

CANADA
PROVINCE OF QUEBEC
DISTRICT OF SAINT-FRANÇOIS
No.: 450-11-000167-134

SUPERIOR COURT
(Commercial Division)
The Companies' Creditors Arrangement Act

**IN THE MATTER OF THE PLAN OF
ARRANGEMENT WITH RESPECT TO:**

**MONTREAL, MAINE & ATLANTIC CANADA CO.
(MONTREAL, MAINE & ATLANTIQUE CANADA
CIE),** a legal person duly incorporated under the
laws of the province of Nova Scotia, having a place
of business at 1, Place Ville Marie, 37th Floor,
Montreal, Quebec H3B 3P4 (at the offices of its
attorney ("fondé de pouvoir"))

Petitioner

-and-

**RICHTER ADVISORY GROUP INC. (RICHTER
GROUPE CONSEIL INC.)** a duly incorporated legal
person having its principal place of business at
1981 McGill College, 12th Floor, in the city and
district of Montreal, Quebec, H3A 0G6

Monitor

**FIFTH REPORT OF THE MONITOR
ON THE STATE OF PETITIONER'S FINANCIAL AFFAIRS
January 22, 2014**

INTRODUCTION

1. On August 6, 2013, Montreal, Maine & Atlantic Canada Co. (hereafter in this Report "MM&A" or "Petitioner") filed with the Quebec Superior Court a Motion for the Issuance of an Initial Order ("Motion") pursuant to Section 11 of the Companies' Creditors Arrangement Act, R.S.C. 1985, C-36, as amended (the "CCAA"). On August 8, 2013, the Honourable Martin Castonguay, J.S.C., issued an initial order (the "Initial Order"), which inter alia appointed Richter Advisory Group Inc. ("Richter") as Monitor (the "Monitor").

2. On August 21, 2013, the Petitioner filed a Motion to Amend the Initial Order and Seek a Charge and Security on the Property of Petitioner to Secure Funds for Self-Insured Obligations ("Charge and Security Motion"). The Monitor filed its First Report in respect of the Charge and Security Motion. On August 23, 2013, the Court granted an order amending the Initial Order to include the Self-Insured Obligation Charge.
3. On September 3, 2013, the Petitioner filed a Motion for an Order Extending the Stay Period and to Approve a Cross-Border Insolvency Protocol ("First Extension Motion"). The Monitor filed its Second Report on September 3, 2013 in support of the First Extension Motion. On September 4, 2013, the Court extended the stay of proceedings until October 9, 2013 and approved the cross-border insolvency protocol.
4. On October 4, 2013, the Petitioner filed a Motion for a Second Order Extending the Stay Period ("Second Extension Motion") requesting an extension of the stay of proceedings to January 28, 2014. The Monitor filed its Third Report on October 4, 2013 in support of the Second Extension Motion. On October 9, 2013, the Court extended the stay of proceedings until January 28, 2014.
5. On October 4, 2013, the Petitioner also filed a Motion to Increase the Amount of the Administration Charge, which increase was approved by the Court on October 9, 2013.
6. On December 13, 2013, the Petitioner filed a Motion for an Order Approving a Compromise and Settlement with Travelers Property Casualty Company of America ("Travelers Motion"), which compromise and settlement was approved by the Court on December 19, 2013.
7. On December 13, 2013, the Petitioner filed a Motion for an Order Approving a Process to Solicit Claims and for the Establishment of a Claims Bar Date ("Claims Motion"). At the request of the Petitioner and other interested parties, the Claims Motion was postponed and will be heard on February 11, 2014 ("February 11, 2014 Hearing").
8. On December 13, 2013, the Petitioner and the Monitor jointly filed a Motion to Increase the Amount of the Administration Charge ("Administration Charge Motion"). On December 19, 2013, the Court granted an increase in the Administration Charge.
9. On December 16, 2013, the Petitioner filed a Motion for an order (a) Approving Bid Procedures for the Sale of the Debtor's Assets, (b) Approving a Stalking Horse Bid, (c) Approving a Break-Up Fee and Expense Reimbursement, (d) Scheduling an Auction, (e) Approving Procedures for the Assignment and Assumption of Certain Executory Contracts and Unexpired Leases and (f) Approving a Form of Notice of Sale ("Sale Motion"). The Sale Motion was approved by the Court on December 19, 2013.

10. On November 1, 2013, the Motion for an Order Appointing Yannick Gagné, Guy Ouellet, Serge Jacques and Louis-Serges Parent as the Representatives of the Class Described in Appendix "A" hereto, which was scheduled to be heard on December 19, 2013, was postponed and will be heard on February 11, 2014.
11. On January 17, 2014, the Petitioner filed a Motion for an Order Approving and Authorizing the Assignment of Contracts ("Contract Assignment Motion").
12. On January 19, 2014, the Petitioner filed a Motion for the Issuance of (i) An Order Authorizing the Sale of the Assets of the Petitioner and of (ii) a Vesting Order ("Sale and Vesting Motion").
13. On January 20, 2014, the Petitioner filed a Motion for a Third Order Extending the Stay Period ("Third Extension Motion").
14. The hearing date of the Contract Assignment Motion, the Sale and Vesting Motion and the Third Extension Motion will be January 23, 2014 ("January 23, 2014 Hearing").
15. All amounts reflected in this report are stated in Canadian currency unless otherwise noted.
16. The purpose of this Fifth Report of the Monitor is to inform the Court on the following subjects:
 - General Corporate Information and Purpose of CCAA filing;
 - Canadian Transportation Agency;
 - Railway Cars Located at Farnham, Quebec;
 - Service of the Railway Line in Lac-Mégantic;
 - Financial Position;
 - Cash Flow Projections and Interim Financing;
 - Insurance;
 - Sale Process and Bid Procedures;
 - Compromise and Settlement with Travelers Property Casualty Company of America;
 - Claims Process;
 - Chapter 11 Proceedings;
 - Activities of the Monitor;
 - Recommendations of the Monitor with Respect to the Request for an Extension, Approval of the Contract Assignment Motion and for Approval of the Sale and Vesting Motion.

17. We inform the Court that the Monitor has not conducted an audit or investigation of the information which has been provided to it by the Petitioner and that accordingly, no opinion is expressed regarding the accuracy, reliability or completeness of the information contained within this Report. The information contained herein is based on a review of unaudited financial information provided to the Monitor by the Petitioner's management as well as discussions with the Petitioner's management and employees.

GENERAL CORPORATE INFORMATION AND PURPOSE OF CCAA FILING

18. As noted in the Monitor's prior reports, the Petitioner operates a shortline freight railroad company in the Province of Quebec. It is a wholly owned subsidiary of Montreal, Maine & Atlantic Railway Ltd. ("MM&AR") which operates a shortline railroad in the States of Vermont and Maine (MM&A and MM&AR are hereinafter collectively referred to as the "Companies"). Together, the Companies operate approximately 500 route miles and service customers in Canada and the United States. An affiliated company, LMS Acquisition Corp. ("LMS") located in Hermon, Maine, operates a 130,000 square foot warehouse offering warehousing and lumber distribution.
19. As also noted in the Monitor's prior reports, the purpose of the CCAA proceedings is to:
- Continue the operations of the railway to the fullest extent possible in order to service the many customers and municipalities located along its route who are dependent on the railway for the operations of their business and this has been the case to date;
 - Set up a sale process, in order to achieve a going-concern sale of the assets of MM&A and MM&AR. As noted below, the sale process involved the selection of a Stalking Horse, followed by an auction (which was held on January 21, 2014);
 - Provide continued employment for the experienced work force still employed by the Petitioner which will also serve to enhance the going-concern value of the Petitioner's business and hopefully ensure continued employment for that work force after a sale. As appears from the Stalking Horse Bid, the majority of the current employees of MM&A should be retained by the purchaser of the assets;
 - Set up a claims process, to avoid a multiplicity of individual legal recourses and deal efficiently with the claims of all stakeholders including the families of the victims and all holders of claims resulting from the derailment ("Derailment Victims"). As noted above, a Claims Motion was filed on December 13, 2013 and will be heard at the February 11, 2014 Hearing;

- Facilitate the negotiation with its various insurers and other third parties in order to maximize proceeds available for distribution and ensure the proper distribution of such indemnities and other proceeds pursuant to the claims process.

CANADIAN TRANSPORTATION AGENCY (“CTA”)

20. The Petitioner's Certificate of Fitness expires on February 1, 2014. On January 16, 2014, MM&A submitted a request to the CTA seeking an extension of its Certificate of Fitness to April 1, 2014 to enable it to continue operations while it seeks to complete the sale of its assets.

