Center / Credit Inquiry	1.50
08/04/15	STTK	SA	Review and audit service request forms	Noticing	3.30
08/05/15	CIR	AN	Review, log and process return mail	Return Mail Processing	0.30
08/05/15	IS	CO	Review service request forms for accuracy	Noticing	0.20
08/05/15	MD	SA	Confer and coordinate with case team re tracking returned ballots	Solicitation	0.10
08/05/15	PL	SA	Quality assurance review of vote tabulation database	Solicitation	1.50
08/05/15	PL	SA	Quality assurance review of voting results report summary	Solicitation	0.30
08/05/15	PL	SA	Confer and coordinate with case team re setting vote tabulation database	Solicitation	0.20
08/05/15	STTK	SA	Generate vote tabulation database in preparation for solicitation	Solicitation	4.60
08/05/15	STTK	SA	Confer and coordinate with case team re creating barcodes for incoming ballots	Solicitation	0.10
08/05/15	STTK	SA	Audit broadridge security position report	Solicitation	0.10
08/05/15	STTK	SA	Review and audit service request forms	Noticing	0.60
08/06/15	CIR	AN	Review, log and process return mail	Return Mail Processing	0.30
08/06/15	CP	DS	Coordinate with case team regarding ballot and tabulation issues	Solicitation	0.40
08/06/15	LOS	AN	Process incoming claims	Claim Processing	3.00
08/06/15	PPD	AN	Review, log and process return mail	Return Mail Processing	3.50
08/06/15	STTK	SA	Input ballots into voting database	Ballots	1.20

08/06/15	STTK	SA	Process incoming ballots	Ballots	0.40
08/06/15	SVH	AN	Process incoming ballots	Ballots	0.50
08/06/15	TYC	AN	File executed affidavit of service in the case folder	Document Processing	0.20
08/07/15	CIR	AN	Review, log and process return mail	Return Mail Processing	0.30
08/07/15	CP	DS	Coordinate with case team and counsel regarding ballots and tabulation issues	Solicitation	0.60
08/07/15	PL	SA	Prepare vote declaration	Solicitation	1.50
08/07/15	PL	SA	Input ballots into voting database	Ballots	0.40
08/07/15	STTK	SA	Update vote tabulation database	Solicitation	2.80
08/07/15	STTK	SA	Input ballots into voting database	Ballots	1.70
08/07/15	STTK	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	0.20
08/07/15	SVH	AN	Process incoming ballots	Ballots	0.80
08/10/15	CIR	AN	Review, log and process return mail	Return Mail Processing	0.20
08/10/15	CP	DS	Confer with case team and counsel regarding received ballots	Solicitation	0.30
08/10/15	HKC	AN	Review, log and process return mail	Return Mail Processing	3.00
08/10/15	LOS	AN	Review, log and process return mail	Return Mail Processing	2.00
08/10/15	LOS	AN	Process incoming ballots	Ballots	1.00
08/10/15	SVH	AN	Process incoming ballots	Ballots	0.30
08/11/15	CIR	AN	Review, log and process return mail	Return Mail Processing	0.10
08/11/15	JF	SA	Input of incoming ballots into voting database	Ballots	1.00
08/11/15	SVH	AN	Process incoming ballots	Ballots	2.50
08/12/15	CP	DS	Coordinate replacement ballot for creditor	Solicitation	0.10
08/12/15	JF	SA	Quality assurance review of incoming ballots	Ballots	0.50
08/12/15	MD	SA	Respond to inquiries re solicitation	Call Center / Credit Inquiry	0.40
08/12/15	MD	SA	Fulfill creditor request for additional solicitation materials	Solicitation	0.40
08/12/15	SVH	AN	Process incoming ballots	Ballots	3.10
08/13/15	CP	DS	Coordinate with case team and counsel regarding solicitation website update and ballot replacement request	Solicitation	0.20
08/13/15	GMD	CO	Coordinate and execute the production and fulfillment of the Supplemental Ballot Request mailing; quality control re same	Noticing	0.10
08/13/15	JMS	CO	Coordinate and quality control service of documents filed on August 13	Noticing	0.20
08/13/15	PL	SA	Coordinate and execute the production and fulfillment of the	Solicitation	0.60

