

CANADA

SUPERIOR COURT
(Commercial Division)

PROVINCE OF QUEBEC
DISTRICT OF ST-FRANÇOIS

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, March ~~27~~28, 2014

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)

Debtor-Petitioner

and

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

Monitor

CLAIMS PROCEDURE ORDER

SEEING Petitioner's *Motion for an order approving a process to solicit claims and for the establishment of a claims bar date*, the exhibits, the affidavit of Mr. Robert C. Grindrod, as well as the submissions of counsel present at the hearing;

GIVEN the provisions of the CCAA;

WHEREFORE, THE COURT:SERVICE

- [1] ORDERS that the Petition is properly presentable on December 19, 2013 and that the time for service of the Petition herein be and is hereby abridged;

DEFINITIONS

- [2] ORDERS that the following terms in this Order shall, unless otherwise indicated, have the following meanings ascribed thereto:
- a) "BIA" means the Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3, as amended;
 - b) "Business Day" means a day, other than a Saturday, a Sunday, or a non-judicial day (as defined in article 6 of the Code of Civil Procedure, R.S.Q., c. C-25, as amended);
 - c) "CCAA" means the Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended;
 - d) "CCAA Proceedings" means the proceedings in respect of the Petitioner before the Court commenced pursuant to the CCAA;
 - e) "Claim" means any right of any Person against the Petitioner in connection with any indebtedness, liability or obligation of any kind of the Petitioner owed to such person and any interest accrued thereon or costs payable in respect thereof, whether liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, unsecured, present, future, known or unknown, by guarantee, surety or otherwise, and whether or not such right is executory or anticipatory in nature, including the right or ability of any Person to advance a claim for contribution or indemnity or otherwise with respect to any matter, action, cause or chose in action, whether existing at present or commenced in the future, which indebtedness, liability or obligation is based in whole or in part on facts existing prior to the Determination Date, or which would have been claims provable in bankruptcy had the Petitioner become bankrupt on the Determination Date, and, without limitation,

shall include (i) any Unaffected Claim, or (ii) any Restructuring Claim, provided however, that in no case shall a Claim include an Excluded Claim;

- f) "Claims Bar Date" means 5:00 p.m. (Montréal time) on ~~March 31,~~June 13, 2014;
- g) "Court" means the Québec Superior Court (Commercial Division);
- h) "Creditor" means any Person having a Claim and may, where the context requires, include the assignee of a Claim or a trustee, interim receiver, receiver, receiver and manager, or other Person acting on behalf of such Person and includes a Known Creditor. A Creditor shall not include an Excluded Creditor in respect of that Person's claim resulting from an Excluded Claim;
- i) "Creditors' Instructions" means the instructions for Creditors explaining how to file a Proof of claim;
- j) "Creditors' List" means a list of all Known Creditors;
- k) "Chapter 11 Case" means the Chapter 11 bankruptcy proceedings underway in the United States Bankruptcy Court, District of Maine, in respect of Montreal Maine & Atlantic Railway, Ltd.;
- l) "Derailment" means the train derailment that occurred on July 6, 2013 in the municipality of Lac-Mégantic, Québec;
- m) "Derailment Claim" means a claim for damages resulting from the Derailment;
- n) "Designated Newspapers" means La Presse, The Montreal Gazette, the Sherbrooke Record, La Tribune and L'Echo de Frontenac;
- o) "Determination Date" means August 8, 2013;
- p) "Excluded Claim" means any right of any Person against the Petitioner in connection with (i) any indebtedness, liability or obligation of any kind which came into existence on or after the Determination Date and any interest thereon, including any obligation of the Petitioner toward creditors who have supplied or shall supply services, utilities, goods or materials or who have or shall have advanced funds to the Petitioner after the