RAILWAY CARS LOCATED AT FARNHAM, QUEBEC

21. MMA continues to wait for the one damaged rail car (which has been emptied) to be removed by the owner to a third party repair shop. This will be done as soon as the necessary approvals are obtained from the regulatory authorities.

SERVICE OF THE RAILWAY LINE IN LAC-MÉGANTIC

22. As discussed in the Monitor's Fourth Report, on December 13, 2013, MM&A and the City of Lac-Mégantic (“City”) reached an agreement covering Phase 1 of MM&A's operating plan consisting of service to the City's industrial park to allow clients such as Tafisa Canada Inc. and Logi-Bel Entreposage Inc. to resume train service to their customers. Service formally commenced on December 18, 2013 and through January 10, 2013, MM&A has operated five trains to the City. MM&A is working with its customers to continue service based on their operating requirements. MM&A has agreed that it will not transport any hazardous materials while it services the industrial park and that it will observe various maximum speed limits amongst other conditions.
23. The City and MM&A have agreed that this interim agreement does not bind any subsequent purchaser of MM&A's assets as it will likely seek a more permanent agreement.
24. The City and MM&A, with the assistance of the Monitor, expect to shortly commence discussions regarding Phase 2 of MM&A's operating plan which will involve the resumption of service between Quebec and Maine; again, any such agreement would not bind a purchaser.
25. MM&A will continue to self-embargo the transport of any crude oil.

FINANCIAL POSITION

26. In conjunction with the filing of the Second Extension Motion on October 4, 2013, the Petitioner submitted weekly cash flow projections covering the period from September 30, 2013, to January 31, 2014, a copy of which was attached as Exhibit "R-7" to the Second Extension Motion.
27. Wheeling & Lake Erie Railway Company ("Wheeling") provided the Companies with a US\$6 million line of credit, which had been utilized in full as of the commencement of the restructuring proceedings. The accounts receivable and inventory of MM&AR as of the filing date, secured the line of credit. Subsequent to the Camden DIP financing, as defined below, MM&AR has set aside the proceeds of all U.S. accounts receivable collected for pre-petition sales and for post-petition sales through October 18, 2013. MM&AR has been remitting these deposits to Wheeling on a regular basis.
28. As at January 10, 2014 the total amount remitted to Wheeling was US\$1.0 million. A further US\$0.7 million is being held in escrow and US\$0.5 million thereof relates to the proceeds of the sale of tax credits earned by MM&AR. Wheeling claims that it has a security interest over the tax credits, but that position is contested by the Trustee. The validity, priority and extent of Wheeling's security interest in the proceeds of these tax credits will be heard in the United States Bankruptcy Court for the District of Maine ("US Court") on January 23, 2014. The remaining US\$0.2 million held in escrow, may be remitted to Wheeling if the realization of assets subject to Wheeling's security does not generate sufficient proceeds to pay the amounts owed to Wheeling.
29. As of January 10, 2014, the consolidated cash balance of the Companies amounted to US\$0.1 million as compared to the projected consolidated balance of US\$0.3 million. In addition, the Companies used only US\$2.2 million of the DIP financing as compared to a projected use of US\$2.6 million. The overall positive variance of US\$0.2 million is primarily attributable to the following:
 - US\$0.9 million positive cash receipts variance resulting from the better than forecasted collection of accounts receivable and ISS freight revenue (~\$0.6 million) and other items (~\$0.3 million) consisting of switching, car hire revenue and insurance proceeds from a 2012 claim, offset by:
 - US\$0.2 million higher than projected material, supplies and other costs;
 - US\$0.3 million of unbudgeted urgent track repairs (see below); and
 - US\$0.2 million transferred in escrow on behalf of Wheeling, which payment was not forecasted.

30. As noted in the Monitor's Fourth Report, as a result of favorable cash flow, the Petitioner was able to perform certain important track repairs to ensure the continued operation of the railroad and the resumption of service to the City. The total capital expenditures approximate US\$0.3 million.
31. For additional details, we refer you to Exhibit "1" attached hereto, entitled Comparative Cash Flow for the period September 30, 2013 to January 10, 2014.

CASH FLOW PROJECTIONS AND INTERIM FINANCING

32. Included hereto as Exhibit "2" are updated projections for MM&A ("MM&A Projections") as well as the combined projections with MM&AR ("Combined Projections") for the period January 13, 2014 to February 14, 2014 ("Period").
33. The MM&A Projections and the Combined Projections have been prepared by management and the Chapter 11 Trustee based on information and assumptions as of the week ended January 10, 2014. The MM&A Projections and the Combined Projections have been prepared using probable assumptions supported by and consistent with the plans of the Companies for the Period, considering the economic conditions that are considered the most probable by management. Since the MM&A Projections and the Combined Projections are based on assumptions regarding future events, actual results will vary from the information presented even if the hypothetical assumptions occur, and the variations may be material.
34. The basic assumptions underlying the MM&A Projections and the Combined Projections are that both companies will continue with their current level of railway operations, pending an eventual sale of assets, projected to take place mid-March 2014.
35. The Combined Projections reflect the following:
 - US\$1.5 million of receipts which include the collection of freight, switching, storage, car hire and equipment rental revenue. As the majority of billings are issued by MM&AR on behalf of both companies, the MM&A Projections reflect that funding to cover projected disbursements of MM&A during the Period will be provided by MM&AR, which is consistent with historical practices. The projected revenues include only services relating to the Phase 1 of MM&A's operating plan. Also included in the cash receipts is US\$0.5 million related to tax credits received and held in escrow. As previously mentioned, Wheeling is claiming entitlement to these credits which the Trustee is contesting;

- US\$2.1 million of cash disbursements consisting of the following:

Montreal, Maine & Atlantic Railway Ltd and Montreal Maine & Atlantic Canada Co Summary of Disbursements For the period Jan 13, 2014 to Feb 14, 2014				
(in thousands)	MM&A	MM&AR	Total	
Payroll & Benefits	\$ 298	\$ 841	\$ 1,139	
Material & Supplies	238	285	523	
Freight Car & Locomotive Expense	24	50	74	
Other operating costs	134	204	338	
Total Disbursements	\$ 694	\$ 1,379	\$ 2,073	

- Payroll and benefits: based on forecasted staffing levels in both Canada and the US as well as overtime and temporary employment required for certain track repairs and winter maintenance during the Period. At present, there are 41 active employees in Canada and is projected to stay at this level throughout the Period;
 - Materials and supplies: consists primarily of estimated costs related to the maintenance and servicing of the railroad tracks as well as fuel purchases;
 - Other operating costs: provision for rent, utilities, insurance, interest and other bank charges, track testing and employee expenses during the Period;
 - No provision for professional fees in either Canada or the US has been included during the Period.
36. As discussed in previous Monitor reports, the Chapter 11 Trustee was able to obtain US\$3 million of Debtor In Possession financing ("DIP financing") in the form of a line of credit from Camden National Bank ("Camden"). The DIP financing has been used to support the operations of both MM&AR and the Petitioner, but it is not sufficient to permit any additional capital expenditures for necessary track repairs nor for payments of the fees owed to the Petitioner's Counsel, the Monitor and its Counsel ("Professionals"). The DIP financing is sufficient to cover the operations of the Companies through the extension period of February 11, 2014 contingent on the ability to use the tax credits.
37. As of the date of this report, the Companies have US\$0.5 million remaining to be drawn on the Camden line of credit. The Monitor and the Chapter 11 Trustee are reviewing various alternative financing or funding options. The following are potential sources to finance or fund the cash flow for any future shortfall:

- An increase in the Camden line of credit. The Chapter 11 Trustee has already commenced discussions with Camden regarding this option;
- The portion of the Travelers settlement which is not subject to the Administrative Charge, as defined in the Administration Charge Motion, could be used to fund operations. However, as noted below, due to litigation regarding the proceeds of the Travelers settlement (as further detailed below), this source of funding may not be available before February 26, 2014.

INSURANCE

38. On January 10, 2014, the Petitioners were advised by XL Insurance Company Limited (“XL”) that the existing civil liability policy which provides aggregate coverage of \$25 million per event will not be renewed and will expire on April 1, 2014. There are ongoing discussions between the Chapter 11 Trustee and XL to determine whether an extension of the policy for an interim period is possible in the event that the sale of the Petitioner’s assets is not completed by March 31, 2014.