			supplement ballot request mailing; quality control re same		
08/13/15	PL	SA	Update case website with solicitation related documents	Solicitation	0.30
08/13/15	SVH	AN	Process incoming ballots	Ballots	1.00
08/14/15	AMA	DI	Quality control service of documents filed on August 13	Noticing	0.10
08/14/15	PL	SA	Respond to creditor inquiry related to solicitation materials	Call Center / Credit Inquiry	0.30
08/14/15	PL	SA	Respond to creditor inquiry related to solicitation materials	Call Center / Credit Inquiry	0.30
08/14/15	PL	SA	Update case website with solicitation related materials	Solicitation	0.30
08/17/15	CP	DS	Coordinate with counsel regarding ballot tabulation	Solicitation	0.20
08/18/15	CL	AN	Review, log and process return mail	Return Mail Processing	1.50
08/18/15	CP	DS	Coordinate with case team and counsel regarding Class 13 parties report	Solicitation	0.30
08/18/15	JF	SA	Quality assurance review of incoming ballots	Ballots	2.00
08/18/15	PL	SA	Respond to counsel's inquiry related to ongoing solicitation	Solicitation	0.50
08/18/15	SVH	AN	Process incoming ballots	Ballots	0.30
08/19/15	AOT	AN	Process incoming ballots	Ballots	1.50
08/19/15	CP	DS	Correspond with counsel regarding vote declaration and voting results (.2); respond to voter inquiry (.1)	Solicitation	0.30
08/19/15	PL	SA	Input ballots into voting database	Ballots	0.50
08/19/15	PL	SA	Respond to creditor inquiries related to ongoing solicitation	Call Center / Credit Inquiry	0.40
08/19/15	SVH	AN	Input ballots into voting database	Ballots	3.90
08/20/15	AMA	DI	Draft first interim fee application	Retention / Fee Application	3.60
08/20/15	AOT	AN	Process incoming ballots	Ballots	0.50
08/20/15	KOC	AN	Review, log and process return mail	Return Mail Processing	1.50
08/20/15	STTK	SA	Update vote tabulation database	Solicitation	3.00
08/20/15	STTK	SA	Input ballots into voting database	Ballots	0.40
08/20/15	SVH	AN	Input ballots into voting database	Ballots	1.00
08/21/15	AMA	DI	Review, revise and finalize draft of first interim fee application (1.1); confer with S. Waisman re same (.1); call with L. Zahradka re same	Retention / Fee Application	2.60
08/21/15	SVH	AN	Process incoming ballots	Ballots	1.10
08/24/15	STTK	SA	Input ballots into voting database	Ballots	1.00
08/24/15	SVH	AN	Process incoming ballots	Ballots	0.20
08/24/15	SVH	AN	Input ballots into voting database	Ballots	0.20
08/25/15	SVH	AN	Process incoming ballots	Ballots	1.70
08/26/15	AMA	DI	Review and revise first interim fee application (1.0); emails with S. Waisman re same (.4)	Retention / Fee Application	1.40

08/26/15	JF	SA	Quality assurance review of incoming ballots	Ballots	1.00
08/26/15	PL	SA	Quality assurance review of ballot tabulation database	Ballots	0.50
08/26/15	STTK	SA	Confer and coordinate with case team re processing and inputting incoming ballots	Ballots	0.10
08/26/15	STTK	SA	Input ballots into voting database	Ballots	1.00
08/27/15	AMA	DI	Email with L. Zahradka re interim fee application; correspondence with S. Wasiman re same	Retention / Fee Application	0.30
08/27/15	SVH	AN	Input ballots into voting database	Ballots	1.00
08/28/15	SMR	CO	Review, log and process return mail	Return Mail Processing	2.00
08/28/15	SVH	AN	Process incoming ballots	Ballots	0.30
08/28/15	SVH	AN	Input ballots into voting database	Ballots	0.30
08/30/15	AMA	DI	Review and revise interim fee application (1.3); email to L. Zahradka re same (.2)	Retention / Fee Application	1.50
08/31/15	CP	DS	Confer with case team and trustee counsel regarding received ballots and tabulation issue	Solicitation	0.20
08/31/15	MD	SA	Confer and coordinate with case team re rejecting votes	Solicitation	0.10
08/31/15	PL	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	0.50
08/31/15	PL	SA	Respond to creditor inquiry related to on going solicitation	Call Center / Credit Inquiry	0.40
08/31/15	SMR	CO	Review, log and process return mail	Return Mail Processing	8.00
08/31/15	STTK	SA	Input ballots into voting database	Ballots	0.40
08/31/15	STTK	SA	Confer and coordinate with case team re answering creditor/nominee inquiries, e-mailing rejecting ballots and drafting vote declaration	Solicitation	0.10
08/31/15	STTK	SA	Quality assurance review of incoming ballots	Ballots	0.80
08/31/15	SVH	AN	Input ballots into voting database	Ballots	0.50
				Total Hours	100.80