- Determination Date, but only to the extent of their claims in respect of the supply of such services, utilities, goods, materials or funds after the Determination Date and (ii) any Claim filed jointly with or between more than one Person and/or Creditor as part of a group or class claim;
- q) "Excluded Person" means a Person having a Claim in respect of an Excluded Claim but only in respect of such Excluded Claim and to the extent that the Plan does not otherwise affect such Claim;
 - r) "Initial Order" means the order of this Court made on August 8, 2013 under the CCAA;
 - s) "Known Creditor" means a Creditor listed in Schedule "A";
 - t) "Monitor" means Richter Advisory Group Inc., in its capacity as monitor pursuant to the Initial Order;
 - u) "Newspaper Notice" means the notice of this Order to be published in the Designated Newspapers on the Publication Date in accordance with paragraph [3], which shall set out the Claims Bar Date and the Creditors' Instructions, being substantially in the form of Schedule "B" hereto;
 - v) "Person" means any individual, corporation, limited or unlimited liability company, general or limited partnership, association, trust, unincorporated organization, joint venture, governmental body or agency, or any other entity;
 - w) "Plan" means a plan filed or to be filed by the Petitioner pursuant to the CCAA, as such plan may be amended or supplemented from time to time;
 - x) "Proof of Claim" means the form of Proof of Claim for Creditors together with its schedules referred to in paragraph 21 hereof, being substantially in the form of Schedule "C" hereto;
 - y) "Protocol" means the Cross-Border Insolvency Protocol adopted by this Court on September 4, 2013;

- z) "Publication Date" means the date on which the publication of the Newspaper Notice in all of the Designated Newspapers has been completed;
- aa) "Restructuring Claim" means any right of any Person against the Petitioner in connection with any indebtedness, liability or obligation of any kind owed to such Person arising out of the restructuring, repudiation, or termination of any contract, lease, employment agreement, collective agreement or other agreement, whether written or oral, after the Determination Date, including any right of any Person who receives a notice of repudiation or termination from the Petitioner; provided however, that a Restructuring Claim shall not include an Excluded Claim;
- bb) "Unaffected Claim" shall have the meaning ascribed to such term in the Plan;
- cc) "Wrongful Death Victims" means the estate of the persons deceased as a result of the Derailment, their successor, spouse or common law partner, child, grandchild, parent, grandparent and sibling;

NOTIFICATION PROCEDURE

- [3] ORDERS that the form of Newspaper Notice, which is hereby approved, shall be published by the Monitor in the Designated Newspapers once within twenty (20) days from the date of this Order and a second time within ten (10) days of the first publication;
- [4] ORDERS that the Monitor shall publish on its website at www.richter.ca, within ten (10) days of this Order, a copy of the Known Creditors' List and of the Creditors' Instructions shall allow the download of a Proof of claim;
- [5] ORDERS that, in addition to the publication referred to in paragraph [3], the Monitor shall send, by regular mail, a copy of the Creditors' Instructions and of a Proof of claim to each Known Creditor within twenty (20) days of this Order;

CLAIMS PROCEDURE

- [6] ORDERS that, unless otherwise authorized by this Court, a Creditor who does not file an individual Proof of Claim before the Claims Bar Date shall not be entitled to i) any further notice, ii) participate as a Creditor in these proceedings, iii) vote on any matter in these

Proceedings, including the Plan, iv) advance a Claim against the Petitioner, and v) receive a distribution under the Plan. For greater certainty and without limiting the foregoing, the filing of a Proof of Claim on behalf of a class or group of creditors is forbidden and the filing of any such class or group proof of claim shall be deemed invalid in the present case for all legal intents and purposes. [Notwithstanding the foregoing Yannick Gagné, Guy Ouellet, Serge Jacques et Louis-Serge Parent are hereby authorized to file one protective Proof of Claim before the Claims Bar Date on behalf of the Wrongful Death Victims. The said protective Proof of Claim shall be deemed null and void without further order of this Court with respect to any Wrongful Death Victim who will have filed a Proof of Claim on an individual basis before the Claims Bar Date;](#)

- [7] ORDERS that a Proof of Claim will be validly filed if and only if it is sent to the Monitor by mail, registered mail, courier, facsimile transmission or e-mail at the following address:

Monitor: Richter Advisory Group Inc.