SALE PROCESS AND BID PROCEDURES

39. As previously mentioned, on December 16, 2013, the Petitioner filed the Sale Motion and that motion was approved by the Court on December 19, 2013.
40. As discussed in more detail in the Monitor’s Fourth Report, Gordian Group (the investment banker conducting the sale process) contacted numerous interested parties and eventually issuing teasers to more than 40 potential bidders. Eighteen (18) of these bidders executed confidentiality agreements and were provided access to a virtual data room.
41. Ultimately, Gordian identified Railroad Acquisition Holdings LLC (“RAH”) an affiliate of Fortress Investment Group LLC, as the potential stalking horse bidder (“Stalking Horse”) and the terms of an Asset Purchase Agreement with the Stalking Horse were agreed to on December 12, 2013.
42. Further to the Order of this Court on the Sale Motion, a notice of the sale was served on the parties listed in the certificates of service issued by the Chapter 11 Trustee (Exhibit “3”). In addition, the Monitor and the Chapter 11 Trustee have caused notices to be published in several English and French language newspapers in Canada, namely, the Globe & Mail, the Montreal Gazette, La Presse, La Tribune and L’Écho de Frontenac and in the United States in the Wall Street Journal, Journal of Commerce and the Portland Press Herald (Exhibit “4”).
43. A full description of the Stalking Horse Bid and the Bid Procedures is detailed in the Monitor’s Fourth Report to Court as well as in the Sale and Vesting Motion.

44. As previously reported, the following timeline was established based on the terms of the Asset Purchase Agreement (“APA”) and the Bid Procedures:
- Submission of Qualified Bids by January 17, 2014 and identification of Qualified Bidders by January 20, 2014;
 - Auction on January 21, 2014, assuming Qualified Bids are received;
 - Joint sale hearing on January 23, 2014 to approve the winning bidder or the Stalking Horse bid as the highest and best offer if no auction is held;
 - Closing to take place by March 14, 2014, with a possible 60 day extension to allow for additional time in the event delays are encountered in obtaining regulatory approval in Canada or in United States.
45. On January 16, 2014, following ongoing discussions with the Stalking Horse, an amendment to the APA (Exhibit “5”) was entered into to remove some of the conditions precedent of the APA including the requirement that the Stalking Horse conclude a transaction to purchase LMS. The amendment also excluded 25 locomotives owned by MM&AR which are secured in favor of LMS’s secured lender, the Bangor Savings Bank. The exclusion of these locomotives increases the net proceeds to be received by the Federal Railroad Administration (“FRA”), the primary secured creditor on MM&AR’s fixed assets.
46. Prior to the bid deadline of January 17, 2014, two additional bids were submitted and were deemed to be Qualified Bids in accordance with the Bid Procedures.
- The first Qualified Bid (from Washington County Railroad Company (“Washington”)) was for US\$750,000 solely for the Newport Subdivision Lot which consists of track between Vermont and Quebec;
 - The second Qualified Bid was a joint bid (from Eastern Maine Railway Company and Springfield Railway Terminal Company (“EMR”) for US\$8,000,000 for assets identified as the Modified MM&AR Lot representing all the assets in the United States, excluding the Newport Subdivision Lot.
47. On January 20, 2014 a letter was received from the Stalking Horse bidder indicating that pursuant to section 8.2(n) of the APA, it was satisfied in all material respects with its due diligence, but reserved its rights with respect to the any prospective costs on account of certain legal proceedings and the ability of MM&A to continue rail operations until the sale transaction closes (Exhibit “6”).
48. The Chapter 11 Trustee and the Monitor conducted the auction in Portland, Maine on January 21, 2014 at the Chapter 11 Trustee’s office.

49. The auction was attended by the Stalking Horse, the other Qualified Bidders, as well as representatives of the FRA, the Province, the Maine Department of Transport, the New England Independent Transmission Company, Bangor Savings Bank, Camden and Wheeling.
50. During the auction process, Washington and EMR were provided the opportunity to amend and /or otherwise increase their respective offers for the assets they were bidding upon. Both declined to do so. In addition, both the FRA and the Province waived their right to credit bid.
51. Consequently, the Chapter 11 Trustee, the Monitor and the Petitioner declared RAH as the successful bidder having the highest and best bid and the auction was then concluded.
52. Washington and EMR were accepted by the Chapter 11 Trustee as backup bidders in accordance with the bid procedures.
53. As previously mentioned, the Sale and Vesting Motion is to be heard on January 23, 2014.
54. As noted elsewhere in this report, it is important that this transaction is closed as soon as possible due to the expiry of the insurance on April 1, 2014 and the inability to extend the Certificate of Fitness without appropriate insurance.

COMPROMISE AND SETTLEMENT WITH TRAVELERS PROPERTY CASUALTY COMPANY OF AMERICA

55. Pursuant to the compromise and settlement reached with Travelers Property Casualty Company of America ("Travelers") and the approval of that settlement by this Court and the US Court, on December 19, 2013 and December 24, 2013, respectively, an amount of US\$3,800,000 ("Settlement Payment") is to be paid to MM&A and MM&AR, allocated as follows:
 - US\$2,470,000 or 65% is to be paid to the Monitor in respect of amounts due to MM&A;
 - US\$1,330,000 or 35% is to be paid to the Chapter 11 Trustee in respect of amounts due to MM&AR.
56. As discussed in the Monitor's Fourth Report to Court, as a result of a contestation filed by Wheeling in respect of the allocation of the Settlement Payment between MM&A and MM&AR, no amounts will be disbursed until further order of the Courts. In this respect, a joint hearing is scheduled for February 26, 2014. The Monitor and its counsel are working with the Chapter 11 Trustee and its professionals to prepare for the joint hearing including responding to and participating in any discoveries scheduled to take place prior to the joint hearing. Wheeling has served a document request list which is being responded to.

57. As of the date of this Report, Travelers has not forwarded the Settlement Payment to the Monitor and the Chapter 11 Trustee. The Monitor will hold the funds in trust pending the resolution of the Wheeling contestation and a further order by the Court permitting it to pay accrued professional fees owing to the Professionals that are secured by the Administration Charge.

CLAIMS PROCESS

58. As noted above, on December 13, 2013, the Petitioner filed the Claims Motion which included a detailed claims package to be completed by all claimants. At the request of the Petitioner and other interested parties, the Claims Motion was postponed and will be heard on February 11, 2014 in a joint hearing with the US Court which has been asked to set a claims bar date in the Chapter 11 proceedings.
59. At the February 11, 2014 hearing, this Court will also hear a request to appoint Class Representatives to represent certain of the derailment victims in this case. The Petitioner and the Chapter 11 Trustee have contested the appointment of the Class Representatives and their ability to file class claims (among other matters) and the Monitor has expressed its concerns with the terms and conditions surrounding the appointment of the Class Representatives, as set out in the Monitor's Fourth Report. The Monitor through its counsel is in contact with the proposed counsel for the Class Representatives and will continue discussions to determine if a consensus can be reached with respect to both the claims process and the appointment of Class Representatives.

CHAPTER 11 PROCEEDINGS

60. As previously reported, on August 7, 2013, MM&AR commenced proceedings under Chapter 11 of the U.S. Bankruptcy Code ("Code") in the US Court.
61. On August 21, 2013, the U.S. Trustee appointed Robert J. Keach, attorney, to be the Chapter 11 Trustee of MM&AR and he has assumed day to day control of the operations of MM&AR.
62. The Monitor and its counsel continue to be in frequent contact with the Chapter 11 Trustee and his professionals to coordinate the efficient administration of both estates as well as the sale process and the claims process that are more fully described elsewhere in this report.
63. The Monitor reviews daily and weekly information reports from the Companies as well as variance reports prepared by Development Specialists Inc. ("DSI"), the financial advisor to the Chapter 11 Trustee.
64. As noted in the Monitor's Fourth Report, the United States Trustee appointed four creditors (who all allege to have claims arising from the Derailment) to a Committee of Derailment Victims

("Committee") to assist the Chapter 11 Trustee. In addition, the Province and the City have been added as ex-officio members to the Committee. The Committee has also engaged legal counsel.

65. The Monitor is continuing to post the various relevant motions and orders in respect of MM&AR's Chapter 11 proceedings to its website to permit all stakeholders to follow these proceedings.