Expense Detail

<u>Description</u>	<u>Units</u>	<u>Rate</u>	<u>Amount</u>
After Hours Transportation			\$97.28
Customization / Envelope Printing	1	0.05	\$0.05
Delivery, Messenger & Storage Services			\$75.00
Electronic Imaging	479	0.12	\$57.48
Non-Mailing Printing	65	0.10	\$6.50
Pacer			\$42.50

Expense Detail

<u>Description</u>	<u>Units</u>	<u>Rate</u>	<u>Amount</u>
Postage			\$61.38
Printing	12	0.10	\$1.20
Standard # 10 Envelopes	1	0.05	\$0.05
Toll Free Charges			\$2.55
	Total Expenses		\$343.99



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Hourly Fees by Employee through September 2015

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
CL	Liu, Calvin	AN - Analyst	10.40	\$35.00	\$364.00
YB	Banskota, Yukta	AN - Analyst	3.50	\$45.00	\$157.50
SVH	Higgins, Sebastian V	AN - Analyst	22.30	\$45.00	\$1,003.50
ACI	Inderjit, Andrew C	AN - Analyst	5.60	\$45.00	\$252.00
KOC	Calder, Kiana O	AN - Analyst	0.50	\$50.00	\$25.00
HKC	Chan, Henry K	AN - Analyst	8.50	\$50.00	\$425.00
TYC	Chen, Tony Y	AN - Analyst	12.10	\$50.00	\$605.00
PPD	Dibba, Pradeep P	AN - Analyst	9.50	\$50.00	\$475.00
MGG	Gankhuyag, Munkhnaran G	AN - Analyst	12.20	\$50.00	\$610.00
GRP	Pasabangi, Gerhald R	AN - Analyst	16.50	\$50.00	\$825.00
TPP	Perez, Tanner-Rey P	AN - Analyst	7.90	\$50.00	\$395.00
CIR	Rivera, Christian I	AN - Analyst	8.60	\$50.00	\$430.00
LOS	Shontonwa, Lookman O	AN - Analyst	4.00	\$50.00	\$200.00
AOT	Titcombe, Anthony O	AN - Analyst	2.00	\$50.00	\$100.00
DL	Li, Daniel	CO - Consultant	0.10	\$95.00	\$9.50
SWC	Chan, Sze Wah	CO - Consultant	0.10	\$120.00	\$12.00
DDS	De Souza, Delicia	CO - Consultant	2.40	\$130.00	\$312.00
BNB	Bishop, Brandon N	SC - Senior Consultant	4.00	\$150.00	\$600.00
JDF	Falda, Joshua D	SC - Senior Consultant	0.20	\$150.00	\$30.00
HLA	Aaronson, Heather L	SC - Senior Consultant	1.40	\$170.00	\$238.00
GAR	Ruiz, Gustavo A	DI - Director	7.40	\$180.00	\$1,332.00
AMA	Adler, Adam M	DI - Director	1.20	\$195.00	\$234.00
MD	Deboissiere, Michael	SA - Solicitation Consultant	0.50	\$225.00	\$112.50
JF	Falda, Joshua	SA - Solicitation Consultant	7.50	\$225.00	\$1,687.50
STTK	Kesler, Stanislav T	SA - Solicitation Consultant	31.90	\$225.00	\$7,177.50
PL	Labissiere, Pierre	SA - Solicitation Consultant	6.20	\$225.00	\$1,395.00