Attention: Claims department

Address: 1981 McGill College, 12th Floor, Montreal, Québec, H3A 0G6

Fax: 1-800-246-1125

E-mail: mmaclaims@richter.ca

- [8] ORDERS that the Monitor shall be deemed to have received any Proof of Claim sent pursuant to this Order on the date appearing on the postmark if it is sent by mail or on the day it is received if it is sent by courier, e-mail or facsimile transmission. Documents shall not be sent by mail during a postal strike or work stoppage of general application;

DETERMINATION OF CLAIMS AND CREDITORS' MEETING

- [9] ORDERS that the applicable procedures for reviewing and adjudicating Claims and for calling, holding and conducting the Creditors' Meeting shall be established by further Order of the Court. Notice of such procedures shall be provided to the service list in these proceedings and to the Creditors who have timely filed a Proof of Claim in accordance with the terms hereof;

NOTICE OF TRANSFERS

- [10] ORDERS that, if a Creditor who has a Claim transfers or assigns all of its Claim and the transferee or assignee delivers evidence satisfactory to the Monitor of its ownership of all of such Claim and a written request to the Monitor, not later than the Claims Bar Date, or such later time that the Monitor may agree to, that such transferee's or assignee's name be included on the list of Creditors in lieu of the transferor or assignor;
- [11] ORDERS that if the holder of a Claim or any subsequent holder of the whole of a Claim who has been acknowledged by the Monitor as the Creditor in respect of such Claim, transfers or assigns the whole of such Claim to more than one Person or part of such Claim to another Person or Persons, such transfer or assignment shall not create a separate Claim or Claims and such Claim shall continue to constitute and be dealt with as a single Claim notwithstanding such transfer or assignment, and the Monitor and the Petitioner shall in each such case not be bound to recognize or acknowledge any such transfer or assignment and shall be entitled to give notices to and to otherwise deal with such Claim only as a whole and then only to and with the Person last holding such Claim in whole as the Creditor in respect of such Claim, provided such Creditor may by notice in writing to the Monitor direct that subsequent dealings in respect of such Claim, but only as a whole, shall be with a specified Person and in such event, such Creditor, such transferee or assignee of the Claim as a whole shall be bound by any notices given or steps taken in respect of such Claim with such Person in accordance with this Order;

AID AND ASSISTANCE OF OTHER COURTS

- [12] REQUESTS the aid and recognition of any court or any judicial, regulatory or administrative body in any province or territory of Canada and any judicial, regulatory or administrative tribunal or other court constituted pursuant to the Parliament of Canada or the legislature of any province or any court or any judicial, regulatory or administrative body of the United States and of any other nation or state to act in aid of and to be complementary to this Court in carrying out the terms of this Order, the whole in keeping with the Protocol;

GENERAL PROVISIONS

- [13] ORDERS that the form and content of the Creditors' Instructions, the Newspaper Notice and the Proof of Claim are approved;
- [14] ORDERS that upon request by a Creditor any Proof of Claim filed in the present matter with respect to a Derailment Claim shall be deemed to have also been filed in the Chapter 11 Case;
- [15] ORDERS that all Claims that are denominated in a foreign currency shall be converted to Canadian dollars at the Bank of Canada noon spot rate of exchange for exchanging currency to Canadian dollars on the Determination Date or such other date or by such other method as may be provided for in the Plan;
- [16] ORDERS that the Monitor shall use reasonable discretion as to the adequacy of completion and execution of any document completed and executed pursuant to this Order and, where the Monitor is satisfied that any matter to be proven under this Order has been adequately proven, the Monitor may waive strict compliance with the requirements of this Order as to the completion and execution of documents;
- [17] ORDERS that references in this Order to the singular include the plural, to the plural include the singular and to any gender include the other gender;
- [18] ORDERS that the Monitor may apply to this Court for advice and direction in connection with the discharge or variation of its powers and duties under this Order;
- [19] ORDERS the provisional execution of this Order notwithstanding appeal;
- [20] THE WHOLE without costs.