ACTIVITIES OF THE MONITOR

66. The Monitor's activities have included the following:

- Continued monitoring of the Petitioner's operations which has included frequent contact with the Chapter 11 Trustee and his professionals, Petitioner's management and legal counsel all with a view to keeping apprised of material developments and to seek input with respect to the restructuring process. In addition, The Monitor has kept apprised of the restructuring proceedings of MM&AR through the review of Chapter 11 motions and orders as well as frequent communication with the Chapter 11 Trustee and his professionals.
- Maintaining regular contact with representatives of the Province, the City and other stakeholders in this restructuring process to seek their input and provide assistance in various areas;
- The Monitor is working with the Chapter 11 Trustee and the various professionals in respect of the ongoing due diligence process relating to the sale of the Petitioner's assets including publishing notices, responding to information requests and review of schedules and exhibits;
- The Monitor has been in communication with Gordian concerning the status of discussions with various interested parties;
- The Monitor attended the auction held in Portland, Maine on January 21, 2014;
- The Monitor through its counsel has been in communication with the legal counsel of the proposed Class Representatives;
- The Monitor continues to respond to queries from suppliers, creditors and other interested parties;
- The Monitor reviewed the Petitioner's financial affairs and results for the period September 30, 2013 to January 10, 2014;
- The Monitor manages copies of all Court materials filed in the CCAA and Chapter 11 Proceedings on its website;
- The Monitor has prepared and filed this Fifth Report;
- Other administrative and statutory matters relating to the Monitor's appointment.

**RECOMMENDATIONS OF THE MONITOR WITH RESPECT TO THE REQUEST FOR AN EXTENSION,
APPROVAL OF THE CONTRACT ASSIGNMENT MOTION AND FOR APPROVAL OF THE SALE AND
VESTING MOTION**

67. At the present time, it is premature for the Petitioner to devise a Plan of Arrangement and present same to its creditors. The Petitioner is seeking an extension in order to continue its operations and provide additional time in order to complete the sale of its assets and subsequently proceed with the Claims Process and the filing of a Plan of Arrangement.
68. The Petitioner has been paying for goods and services received subsequent to the date of filing the CCAA as they become due, except for professional fees.
69. The Petitioner is acting in good faith, with due diligence and has been cooperating with all stakeholders involved in this process, including but not limited to, the Monitor, the various governmental agencies including the CTA, the City, the Chapter 11 Trustee and its creditors.
70. The Monitor is supporting the extension of the Initial Order until February 11, 2014 for the above noted reasons.
71. The Monitor approves the proposed assignment of the agreements for the following reasons:
 - They are being assigned in the context of a going concern sale of the assets of MM&A which sale is otherwise recommended by the Monitor; and
 - The Monitor believes the assignee will be able to perform the obligations assumed under the assigned agreements and remedy any pre-filing monetary defaults which may exist under those agreements.
72. The Monitor recommends the acceptance of the RAH offer for the following reasons:
 - The sale process conducted by Gordian allowed for an extensive marketing of the assets to interested parties;
 - The auction process was reasonable and approved by this Court;
 - The creditors most affected by the sale process were consulted and agreed with the sale and auction process to be followed;
 - Pursuant to the auction, the RAH offer was concluded to be the highest and best offer;
 - The offer is for all of the assets and will result in the continued operation of railroads in both Canada and the United States which is in the public interest. No other offers were received for the assets of the Petitioner;

- Allows for the majority of employees in Canada to maintain their jobs;
- The offer is beneficial to all the communities along the railroad for their economic development; and
- The offer is more beneficial to the various stakeholders of the Petitioner than would be a sale under a bankruptcy.

73. The Court should grant the extension request for the following reasons:

- Since the commencement of the CCAA proceedings, the Petitioner has and continues to act in good faith and with diligence;
- The Petitioner still requires some additional time to complete the sale with RAH to maximize the value of its assets and sell the company on a going concern basis which is in the best interests of all of its stakeholders, employees and customers;
- Additional time is needed to implement a claims process to ensure a fair and methodical treatment of all claims;
- The Petitioner has not prejudiced its creditors as it is paying post-filing liabilities incurred since the date of filing as they become due, except for the fees of the Professionals, and the Cash Flow Projections indicate that it will continue to do so;
- Richter will continue to monitor the financial affairs of the Petitioner and inform the Court and all stakeholders of material adverse changes in the Petitioner's cash flow or financial circumstances as required;
- The extension will not cause any prejudice to the various stakeholders.

Respectfully submitted at Montreal, this 22nd day of January, 2014.

Richter Advisory Group Inc.
Monitor

Andrew Adessky, CPA, CA, CIRP

Exhibit 1

Montréal, Maine & Atlantic Railway Ltd./Montreal Maine & Atlantic Canada Co.

Comparative Cash Flow

For the period September 30, 2013 to January 10, 2014

(in USD) (in 000's)	Forecast Sept 30-Jan 10	Actual Sept 30-Jan 10	Variance Sept 30-Jan 10
MMA Cash Receipts:			
Deposits & Wire Transfers	1,704	2,272	568
ISS ¹	376	412	35
Other items ²	92	412	321
DIP financing - Camden National Bank ³	2,602	2,242	(360)
Total	4,774	5,338	564
MMA Disbursements:			
Payroll & Related Taxes	2,798	2,818	(20)
Materials and supplies	752	823	(71)
Capital expenditures - track repairs ⁴	-	275	(275)
Freight car and locomotive	110	167	(57)
Restructuring costs	-	9	(9)
Other costs	1,309	1,437	(128)
Transport revenue offsets	86	89	(3)
Total	5,055	5,617	(563)
Initial amount transferred to escrow a/c for Wheeling & Lake Erie ⁵	-	200	(200)
Net Cash Flow	(281)	(479)	(198)
Opening Cash Balance - MMA	581	581	-
Closing Cash Balance - MMA	300	102	(198)
Camden National Bank - DIP Lender			
Opening line of credit	-	-	
Funds advanced	2,602	2,242	360
Ending Line of credit	2,602	2,242	360
Total authorized line of credit	3,000	3,000	-
Total available line of credit	398	758	(360)
Loan balance - net of cash	\$ 2,302	\$ 2,140	\$ 162

¹ - The Interline Settlement System ("ISS") is the centralized process for the rail industry used to negotiate and agree upon for the sharing of revenue generated for a movement when two or more tracks are involved in a shipment route.

² - Other items includes switching revenue, car hire revenue, equipment rentals and approximately \$100k of insurance proceeds from a 2012 claim (which was not budgeted).

³ - Commenced on October 21, 2013.

⁴ - MMA engaged sub-contractors to perform various unbudgeted track repairs to enable it to maintain necessary levels of service.

⁵ - As part of the switch to the DIP financing with Camden National Bank, MMA was required, pursuant to a court order, to set aside \$200k of cash on hand which may be subject to Wheeling's cash collateral. This amount was not in the cash flow filed in court on October 4, 2013.

Exhibit 2

Montréal, Maine & Atlantic Canada Co.
For the period January 13, 2014 to February 14, 2014

Week Ending:	Forecast 17/01/2014	Forecast 24/01/2014	Forecast 31/01/2014	Forecast 07/02/2014	Forecast 14/02/2014	Total
<u>Cash Receipts:</u>						
Intercompany Montreal, Maine & Atlantic Railway, Ltd. ¹	26,430	210,525	119,906	196,531	65,675	619,067
Deposits & Wire Transfers	-	-	-	-	-	-
Total	26,430	210,525	119,906	196,531	65,675	619,067
<u>Disbursements:</u>						
Transport revenue offsets	-	-	-	-	-	-
Payroll and benefits	-	136,400	25,000	136,400	-	297,800
Materials and supplies	62,500	57,500	42,500	37,500	37,500	237,500
Freight car and locomotive expense	6,831	-	-	6,006	11,550	24,387
Other operating costs	31,625	16,625	52,406	16,625	16,625	133,906
Restructuring costs	-	-	-	-	-	-
Total	100,956	210,525	119,906	196,531	65,675	693,593
Net Cash Flow (Use) - Operations	(74,526)	-	-	-	-	(74,526)
Opening Cash Balance	84,526	10,000	10,000	10,000	10,000	84,526
Closing Cash Balance¹	\$ 10,000	\$ 10,000				

¹ For the purposes of this cash flow, cash receipts are assumed to be equal to projected disbursements. The ending bank balance will fluctuate on a daily basis depending on the actual deposits in the Canadian account and actual disbursements required on a daily basis.

Exhibit 3

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

In re:

MONTREAL MAINE & ATLANTIC
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670
Chapter 11

CERTIFICATE OF SERVICE

I, Angela L. Stewart, being over the age of eighteen and an employee of Bernstein, Shur, Sawyer & Nelson, P.A. in Portland, Maine, hereby certify that, on December 20, 2013, I filed the *Notice of (A) Sale of Substantially All of the Assets of Montreal, Maine & Atlantic Railway, LTD. and Montreal, Maine & Atlantic Canada, Co.; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Procedure for Determining Cure Amounts* (the “Sale Notice”) [D.E. 538] via the Court’s CM/ECF electronic filing system. In addition, on December 12, 2013, I filed the *Motion for Authority to Sell Substantially All of the Debtor’s Assets and to Assume and Assign Certain Executory Contracts and Unexpired Leases* (the “Sale Motion”)[D.E. 490] via the Court’s CM/ECF electronic filing system.