CP	Pullo, Christina	DS - Director of Solicitation	31.90	\$250.00	\$7,975.00
TOTAL:			218.40		\$26,982.00

Hourly Fees by Task Code through September 2015

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
BALL	Ballots	160.80	\$15,361.50
INQR	Call Center / Credit Inquiry	1.50	\$162.50
NOTI	Noticing	0.20	\$21.50
RETM	Return Mail Processing	10.30	\$507.00
RETN	Retention / Fee Application	2.60	\$472.00
SOLI	Solicitation	43.00	\$10,457.50
TOTAL:		218.40	\$26,982.00

Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
09/01/15	ACI	AN	Review, log and process return mail	Return Mail Processing	0.80
09/01/15	AMA	DI	Review and revise interim fee application (1.1); correspond with L. Zahradka re same (.1)	Retention / Fee Application	1.20
09/01/15	AOT	AN	Process incoming ballots	Ballots	0.50
09/01/15	DDS	CO	Process incoming ballots	Ballots	0.10
09/01/15	GRP	AN	Review, log and process return mail	Return Mail Processing	0.50
09/01/15	SVH	AN	Process incoming ballots	Ballots	1.20
09/01/15	SVH	AN	Input ballots into voting database	Ballots	1.20
09/02/15	AOT	AN	Process incoming ballots	Ballots	0.50
09/02/15	CP	DS	Coordinate with case team regarding voting report requested by counsel	Solicitation	0.40
09/02/15	MD	SA	Confer and coordinate with case team re ballots	Solicitation	0.10
09/02/15	PL	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	0.50
09/02/15	SVH	AN	Input ballots into voting database	Ballots	4.30
09/02/15	SVH	AN	Process incoming ballots	Ballots	1.50
09/03/15	CP	DS	Coordinate with case team regarding counsel comments to voting report	Solicitation	0.20
09/03/15	HLA	SC	Review and revise first interim fee application, notice of hearing and proposed form of order	Retention / Fee Application	1.40
09/03/15	MD	SA	Confer and coordinate with case team re vote declaration	Solicitation	0.10
09/03/15	PL	SA	Respond to counsel's inquiry related to incoming ballots	Solicitation	0.30
09/03/15	PL	SA	Quality assurance review of incoming ballots	Ballots	1.00
09/03/15	STTK	SA	Quality assurance review of incoming ballots	Ballots	2.90
09/03/15	STTK	SA	Input ballots into voting database	Ballots	1.30
09/03/15	SVH	AN	Input ballots into voting database	Ballots	0.20
09/03/15	SVH	AN	Process incoming ballots	Ballots	0.60
09/03/15	SWC	CO	Review and audit service request forms	Noticing	0.10
09/04/15	DDS	CO	Process incoming ballots	Ballots	0.30
09/04/15	PPD	AN	Input ballots into voting database	Ballots	2.50
09/04/15	STTK	SA	Quality assurance review of incoming ballots	Ballots	0.70
09/04/15	SVH	AN	Process incoming ballots	Ballots	2.80
09/08/15	ACI	AN	Review, log and process return mail	Return Mail Processing	0.20
09/08/15	CP	DS	Coordinate with case team and trustee counsel regarding	Solicitation	2.70