THE HONOURABLE GAETAN DUMAS, J.S.C.

APPENDIX "A"

CREDITOR MAILING LIST

APPENDIX "B"

NEWSPAPER NOTICE

DANS L'AFFAIRE DU PLAN DE TRANSACTION ET D'ARRANGEMENT DE MONTRÉAL, MAINE & ATLANTIQUE CANADA CIE

AVIS AUX CRÉANCIERS DE LA DATE LIMITE POUR DÉPOSER LES PREUVES DE RÉCLAMATION ET DE NOMINATION DE REPRÉSENTANTS DES MEMBRES DU GROUPE DE CRÉANCIERS

En vertu de l'Ordonnance rendue par la Cour supérieure le 28 mars 2014 (« Ordonnance »), ayant trait aux réclamations contre Montréal, Maine & Atlantique Canada Cie « MM&A », avis est par les présentes donné aux créanciers de MM&A que toute Preuve de réclamation doit être reçue par le Contrôleur, Richter Groupe Conseil Inc., au plus tard le 13 juin 2014 à 17 h, heure de Montréal (« Date limite de dépôt des réclamations/Claims Bar Date »), au 1981, avenue McGill College, 12^e étage, Montréal (Québec) H3A 0G6.

L'Ordonnance lie tous les créanciers (« Créanciers/Creditors ») ayant droit à une réclamation (« Claim »).

Les réclamations liées au déraillement seront réputées avoir été déposées simultanément dans le cadre des procédures d'insolvabilité au Canada (en ce qui concerne MM&A) et celles aux États-Unis (en ce qui concerne Chemin de Fer Montréal, Maine & Atlantique (« MM&AR »)) si le créancier indique dans sa Preuve de réclamation que sa réclamation est dirigée contre ces deux compagnies. Toute réclamation autre que les réclamations liées au déraillement doivent être déposées dans le cadre des procédures au Canada, et aux États-Unis si le créancier veut aussi réclamer contre MM&AR.

Toutes les expressions commençant par une majuscule et non définies aux présentes ont la signification qui leur est attribuée dans l'Ordonnance, dont la version française est disponible sur le site internet suivant:

<http://www.richter.ca/fr-ca/insolvency-cases/m/montreal-maine-and-atlantic-canada-co>

Nous réitérons qu'en vertu de l'Ordonnance, la Date limite pour déposer des réclamations est fixée au 13 juin 2014, à 17 h, heure de Montréal. Les Créanciers qui n'auront pas déposé une Preuve de réclamation avant la Date limite de dépôt des réclamations conformément à l'Ordonnance, i) ne seront pas en droit de participer aux procédures, y compris le Plan, (ii) ne seront pas en droit de voter sur toute question ayant trait à ces procédures, (iii) ne seront pas en droit de faire valoir leur réclamation contre MM&A ou MM&AR, et (iv) ne seront pas en droit de recevoir quelque distribution que ce soit aux termes du Plan ou autrement dans le cadre de ces procédures.

Les Créanciers doivent déposer leurs Preuves de réclamation auprès du Contrôleur, par la poste, par messagerie, par télécopieur, ou par courriel, de façon à ce que le Contrôleur reçoive les Preuves de réclamation au plus tard à la Date limite de dépôt des réclamations à l'adresse suivante :

Richter Groupe Conseil Inc.
1981, avenue McGill College, 12^e étage
Montréal (Québec) H3A 0G6

À l'attention de : _____ Service des réclamations
Télécopieur : _____ 1- 800-246-1125
Courriel : _____ mmareclamations@richter.ca

Toute réclamation envoyée par télécopieur, par messagerie ou par courriel sera réputée avoir été reçue par le Contrôleur dès sa réception. Toute réclamation envoyée par courrier sera réputée avoir été reçue par le Contrôleur à la date d'oblitération de la poste.