On December 20, 2013, I served the Sale Notice and Sale Motion upon the following parties:

- a. The United States Trustee;
- b. The twenty largest non-insider unsecured creditors of the Debtor;
- c. Local, state and federal taxing authorities for each jurisdiction in which the Assets are located;
- d. Counsel to the Stalking Horse;

- e. Counsel to MMA Canada;
- f. the Monitor;
- g. Counsel to the Monitor;
- h. Prospective bidders (or their counsel) that are known to the Trustee and his advisors;
- i. The Counter-Parties to the executory contracts and unexpired leases on the Contract & Cure Schedule;
- j. Counsel to the Official Committee of Derailment Claimants;
- k. Counsel to the Maine Department of Transportation;
- l. Counsel to the Federal Railroad Administration;
- m. The United States Environmental Protection Agency;
- n. Town of Lac Megantic;
- o. Ministry of Sustainable Development, Environment, Wildlife and Parks;
- p. Transport Canada;
- q. All parties known to the Trustee to have or assert any liens, claims and encumbrances or other interests against the Assets; and
- r. All parties having filed requests for notices in the Debtor's case.

In addition, a copy of the Sale Notice was also served upon all creditors listed on the Court's matrix. The parties served and manner of service are detailed on the attached Service List.

Dated: December 24, 2013

/s/ *Angela L. Stewart*
Angela L. Stewart, Paralegal

BERNSTEIN, SHUR, SAWYER & NELSON
100 Middle Street
P.O. Box 9729
Portland, ME 04104-5029
(207) 774-1200

SERVICE LIST

Served via CM/ECF (relating to Sale Notice filed on 12/20/13):

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acummings@bernsteinshur.com; sspizuoco@bernsteinshur.com; astewart@bernsteinshur.com

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See Exhibit A attached hereto for a list of the parties served with the Sale Notice and Sale Motion via ECF, E-mail or U.S. First Class Mail. Also, attached as Exhibit B, is the Court's matrix. The parties appearing on Exhibit B received a copy of the Sale Notice via U.S. First Class Mail.

Montreal, Maine & Atlantic Railway, Ltd**Service of Sale Motion and Sale Notice****December 20, 2013****EXHIBIT****A**

Sale Motion and Sale Notice served upon all parties, those listed on the table below
Sale Notice served upon entire matrix which is attached hereto

Entity to be Served	Person Served	Manner Served
The United States Trustee;	Stephen G. Morrell, Esq. Office of the Trustee	ECF
The twenty largest non-insider unsecured creditors of the Debtor;	New Brunswick Southern Railroad (Keith Cunningham) Rail World, Inc. (Patrick Maxcy) Flex Leasing (CIT) (Ed MacColl, D. Dandeneau, A. Maskin – Weil) Canadian Pacific Railway (J. Dow) Valero Marketing (Bill Kless) Rail World Locomotive Leasing (Patrick Maxcy) Gowling Lafleur Henderson (Montreal) (D. St-Onge) Catron Theimeg Petro Sud-Ouest Inc. Ville De Sherbrooke RWC, Inc. St. Lawrence & Atlantic RR Maine Northern Railway (Keith Cunningham) AC Electric Debroussailleurs GSL, Inc. Helm Financial Maine Revenue Services (P. Waite) Canadian Pacific Railway (T. Thornton) Gowling Lafleur Henderson (Calgary) (R. Scott Jolliffe) Progress Rail Services (R. Paul Campbell)	ECF ECF ECF ECF Matrix ECF E-mail Matrix Matrix Matrix Matrix Matrix Matrix Matrix ECF Matrix Matrix Matrix ECF ECF Matrix ECF ECF Matrix ECF

Sale Motion and Sale Notice served upon all parties, those listed on the table below
Sale Notice served upon entire matrix which is attached hereto

Entity to be Served	Person Served	Manner Served
Local, state and federal taxing authorities for each jurisdiction in which the Assets are located	State of Vermont Maine Revenue Services (P. Waite) Internal Revenue Services City of Bangor (73 Harlow Street, Bangor, ME 04401) State of Maine, Sale & Use Tax Division (P.O. Box 1065, Augusta, ME 04332) Town of Bradford Maine Town of Frankfort Maine Town of Glenburn Maine Town of Hampden Maine Town of Hudson Maine Town of Mapleton Maine Town of Prospect Maine Town of Searsport Maine Town of Winterport Maine Town of Milo Maine Town of Newport Maine Town of Milinocket Maine Town of Jackman Maine Town of Houlton Maine Town of Greenville Maine Town of Brownville Maine Town of East Millinocket Maine Town of North Troy, Vermont Town of Richford Vermont	Matrix ECF Matrix USMail Matrix

Sale Motion and Sale Notice served upon all parties, those listed on the table below
Sale Notice served upon entire matrix which is attached hereto

Entity to be Served	Person Served	Manner Served
Counsel to MMA Canada;	Gowling Lafleur Henderson LLP Pierre Legault Patrice Benoit Denis St.-Ongé Louise Lalonde Derrick Tay	E-mail E-mail E-mail E-mail E-mail E-mail
the Monitor;	Richter Advisory Group, Inc. Andrew Adesskey M. Gilles Robillard	E-mail E-mail
Counsel to the Monitor;	Woods LLP Sylvain Vauclair Neil A. Peden Bogdan-Alexandru Dobrota	E-mail E-mail E-mail

Sale Motion and Sale Notice served upon all parties, those listed on the table below
Sale Notice served upon entire matrix which is attached hereto

Entity to be Served	Person Served	Manner Served
Prospective bidders (or their counsel) that are known to the Trustee and his advisors	[List maintained by Trustee]	

Sale Motion and Sale Notice served upon all parties, those listed on the table below
Sale Notice served upon entire matrix which is attached hereto

Entity to be Served	Person Served	Manner Served
	Canadian Pacific Railway Co. The CIT Group/Equipment Financing, Inc.	ECF ECF
	Flex Leasing Corporation GATX Corporation	ECF ECF
	Rail World Locomotive Leasing, LLC ("Rail World") Enterprise Rent-A-Car Company of Boston, Inc.	ECF' MATRIX
	Jackman Utility District	MATRIX
	Larry Springer	USMAIL
	Town of Medford	USMAIL
	Arlene Larson	USMAIL
	Judy L. Dionne	USMAIL
	Cole Land Company, Inc.	USMAIL
	Thomas & Eva Young	USMAIL
	Atlantic Communications	MATRIX
	AT&T Corp.	MATRIX
	J.M. Huber Corporation	MATRIX
	Portland Cellular Partnership d/b/a Verizon Wireless	MATRIX
	FCM Rail Ltd	MATRIX
	Greater Bay Capital (Wells Fargo Financial Leasing)	MATRIX
	Penobscot Regional Communications Center	MATRIX
	Wells Fargo Equipment Finance - Manufacturer Services Group	USMAIL
	Bangor Hydro-Electric Company	MATRIX
	Central Maine Power Company	MATRIX
	Northland Telephone Company of Maine, Inc. d/b/a Fairport Communications	USMAIL
	Maine Northern Railway Company	MATRIX
	Eastern Maine Railway Company	MATRIX
	Maine Northern Railway Company	MATRIX

Sale Motion and Sale Notice served upon all parties, those listed on the table below
Sale Notice served upon entire matrix which is attached hereto

Entity to be Served	Person Served	Manner Served
	New Brunswick Southern Railway Company Limited L'Express des Cantons de-l'Est Inc. Canada Pacific Railway Company MMA Canada The Montreal and Atlantic Railway Company New England Independent Transmission Company, LCC Employees of Accounting Customer Service, Dispatching Engineering & Mechanical Dept. Lindsey Bell Paperless Pay Corporation Industrial Metal Recycling assigned to Smorgon Steel Recycling d/b/a Industrial Metal Recycling Ravago Canada Performance Packaging Inc. Kaytec Vynile Inc. Brigham Terminal Inc. First Union Rail Roynat Inc Condor Signal & Communications Sage Software, Inc.	ECF USMAIL ECF ECF ECF ECF MATRIX MATRIX USMAIL USMAIL USMAIL USMAIL USMAIL USMAIL USMAIL USMAIL USMAIL USMAIL USMAIL USMAIL USMAIL USMAIL USMAIL USMAIL USMAIL USMAIL
Counsel to the Official Committee of Derailment Claimants;	Luc Despins Conrad LeBrun Madame Collette-Roy LaRoche	E-mail USMail USMail