			ballot and tabulation issues		
09/08/15	MD	SA	Confer and coordinate with case team re incoming ballots and voting deadline	Solicitation	0.20
09/08/15	PL	SA	Quality assurance review of incoming ballots	Ballots	1.50
09/08/15	PL	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	0.50
09/08/15	STTK	SA	Quality assurance review of incoming ballots	Ballots	1.70
09/08/15	STTK	SA	Input ballots into voting database	Ballots	0.90
09/08/15	SVH	AN	Process incoming ballots	Ballots	0.80
09/09/15	ACI	AN	Review, log and process return mail	Return Mail Processing	0.30
09/09/15	AOT	AN	Listen to interested party voicemails and log for return	Call Center / Credit Inquiry	0.50
09/09/15	CIR	AN	Process incoming ballots	Ballots	3.30
09/09/15	CL	AN	Process incoming ballots	Ballots	5.20
09/09/15	CP	DS	Coordinate extensively with case team and trustee's counsel regarding ballot processing and tabulation issues	Solicitation	4.10
09/09/15	DDS	CO	Process incoming ballots	Ballots	1.50
09/09/15	GRP	AN	Process incoming ballots	Ballots	6.00
09/09/15	HKC	AN	Process incoming ballots	Ballots	3.00
09/09/15	JF	SA	Quality assurance review of incoming ballots	Ballots	1.00
09/09/15	KOC	AN	Quality assurance review of incoming ballots	Ballots	0.50
09/09/15	LOS	AN	Process incoming ballots	Ballots	3.50
09/09/15	MGG	AN	Process incoming ballots	Ballots	5.00
09/09/15	STTK	SA	Quality assurance review of incoming ballots	Ballots	2.80
09/09/15	SVH	AN	Process incoming ballots	Ballots	5.30
09/09/15	TPP	AN	Process incoming ballots	Ballots	4.00
09/09/15	TYC	AN	Quality assurance review of incoming ballots	Ballots	4.60
09/10/15	AOT	AN	Quality assurance review of incoming ballots	Ballots	0.50
09/10/15	BNB	SC	Process incoming ballots	Ballots	3.00
09/10/15	CIR	AN	Process incoming ballots	Ballots	2.30
09/10/15	CL	AN	Quality assurance review of incoming ballots	Ballots	5.20
09/10/15	CP	DS	Coordinate with case team regarding ballot processing and tabulation	Solicitation	4.80
09/10/15	DDS	CO	Process incoming ballots	Ballots	0.50
09/10/15	GAR	DI	Process incoming ballots	Ballots	3.50
09/10/15	GRP	AN	Process incoming ballots	Ballots	4.50
09/10/15	HKC	AN	Process incoming ballots	Ballots	2.00
09/10/15	JF	SA	Process incoming ballots	Ballots	2.00
09/10/15	JF	SA	Quality assurance review of incoming ballots	Ballots	2.00
09/10/15	MGG	AN	Review and audit service request forms	Ballots	2.50

09/10/15	STTK	SA	Quality assurance review of incoming ballots	Ballots	3.30
09/10/15	STTK	SA	Input ballots into voting database	Ballots	0.80
09/10/15	SVH	AN	Process incoming ballots	Ballots	1.20
09/10/15	TPP	AN	Process incoming ballots	Ballots	2.00
09/10/15	TYC	AN	Quality assurance review of incoming ballots	Ballots	4.10
09/10/15	YB	AN	Process incoming ballots	Ballots	3.50
09/11/15	ACI	AN	Process incoming ballots	Ballots	3.00
09/11/15	BNB	SC	Process incoming ballots	Ballots	1.00
09/11/15	CIR	AN	Process incoming ballots	Ballots	3.00
09/11/15	CP	DS	Review and revise vote declaration (2.2); coordinate with case team and trustee's counsel regarding ballot and tabulation issues (2.4)	Solicitation	4.60
09/11/15	GAR	DI	Meeting regarding ballots processing	Ballots	0.40
09/11/15	GAR	DI	Process incoming ballots	Ballots	3.50
09/11/15	GRP	AN	Process incoming ballots	Ballots	4.50
09/11/15	HKC	AN	Process incoming ballots	Ballots	3.50
09/11/15	JF	SA	Process incoming ballots	Ballots	1.50
09/11/15	MGG	AN	Process incoming ballots	Ballots	2.50
09/11/15	MGG	AN	Review and audit service request forms	Ballots	2.20
09/11/15	PL	SA	Quality assurance review of incoming ballots	Ballots	1.00
09/11/15	PL	SA	Respond to creditor inquires related to ongoing solicitation	Call Center / Credit Inquiry	0.50
09/11/15	STTK	SA	Quality assurance review of incoming ballots	Ballots	3.30
09/11/15	STTK	SA	Input ballots into voting database	Ballots	0.80
09/11/15	STTK	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	1.60
09/11/15	TPP	AN	Input ballots into voting database	Ballots	1.20
09/11/15	TYC	AN	Quality assurance review of incoming ballots	Ballots	2.90
09/14/15	CP	DS	Coordinate with case team and trustee's counsel regarding ballot and voting issues (1.8); review and revise vote declaration (2.1)	Solicitation	3.90
09/14/15	DL	CO	Review overnight delivery exception reports and handle accordingly	Noticing	0.10
09/14/15	LOS	AN	Listen to interested party voicemails and log for return	Call Center / Credit Inquiry	0.50
09/14/15	PL	SA	Quality assurance review of incoming ballots	Ballots	0.30
09/14/15	PL	SA	Quality assurance review of vote declaration	Solicitation	0.40
09/14/15	STTK	SA	Input ballots into voting database	Ballots	1.40
09/14/15	STTK	SA	Quality assurance review of incoming ballots	Ballots	2.30
09/14/15	STTK	SA	Prepare vote declaration	Solicitation	2.30
09/14/15	SVH	AN	Process incoming ballots	Ballots	0.20