De plus, le 28 mars 2014, la Cour supérieure a rendu une Ordonnance de représentation nommant MM. Yannick Gagné, Guy Ouellet, Serge Jacques et Louis-Serge Parent et leurs conseillers juridiques (Daniel Larochelle, Consumer Law Group Inc., Rochon Genova LLP et Paliare Roland Rosenberg Rothstein LLP (« Conseiller juridique du groupe de créanciers »)) à titre de Représentants des Membres du groupe de créanciers (selon la définition donnée dans l'Ordonnance de représentation) dans le cadre des procédures d'insolvabilité au Canada, afin de prendre toutes les mesures nécessaires ou souhaitables pour réaliser les modalités de l'Ordonnance de représentation, notamment ce qui suit :

- négozier et approuver, au nom des Membres du groupe de créanciers, tous règlements, y compris les modalités de toute Ordonnance de la Cour ou Plan à venir, et lier les Membres du groupe de créanciers;
- négozier, au nom des Membres du groupe de créanciers, avec toutes les parties intéressées dans le cadre de ces procédures, le Contrôleur, toute Cour, tout organisme de réglementation ou tout autre ministère ou organisme gouvernemental;
- aider les Membres du groupe de créanciers ou leurs représentants à remplir leur formulaire individuel de Preuve de réclamation aux termes de l'Ordonnance relative à la procédure de réclamation.

Les créanciers qui ne souhaitent pas être Membres du groupe de créanciers dans le cadre des procédures d'insolvabilité au Canada doivent exercer leur option de refus de représentation. Les créanciers qui souhaitent exercer leur option de refus de représentation peuvent le faire en remplissant l'Avis de refus de représentation compris dans la trousse de réclamation, et dont copie peut aussi être obtenue à l'adresse suivante :

<http://www.richter.ca/fr-ca/insolvency-cases/m/montreal-maine-and-atlantic-canada-co>

L'Avis de refus de représentation doit être déposé auprès du Contrôleur au plus tard le 30 mai 2014.

Tous les créanciers, qu'ils soient Membres du groupe de créanciers ou non, sont tenus de remplir des formulaires individuels de Preuve de réclamation et de les déposer auprès du Contrôleur au plus tard à la date limite de dépôt des réclamations.

Des séances d'information se tiendront à Lac-Mégantic les :

- 16 avril 2014 à ● au ●
- 17 avril 2014 à ● au ●
- 23 avril 2014 à ● au ●
- 24 avril 2014 à ● au ●

Richter Groupe Conseil Inc.
Contrôleur désigné par la Cour

**IN THE MATTER OF THE PLAN OF COMPROMISE OR ARRANGEMENT OF
MONTREAL, MAINE & ATLANTIC CANADA CO.**

**NOTICE TO CREDITORS OF THE DEADLINE
TO FILE PROOFS OF CLAIM AND APPOINTMENT OF CLASS MEMBERS REPRESENTATIVES**

Pursuant to the Claims Order granted by the Superior Court on March 28, 2014, (the "Order") concerning claims against Montreal, Maine & Atlantic Canada Co. ("MM&A"), notice is hereby given to the creditors of MM&A that any Proof of Claim must be received by the Monitor, Richter Advisory Group Inc., no later than June 13, 2014, at 5:00 p.m., Montréal time (the "Claims Bar Date") at 1981 McGill College, 12th floor, Montréal, Québec, H3A 0G6.

The Order is binding on all Creditors with a Claim.