Sale Motion and Sale Notice served upon all parties, those listed on the table below
Sale Notice served upon entire matrix which is attached hereto

Entity to be Served	Person Served	Manner Served
Counsel to the Maine Department of Transportation	Frank J. Guadagnino Victoria Morales William C. Price Elizabeth Slaby Elizabeth Wyman	ECF ECF ECF ECF ECF
Counsel to the Federal Railroad Administration	Assistant Chief Counsel	Matrix
The United States Environmental Protection Agency;	EPA New England, Region 1, Attn: Legal Department	Matrix
Town of Lac Megantic;	Dufresne Hebert Comeau Inc. Louis Coallier Paul Wayland Jean-Francois Girard	Email Email Email
Ministry of Sustainable Development, Environment, Wildlife and Parks	Édifice Marie-Guyart, 29 th Floor 675, boulevard René-Lévesque Est Québec (Québec) G1R 5V7	USMail
Transport Canada;	Ted Toonders (ted.toonders@tc.gc.ca) 800 Rene-Levesque Blvd. West Suite 638, 6 th Floor Montreal, Quebec H3B 1X9 Canada	Email

Sale Motion and Sale Notice served upon all parties, those listed on the table below
Sale Notice served upon entire matrix which is attached hereto

Entity to be Served	Person Served	Manner Served
All parties known to the Trustee to have or assert any liens, claims and encumbrances or other interests against the Assets	Bangor Savings Bank	Matrix
	FCM Rail, Ltd	Matrix
	Federal Rail Associates – FRA	Matrix
	Borden Ladner Gervais	Matrix
	Maine Revenue Service	ECF
	State of Maine DOT	ECF
	Town of Brownville	Matrix
	Town of Houlton	Matrix
	Town of Jackman	Matrix
	Town of Millinocket	Matrix
	Town of Milo	Matrix
	Town of North Troy	Matrix
	Town of Presque Isle	Matrix
	Town of Richford	Matrix
	Wheeling & Lake Erie Railway	ECF
	Camden National Bank	ECF

Sale Motion and Sale Notice served upon all parties, those listed on the table below
Sale Notice served upon entire matrix which is attached hereto

Entity to be Served	Person Served	Manner Served
All parties having filed requests for notices in the Debtor's case.	Wystan M. Ackerman on behalf of Travelers Property Casualty Company of America Steven J. Boyajian on behalf of Travelers Property Casualty Company of America Michael R. Enright on behalf of Travelers Property Casualty Company of America Stephen Edward Goldman on behalf of Travelers Property Casualty Company of America Allison M. Brown on behalf of CIT Group Marcia L. Goldstein on behalf of CIT Group, Inc Arvin Maskin on behalf of CIT Group Diane Sullivan on behalf of CIT Group Victoria Vron on behalf of CIT Group Thomas A. Labuda on behalf of Railroad Acquisition Holdings, LLC Matthew E. Linder on behalf of Railroad Acquisition Holdings, LLC Jeffrey Steen on behalf of Railroad Acquisition Holdings LLC Stefanie Wowchuck McDonald on behalf of Dakota Plains Transloading, etc. Dennis Ryan on behalf of Dakota Plains Transloading, etc Daniel Aube Robert Thomas Frederick J. Williams Craig D. Brown on behalf of Estate of Stephanie Bolduc Alan S. Gilbert on behalf of Other Prof. Edward A. Burkhardt, Robert Grindrod, Gaynor Ryan, Joseph McGonigle, Donald M. Gardner, Jr., Cathy Aldana, Rail World, Inc, Rail World Holdings LLC, Rail World Locomotive Leasing, LLC and Earlston) Eric Hocky on behalf of Maine Department of Transportation Robert Jackstadt on behalf of Midwest Railcar Corp. Virginia Strasser on behalf of Surface Transportation Board Michael S. Wolly on behalf of Brotherhood of Locomotive Engineers and Trainmen Dennis L. Morgan on behalf of Fred's Plumbing & Heating, Inc.	Email ECF ECF

Sale Motion and Sale Notice served upon all parties, those listed on the table below
Sale Notice served upon entire matrix which is attached hereto

Entity to be Served	Person Served	Manner Served
Plaintiff's and Counsel in any and all lawsuits arising out of the Derailment	Peter Flowers Daniel E. Larochelle Jeff Orenstein Richard M. Jurewicz Christopher Branson George Marcus	ECF Email Email Email Email ECF

Label Matrix for local noticing
0100-1

Case 13-10670

Maine

Bangor

Tue Dec 17 09:03:42 EST 2013

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P.O. Box 1401
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c/o Alan Lepene
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127 Public Square
Cleveland, OH 44114-1217Estates of Marie Alliance, et al
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Boston, ME 02110-2320Estates of Stephanie Bolduc
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Case 13-10670 Doc 549 Filed 12/24/13 Entered 12/24/13 11:50:24 Desc Main
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P.O. Box 3531
Station A
Toronto, ON M5W 3G4
CANADA

YRC Inc
c/o RMS Bankruptcy Recovery Services
P.O. Box 5126
Timonium, MD 21094-5126

Yampolsky, Henry, Esquire
1835 Market Street
Suite 2710
Philadelphia, PA 19103-2929

Yocum, Fred
127 Oak Grove Drive
Brewer, ME 04412-1200

Yocum, Frederic Jr.
127 Oak Grove Drive
Brewer, ME 04412-1200

York, William
203 Western Avenue, #16
Hampden, ME 04444-1431

Young, James Jr.
16 Chestnut Lane
Orrington, ME 04474-3464

Zelkan, John
P.O. Box 262
Brownville Junction, ME 04415-0262

Zwicker, Eli Jr.
P.O. Box 57
Brownville Junction, ME 04415-0057

Daniel Aube
308 St-Lambert Street
Sherbrooke, QU J1C0N9 Canada

Frederick J. Williams
74 Bellevue Street
Compton, QU J0B 1L0 Canada

Michael A. Fagone Esq.
Bernstein, Shur, Sawyer & Nelson
P.O. Box 9729
Portland, ME 04104-5029

Case 13-10670 Doc 549 Filed 12/24/13 Entered 12/24/13 11:50:24 Desc Main
Nathaniel R. Hull Esq. Robert D. Thomas Document Page 52 of 54 Robert J. Keach
Verrill Dana LLP 49 Park Street Bernstein Shur Sawyer & Nelson
P.O. Box 586 Dexter, ME 04930-1439 100 Middle Street
Portland, ME 04112-0586 P.O. Box 9729
Portland, ME 04104-5029

Roger A. Clement, Jr. Esq.
Verrill Dana, LLP
One Portland Square
P.O. Box 586
Portland, ME 04112-0586

The preferred mailing address (p) above has been substituted for the following entity/entities as so specified by said entity/entities in a Notice of Address filed pursuant to 11 U.S.C. 342(f) and Fed.R.Bank.P. 2002 (g)(4).

Dell Financial Services
Payment Processing Center
P.O. Box 5275
Carol Stream, IL 60197-5275

Addresses marked (c) above for the following entity/entities were corrected
as required by the USPS Locatable Address Conversion System (LACS).

Brackett, Kris
HCR 86, Box 69
Medway, ME 04460
Enterprise Rent-A-Car
Attn: Accts Receivable
6 E Perimeter Road
Londonderry, NH 03053

The following recipients may be/have been bypassed for notice due to an undeliverable (u) or duplicate (d) address.

(u)Atlantic Specialty Insurance Company (u)Brotherhood of Locomotive Engineers and Tr (u)C. K. Industries, Inc.

(u)CIT Group, Inc. (u)Canadian Pacific Railway (du)Canadian Pacific Railway Co.

(u)Dakota Plains Transloading, LLC, Dakota Pe (u)Edward A. Burkhardt, Robert Grindrod, Gayn (u)Estate of Jefferson Troester

(u)Indian Harbor Insurance Company

(u)J. M. Huber Corporation
1141 Main Street
Old Town

(u)Maine Revenue Services

(u)Midwest Railcar Corporation

(u)Progress Rail Services Corporation

(u)Rail World, Inc.

(u)Railroad Acquisition Holdings LLC

(u)Travelers Property Casualty Company of Ame

(u)Western Petroleum Corporation

(u)Wheeling & Lake Erie Railway Company

(u)Wrongful Death, Personal Injury, Business,

(du)Wrongful Death, Personal Injury, Business

(u)XL Insurance Company, Ltd.