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09/14/15	TYC	AN	Review, log and process return mail	Return Mail Processing	0.50
09/15/15	CP	DS	Revise vote declaration	Solicitation	1.90
09/15/15	MD	SA	Confer and coordinate with case team re vote declaration	Solicitation	0.10
09/15/15	PL	SA	Confer and coordinate with case team re finalizing vote declaration	Solicitation	0.20
09/15/15	PPD	AN	Review, Review, log and process return mail log and process return mail	Return Mail Processing	5.50
09/15/15	STTK	SA	Confer and coordinate with case team re vote declaration	Solicitation	0.10
09/15/15	STTK	SA	Prepare vote declaration	Solicitation	1.10
09/16/15	CP	DS	Finalize vote declaration based on comments from trustee's counsel	Solicitation	1.10
09/16/15	STTK	SA	Prepare vote declaration	Solicitation	2.40
09/16/15	TPP	AN	Review, log and process return mail	Return Mail Processing	0.50
09/17/15	ACI	AN	Process incoming ballots	Ballots	1.00
09/17/15	CP	DS	Coordinate with case team and trustee's counsel regarding Class 12 ballots	Solicitation	0.80
09/17/15	GRP	AN	Process incoming ballots	Ballots	1.00
09/17/15	JF	SA	Update of internal calendar for upcoming solicitation related deadlines	Solicitation	1.00
09/17/15	PPD	AN	Review, log and process return mail	Return Mail Processing	1.50
09/17/15	STTK	SA	Quality assurance review of incoming ballots	Ballots	2.20
09/17/15	SVH	AN	Process incoming ballots	Ballots	2.50
09/18/15	ACI	AN	Review, log and process return mail	Return Mail Processing	0.30
09/18/15	CP	DS	Coordinate with case team and trustee's counsel regarding Class 12 ballots	Solicitation	0.90
09/18/15	SVH	AN	Process incoming ballots	Ballots	0.50
09/23/15	CP	DS	Travel to and from Maine for confirmation hearing (half-time)	Solicitation	1.50
09/23/15	JDF	SC	Prepare appropriate documents for confirmation hearing	Solicitation	0.20
09/24/15	CP	DS	Travel back from Maine (half-time)	Solicitation	1.50
09/24/15	CP	DS	Prepare for and attend confirmation hearing	Solicitation	3.50
09/28/15	TPP	AN	Review, log and process return mail	Return Mail Processing	0.20
				Total Hours	218.40

Expense Detail

Montreal Maine & Atlantic Rail

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<u>Description</u>	<u>Units</u>	<u>Rate</u>	<u>Amount</u>
After Hours Transportation			\$53.46
Non-Mailing Printing	1,532	0.10	\$153.20
Overtime Meals			\$112.66
Pacer			\$16.20
Postage			\$24.85
Toll Free Charges			\$36.07
Travel			\$764.24
		Total Expenses	\$1,160.68



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Hourly Fees by Employee through October 2015