Derailment Claims will be deemed as having been filed concurrently in both the Canadian (with respect to MM&A) and the United States (with respect to Montreal, Maine & Atlantic Railway Ltd. ("MM&AR")) insolvency proceedings if the creditor indicates in his proof of claim that his claim is directed against these two companies. All claims other than Derailment Claims must be filed in the Canadian proceedings and in the United States if the creditor also wants to claim against MM&AR.

Any capitalized terms not otherwise defined herein shall have the meaning ascribed thereto in the Order, which is available on the following website:

<http://www.richter.ca/en/insolvency-cases/m/montreal-maine-and-atlantic-canada-co>

We reiterate that by virtue of the Order, the Claims Bar Date is June 13, 2014, at 5:00 p.m., Montréal time. Creditors who will not have filed a Proof of Claim by the Claims Bar Date, in compliance with the Order (i) shall not be entitled to participate as Creditors in these proceedings, (ii) shall not be entitled to vote on any matter relating to these proceedings, including the Plan (iii) shall not be entitled to assert their Claim against MM&A or MM&AR and (iv) shall not be entitled to receive any distribution whatsoever under the Plan or otherwise in these proceedings.

Creditors must file their Proofs of Claim with the Monitor by mail, messenger, facsimile, or e-mail, so that such Proofs of Claim are received by the Monitor by no later than the Claims Bar Date at the following address:

Richter Advisory Group Inc.
1981 McGill College, 12th floor
Montréal, Québec H3A 0G6

Attention: Claims Department
Facsimile: 1-800-246-1125
E-mail: mmaclaims@richter.ca

Any claim sent by fax, by messenger or by e-mail will be deemed having been received by the Monitor upon its receipt. Any claim sent by mail will be deemed having been received by the Monitor at the post-mark date.

In addition, on March 28, 2014, the Superior Court also issued a Representation Order appointing Yannick Gagné, Guy Ouellet, Serge Jacques and Louis-Serge Parent and their counsel (Daniel Larochelle, Consumer Law Group Inc., Rochon Genova LLP and Paliare Roland Rosenberg Rothstein LLP ("Class Counsel")) as representatives of the Class Members (as defined in the Representation Order) in the

Canadian insolvency proceedings, to perform all acts necessary or desirable to carry out the terms of the Representation Order including:

- negotiating and approving, on behalf of Class Members, and binding the Class Members to, any settlements, including the terms of any future court order or Plan...;
- dealing, on behalf of the Class Members, with stakeholders in these proceedings, the Monitor, any Court, regulatory body and other government ministry, department or agency;
- assisting Class Members or their representatives with the completion of their individual Proof of Claim pursuant to the Claims Procedure Order

Creditors who do not wish to be Class Members in the Canadian insolvency proceedings must opt-out of the Class. Creditors who wish to opt-out can do so by filing the opt-out notice included in the claims package and which can be found at the following location:

<http://www.richter.ca/en/insolvency-cases/m/montreal-maine-and-atlantic-canada-co>

The opt-out notice must be filed with the Monitor by no later than May 30, 2014.

All creditors, whether Class Members or not, are required to complete and file with the Monitor, individual proofs of claim by the Claims Bar Date.

Information sessions will be held in Lac-Mégantic, Quebec on:

- April 16, 2014 at ● at the ●
- April 17, 2014 at ● at the ●
- April 23, 2014 at ● at the ●
- April 24, 2014 at ● at the ●

Richter Advisory Group Inc.
Court-Appointed Monitor

APPENDIX "C"

PROOF OF CLAIM

Document comparison by Workshare Professional on 25 mars 2014 18:41:51

Input:	
Document 1 ID	PowerDocs://MTL_LAW/2154387/1
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Rendering set	firm standard

Legend:	
Insertion	
Deletion	
Moved from	
Moved to	
Style change	
Format change	
Moved deletion	
Inserted cell	
Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

Statistics:	
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Insertions	124
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Moved to	0
Style change	0
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