(u)LMS Acquisition

(d)Maine Public Service Company
P.O. Box 1209
Presque Isle, ME 04769-1209

(d)Mitchell A. Toups, Esq.
Weller, Green, Toups & Terrell, L.L.P.
Post Office Box 350
Beaumont, TX 77704-0350

(du)Rail World, Inc.

(d)Stan Campbell
Deputy Director
Maine Revenue Service
P.O. Box 9107
Augusta, ME 04332-9107

(d)Verrill Dana LLP
One Portland Square
P.O. Box 586
Portland, ME 04112-0586

End of Label Matrix		
Mailable recipients	903	
Bypassed recipients	31	
Total	934	

The following parties were additionally served at the addresses below as the Matrix contained outdated addresses.

Kevin Cox
18 Western Avenue
E. Millinocket, ME 04430

Duane Heal
1601 River Road
Bowdoinham, ME 04008

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

In re:

MONTREAL MAINE & ATLANTIC
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670
Chapter 11

**SUPPLEMENTAL
CERTIFICATE OF SERVICE**

I, Angela L. Stewart, being over the age of eighteen and an employee of Bernstein, Shur, Sawyer & Nelson, P.A. in Portland, Maine, hereby certify that on December 23, 2013, December 30, 2013 and January 3, 2014, I served, via U.S. First Class Mail, the *Notice of (A) Sale of Substantially All of the Assets of Montreal, Maine & Atlantic Railway, LTD. and Montreal, Maine & Atlantic Canada, Co.; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Procedure for Determining Cure Amounts* (the “Sale Notice”) [D.E. 538] upon the parties identified on the Service List attached hereto.

Dated: January 6, 2014

/s/ Angela L. Stewart
Angela L. Stewart, Paralegal

BERNSTEIN, SHUR, SAWYER & NELSON
100 Middle Street
P.O. Box 9729
Portland, ME 04104-5029
(207) 774-1200

SERVICE LIST

Service of Sale Notice on 12/23/2013

Ministry of Oceans and Fisheries
Fisheries and Oceans Canada
104 Dalhousie Street
Quebec, Quebec G1K 7Y7

Ministère des Affaires municipales, des Régions et de l'Occupation du territoire
10, rue Pierre-Olivier-Chauveau
Québec (Québec) G1R 4J3

Environment Canada
10, rue Wellington, 23e étage
Gatineau (Québec)
K1A 0H3

Environnement Canada
1550 avenue d'Estimauville
Québec (Québec)
G1J 0C3

Vermont Agency of Transportation
One National Life Drive
Montpelier, VT 05603-0001

Maine Department of Labor
54 State House Station
Augusta, Maine 04333

Maine Department of Environmental Protection
17 State House Station
Augusta, Maine 04333-0017

Maine Land Use Regulatory Commission
Harlow Building
18 Elkin Lane, 4th Floor
East Side Campus
22 State House Station
Augusta, ME 04333

Orford Express Inc.
c/o Robinson Sheppard Shapiro Sencrl
Attn: Me Louise Baillargeon
Tour de law Bourse
800 place Victoria
Suite 4600
Montreal, QC H4Z 1H6

Orford Express Inc.
c/o Monica Maynard
1080 Cote du Beaver Hall
Suite 1610
Montreal, QC H2Z 1S8

Canadian Transportation Agency
Attn: Mr. John Dosworth, Senior Counsel
Legal Services Directorate
15 Eddy Street
19th Floor
Gatineau, Quebec J8X 4B3

Canadian Transportation Agency
Attn: Ms. Nina Frid, Director General
15 Eddy Street
19th Floor
Gatineau, Quebec J8X 4B3

Gary Fausse
Local Chairman
71 des Lilas
Granby, QC J2H 2B9

Steven Hadden
President
USW, Local 1976
2360 de Lasalle, #202
Montreal, Quebec H1V 2L1

Railway Services, Inc.
1 Railway Lane
Burlington, Vermont 05401

Rail Cantech
Attn: Steven Hsing, Jr., Eng.
650 Lionel-Boulet
Varennes, QC J3X 1P7

Barracuda Networks
3175 Winchester Blvd
Campbell, California 95008

Trend Micro Inc.
10101 North De Anza Blvd
Cupertino CA 95014

Atlantic Northwest Railroad Company
c/o Enrico Forlini
Fasken Martineau DuMoulin LLP
Stock Exchange Tower
Suite 3700, P.O. Box 242
800 Place Victoria
Montreal, Quebec, Canada H47 1E9

Service of Sale Notice on 12/30/2013

Fairpoint Communications
155 Gannett Drive
South Portland, ME 04106

Fairpoint – Bebee Spur
800 Hinesburgh Road
South Burlington, VT 05403

Penobscot Snowmobile Club
c/o Sandra Dorr
398 Clark Road
Hermon, ME 04401

Jason Campbell
35 Stone Dam Road
Millinocket, ME 04462

Blue Seal Feeds
15 Buttrick Road
Londonderry, NH 03053

Newport Country Club MP 0.61
P.O. Box 434
Newport, VT 05855

Brent & Heather Watson
57 Roundstone Drive
Glenburn, ME 04401

Vermont Telephone Company
354 River Street
Springfield, VT 05403

Gary Paradise
P.O. Box 565
Jackman, ME 04945

Harry & Kathy Fleming
46 Allison Lane
Gorham, ME 04038

Federal Aviation Administration
112 New England Executive
Burlington, MA 01803

Service of Sale Notice on 1/3/2014

See attached list.

COWANSVILLE TOYOTA INC.
Attn: M. Guy St. Louis
165, Rue De Salaberry
Cowansville, QC J2K 5G9

DOMTAR INC.
Attn: Mrs. Ania Brzezinski
395 Boul. de Maisonneuve Ouest
Montreal, QC H3A 1L6

DOMTAR INC.
Attn: M. Raymond Vanier
609, Rang 12, Suite 48
Windsor, QC J1S 2L9

EMBALLAGE PERFORMANT INC.
Attn: Louis Carpentier
301, Boul. Grand Nord
Cowansville, QC J2K 1A8

F. MÉNARD INC.
251, Route #235, C.P. # 60
Ange Gardien, QC JOE 1E0

FERME GAUDREAU INC.
c/o Meunerie Robitaille
190 Rue Comeau Nord
Farnham, QC J2N 2N4

FERME HÉBERTFORD INC.
580 Rang Papineau
St Paul D, QC JOE 1A0

GRAVIÈRE BOUCHARD INC.
74 Chemin Jordan Hill
Johnville, QC J0B 2A0

GRAYMONT (QC) INC.
ATTN:M. SEBASTIEN VILLENEUVE
1015, RUE DE LA CARRIERE
Bedford, QC J0J 1A0

HYDRO VILLE DE SHERBROOKE
Attn: Sylvie LaRoche
555, Rue Des Grandes-Fourches
Sherbrooke, QC J1H 5G7

HYDRO-QUÉBEC
75 RENE-LEVESQUE BLVD, WEST
MONTREAL, QC H2Z 1A4

KAYTEC VYNILE INC.
Attn: Comptes Payables
105, Boul. Des Industries
Cowansville, QC J2K 3Y4

KOBELT TRANSPORTATION
Attn: Christopher Forsythe
276, Rue Queen
Lennoxville, QC J1M 1K6