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
SVH	Higgins, Sebastian V	AN - Analyst	2.80	\$45.00	\$126.00
TPP	Perez, Tanner-Rey P	AN - Analyst	0.10	\$50.00	\$5.00
AOT	Titcombe, Anthony O	AN - Analyst	1.60	\$50.00	\$80.00
TAJ	Jones, Terrence A	CO - Consultant	0.10	\$105.00	\$10.50
MD	Deboissiere, Michael	SA - Solicitation Consultant	1.50	\$225.00	\$337.50
PL	Labissiere, Pierre	SA - Solicitation Consultant	2.00	\$225.00	\$450.00
CP	Pullo, Christina	DS - Director of Solicitation	0.90	\$250.00	\$225.00
TOTAL:			9.00		\$1,234.00

Hourly Fees by Task Code through October 2015

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
BALL	Ballots	6.90	\$944.50
INQR	Call Center / Credit Inquiry	0.50	\$25.00
RETM	Return Mail Processing	0.60	\$29.00
SOLI	Solicitation	0.90	\$225.00
WEBM	Maintenance of Website	0.10	\$10.50
TOTAL:		9.00	\$1,234.00

Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
10/07/15	AOT	AN	Listen to interested party voicemails and log for return	Call Center / Credit Inquiry	0.50
10/15/15	SVH	AN	Review, log and process return mail	Return Mail Processing	0.20
10/16/15	AOT	AN	Ballot search and review per request of counsel	Ballots	0.80
10/16/15	CP	DS	Coordinate with case team and trustee's counsel regarding voting party ballot search	Solicitation	0.90
10/16/15	MD	SA	Ballot search and review per request of counsel	Ballots	1.50
10/16/15	PL	SA	Quality assurance review of ballots received per counsel's request	Ballots	2.00
10/16/15	SVH	AN	Ballot search and review per request of counsel	Ballots	2.60
10/21/15	AOT	AN	Review, log and process return mail	Return Mail Processing	0.30
10/22/15	TPP	AN	Review, log and process return mail	Return Mail Processing	0.10
10/28/15	TAJ	CO	Quality assurance review of case website	Maintenance of Website	0.10
				Total Hours	9.00



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Hourly Fees by Employee through November 2015

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
ACI	Inderjit, Andrew C	AN - Analyst	0.50	\$45.00	\$22.50
AOT	Titcombe, Anthony O	AN - Analyst	0.20	\$50.00	\$10.00
STTK	Kesler, Stanislav T	SA - Solicitation Consultant	0.10	\$225.00	\$22.50
TOTAL:			0.80		\$55.00

Hourly Fees by Task Code through November 2015

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
BALL	Ballots	0.60	\$45.00
RETM	Return Mail Processing	0.20	\$10.00
TOTAL:		0.80	\$55.00

Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
11/02/15	AOT	AN	Review, log and process return mail	Return Mail Processing	0.20
11/12/15	STTK	SA	Coordinate transfer of ballots to outside storage facility	Ballots	0.10
11/13/15	ACI	AN	Process incoming ballots	Ballots	0.50
				Total Hours	0.80

Expense Detail

<u>Description</u>	<u>Units</u>	<u>Rate</u>	<u>Amount</u>	
Non-Mailing Printing	5	0.10	\$0.50	
Pacer			\$1.10	
			Total Expenses	\$1.60

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

In re:

MONTREAL MAINE & ATLANTIC
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670

Chapter 11

**ORDER GRANTING SECOND AND FINAL
APPLICATION FOR COMPENSATION AND REIMBURSEMENT
OF EXPENSES FOR PRIME CLERK LLC, AS NOTICING AND
SOLICITATION AGENT TO THE TRUSTEE, ROBERT J. KEACH, FOR
THE PERIOD FROM AUGUST 1, 2015 THROUGH DECEMBER 22, 2015**

This matter having come before the Court on the *Second and Final Application for Compensation and Reimbursement of Expenses for Prime Clerk LLC, as Noticing and Solicitation Agent to the Trustee, Robert J. Keach, for the Period from August 1, 2015 through December 22, 2015* (the “**Fee Application**”),¹ and after proper notice to all creditors and other parties-in-interest, the Court having independently reviewed the Fee Application, it is hereby **ORDERED, ADJUDGED, and DECREED** as follows:

1. The Fee Application is granted.
2. In relation to the Compensation Period and, pursuant to 11 U.S.C. § 330, Prime Clerk LLC is allowed compensation for services to the Trustee in the aggregate amount of **\$39,792.72**, including professional fees in the amount of \$38,286.45 and reimbursement of expenses in the amount of \$1,506.27.
3. The Fees and expenses for the Compensation Period are hereby awarded on a final basis in accordance with the applicable sections of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and this Court’s local rules.

¹ Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Final Application.

4. In addition, the \$459,947.61 in fees and expenses granted by this Court on an interim basis in the First Interim Fee Order, comprising, in the aggregate, (a) \$34,430.40 in fees and (b) \$425,517.21 in expenses, are also awarded on a final basis in accordance with the applicable sections of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and this Court's local rules.

5. For the avoidance of doubt, this Order approves, in the aggregate and on a final basis, in accordance with the applicable sections of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and this Court's local rules, \$499,740.33 in fees and expenses for Prime Clerk in its capacity as noticing and solicitation agent to the Trustee during the Debtor's chapter 11 case, comprising (a) \$72,716.85 in fees and (b) \$427,023.48 in expenses.

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

Prime Clerk LLC (“**Prime Clerk**”), noticing and solicitation agent to Robert J. Keach, the duly appointed Chapter 11 trustee (the “**Trustee**”) of the bankruptcy estate of Montreal Maine & Atlantic Railway, Ltd. (the “**Debtor**”), has filed the *Second and Final Application for Compensation and Reimbursement of Expenses for Prime Clerk LLC, as Noticing and Solicitation Agent to the Trustee, Robert J. Keach, for the Period from August 1, 2015 through December 22, 2015* (the “**Final Application**”). A hearing on the Final Application is set to take place at the United States Bankruptcy Court for the District of Maine, 537 Congress Street, Portland, Maine on **April 5, 2016 at 9:00 a.m. (ET)** (the “**Hearing**”).

By the Final Application, Prime Clerk seeks a total amount of \$39,792.72 which includes \$38,286.45 for compensation of professional fees and \$1,506.27 for reimbursement of expenses incurred with respect to services rendered on behalf of the Trustee during the period August 1, 2015 through December 22, 2015 (the “**Compensation Period**”). Prime Clerk seeks an order authorizing and approving this compensation for fees and expenses incurred during the Compensation Period on a final basis. In addition, as the Final Application is a final fee application, Prime Clerk seeks an order authorizing and approving all compensation for fees and expenses incurred throughout the Debtor’s chapter 11 case on a final basis.

On September 4, 2015, Prime Clerk filed the *First Interim Application for Compensation and Reimbursement of Expenses for Prime Clerk LLC, as Noticing and Solicitation Agent to the Trustee, Robert J. Keach, for the Period from May 5, 2015 through July 31, 2015* [D.E. 1638] (the “**First Interim Fee Application**”). Pursuant to the First Interim Fee Application, Prime Clerk sought a grand total of \$459,947.61, including \$34,430.40 on account of reasonable and necessary professional fees and reimbursement of actual and necessary expenses in the aggregate amount of \$425,517.21.

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

If you do not want the court to approve the Final Application, or if you want the court to consider your views on the Final Application, then on or before **March 18, 2016**, you or your

attorney must file with the court a written response explaining your position. If you are not able to access the CM/ECF Filing System, your response should be served upon the Court at:

Alec Leddy, Clerk
United States Bankruptcy Court
202 Harlow Street
Bangor, Maine 04401

-and-

Prime Clerk LLC
Attn: Adam M. Adler
830 Third Avenue, 9th Floor
New York, New York 10022

If you have to mail your response to the Court for filing, you must mail it early enough so that the Court will receive it on or before the date stated above.

If you or your attorney do not take these steps, the Court may decide that you do not oppose the relief sought in the Final Application and may enter an order granting that relief.

Dated: February 19, 2016
New York, New York

/s/ Adam M. Adler
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