KRUGER PRODUCTS LIMITED
Attn: Normand Handfield
5770, Rue
Montreal, QC H4C 1V2

LES GESTION RODNEY CLEARY & FILS LIMITÉE
C.P. 111
Lennoxville, QC J1M 1Z3

LOGI-BEL ENTREPOSAGE INC.
ATTN: BELAND AUDET
4545 RE VILLENEUVE
LAC-MEGANTIC, QC G6B 2C2

M. K.STONOR POULSEN
312 Burnett Rd.
Glen Sutton, QC JOE 2K0

M. MICHEL DUMAS
4867, Rue Laval
Lac-Megantic, QC G6B 1C9

M. RENAUD LÉGARÉ
1025, rue Principale Ouest
Magog, QC J1X 2B7

M. ADRIEN GIRARD
136, Ch. Veilleux
Bury, QC J0B 1J0

M. ANDRÉ LEBEL
264, Rue Queen
Lennoxville, QC J1M 1K6

M. DANIEL BERGER
1503, Rue Wellington Sud
Sherbrooke, QC J1M 1K8

M. DANIEL JACQUES
1455, Rue Vermont
Sherbrooke, QC J1J 1G4

M. DANIEL PELLETIER
192, 9leme Rang
Ste-Brigide d'Iberville, QC JOJ 1X0

M. Georges Beaulieu
1515, Rue Wellington Sud
Sherbrooke, QC J1M 1K8

M. GEZA KESERU
152 Rue Du Pont
Sainte-Genevieve, QC H9H 2P7

M. JOCELYN QUIRION
2408, rue St-Jean
Frontenac, QC G6B 2S1

M. LUC LUSSIER
1175.00
ST-HYACIN, QC J2S 7A9

M. Nathalie Duquette
309, Rue Wellington Sud
Sherbrooke, QC J1H 5E2

M. PAUL-ÉMILE MORIN
1917, Route #161
Nantes, QC G0Y 1G0

M. RAYMOND DESCHÈNES
101 Ch. Burnett
Sutton, QC J0E 2K0

M. REGINALD J. WALKER
17, Ballantyne Avenue South
Montreal West, QC H4X 2B1

M. RENÉ GINGRAS
8, Chemin des Diligences
Austin, QC J0B 1B0

M. ROLLAND LASNIER
1280, Route #104
Ste-Brigide d'Iberville, QC J0J 1X0

M. SERGE CORRIEAU
800 Ch. De Lotbiniere
Bromont, QC J2L 1H3

M. VINCENT FORTIN & M. NICOLAS BRODEUR
250, Route 112
Rougemont, QC J0L 1M0

M. W.FENWICK ELLIS
1464, De La Valley Missisquoi
Sutton, QC J0E 2K0

M. YVES DESGAGNÉS
997, AVENUE DE L'HÔTEL-DE-VILL
MONTREAL, QC H2X 3A4

M.R.C. ROUVILLE
Rosaire Marcil
500, rue Desjardins, Bur. 100
Marieville, QC J3M 1E1

MASONITE, DIVISION INDUSTRIES
MANUFACTURIÈRES MÉGANTIC
Attn: Comptes Payables
6184, Rue Notre-Dame
Lac Megantic, QC G6B 3B5

MEUNERIE CÔTÉ-PAQUETTE INC.
Attn: Comptes Payables
131, Route 235
Ange Gardien, QC J0E 1E0

MEUNERIE ROBITAILLE INC.
Attn: Comptes payables
190, rue Comeau Nord
Farnham, QC J2N 2N4

MME REINE BRASSARD
390, 21eme Rang
St. Jean Sur Richelie, QC J2X 4H9

MONSIEUR VINCENT FORTIN
250, ROUTE 112
ROUGEMONT, QC J0L 1M0

MOTONEIGISTES DE MEMPHRÉMAGOG INC.
Attn: M. Fernand Cyr
C.P. 356
Magog, QC J1X 3W9

Brian Hall
97, Foster Street
Lac Brome, QC J0E 1R0

MTS ALLSTREAM
Attn: Mario Boutin
625, Rue Belmont
Montreal, QC H3B 2M1

MTS ALLSTREAM
Attn: Comptes Payables
4800, Rue St. Ambroise, Suite 103
Montreal, QC H1A 5E1

MUNICIPALITÉ DE BRIGHAM
Attn: Jean-Francois Grandmont
118 Avenue Des Cedres
Brigham, QC J2K 4K4

MUNICIPALITÉ DE MILAN
403 Rang Ste-marie, C.P. 54
Milan, QC G0Y 1E0

MUNICIPALITÉ D'EASTMAN
160, Chemin George-Bonnallie
Eastman, QC J0E 1P0

N.V. CLOUTIER INC.
Attn: M. Claude Martineau
2550, rue King Ouest
Sherbrook, QC J1J 2H1

SUCCESSION ROUVILLE FONTAINE
Attn: Bernard Fontaine
92, Domaine Fontaine
Farnham, QC J2N 2S5

SYNAGRI SEC
Attn: Comptes Payables
22, Rue Des Engrais
Mont-Saint-Gregoire, QC J0J 1K0

TRANSVISION COOKSHIRE INC.
Attn: Michel Rouleau
2080, Chemin Spring
Cookshire-Eaton, QC J0B 1M0

VERGERS BARBER INC. TRANSFERT
A/S: M. JEAN-RENE MAYNARD
232, RANG ST-CHARLES
ANGE-GARDIEN, QC J0E 1E0

VILLAGE D'ABERCORN
10 Chemin des Eglises East
C. P. 29
Abercorn, QC J0E 1B0

VILLE DE BROMONT
Attn: Comptes Payables
88, BOULEVARD DE BROMONT
BROMONT, QC J2L 1A1

VILLE DE COOKSHIRE
220 Principal Est.
Cookshire, QC J0B 1M0

VILLE DE FARNHAM
Attn: Mme. Marielle Benoit
477, rue de l'Hotel-de-Ville
Farnham, QC J2N 2H3

VILLE DE LAC-BROME
122 Chemin Lakeside
C.P. 60
LAC BROME, QC J0E 1V0

VILLE DE LAC-MÉGANTIC
Attn: M. Conrad Lebrun
5527, rue Frontenac
Lac Megantic, QC G6B 1H6

VILLE DE SCOTSTOWN
101, Chemin Victoria Ouest
Scotstown, QC J0B 3B0

VILLE DE ST-PIE
70, rue St-Francois, Case Post # 519
ST-PIE, QC J0H 1W0

VILLE DE SUTTON
Attn: Comptes Payables
11, rue Principale Sud
Sutton, QC J0E 2K0

VILLE LAC-MEGANTIC
Attn: M. Conrad Lebrun
5527, rue Frontenac, Bureau 200
Lac Megantic, QC G6B 1H6

VILLE ST-JEAN-sur-RICHELIEU
Attn: Comptes Payables
188, Rue Jacques-Cartier, Nord C.P. 700
St-Jean-sur-Richelie, QC J3B 7B2

VILLE ST-JEAN-sur-RICHELIEU
Attn: Comptes payables
188 rue Jacques-Cartier Nord
Abercorn, QC J3B 7B2

VINYLE KAYTEC INC.
Attn: Comptes Payables
105, Boul. Des Industries
Cowansville, QC J2K 3Y4

ZID INTERNET - DIVISION DE ZYMOS INC.
ATTN: M. ROBERT MACRI
3955, RUE ISABELLE, SUITE D
BROSSARD, QC J4Y 2R2

4372549 CANADA INC. A/S DE MME STÉPHANIE
RACICOT
Attn: M. Stephanie Racicot
1155, Blvd Rene-Levesque Ouest, Bureau 2010
Montreal, QC H3B 2J8

4498917 CANADA INC.
Attn: M. Andre Monette
343, Rue Principale Ouest, Bureau 222
Magog, QC J1X 2B1

6491162 CANADA INC.
Attn: Mr. Charles Leibovich
1155, Blvd Rene-Levesque Ouest, Bureau 2010
Montreal, QC H3B 4S4

9100-2857 QUÉBEC INC. (RESTAURANT LA
TERRASSE GRECQUE)
Attn: Comptes Payables
714, Rue Sud
Cowansville, QC J2K 2Y1

A. GIGUÈRE
8931, Rue Saroy
Sherbrooke, QC J1N 3J3

ACAM TRANSPORT INC.
3785, Blvd. Laurier Est
SAINT-HYACINTHE, QC J2R 2B2

ASSOCIATION DES RÉSIDENTS (DE LA RUE
CHAGNON)
Attn: M. Maurice Joly
CASE POSTALE # 211
GRANBY, QC J2G 8E4

BAR LE ROCK 66
Attn: M. Kevin Corbin
156, Rue Leopold
Cowansville, QC J2K 1X5

BELL CANADA
9355 Blvd. Metropolitain Est.
Anjou, QC H1J 3C1

BELL CANADA
1050 Rue Beaver Hall
Bureau 13
Montreal, QC H2Z 1S4

BELL CANADA
c/o Madame Nicole Bertrand
600, Rue Jean-Talon Est
Montreal, QC H2R 3A8

BELL CANADA
Attn: M. Beaulieu Pein: 3008254
No. Fourn: 0020013016, CP 11673
Montreal, QC H3C 6E8

CAMILLE FONTAINE & FILS INC.
3525 Boul. Laurier Est
Saint-Hyacinthe, QC J2R 2B2

CENTRE DE SANTÉ ET DE SERVICES SOCIAUX DE
MEMPHRÉMAGOG
Attn: Comptes Payables
50, Rue St. Patrice Est.
Magog, QC J1X 3X3

CHRISTIAN AUDET
8951 Saroy
Sherbrooke, QC J1N 3J3

CLARKE & FILS LIMITÉE
Attn: M. John Crease
2881, Rue College
Sherbrooke, QC J1M 2C2

CLUB 3 & 4 ROUES DE L'ESTRIE
Attn: M. Bruce Ditcham-Pres
665, Ch Pilipsburg
Bedford, QC J0J 1A0

CLUB DE MOTONEIGE BLANCS SOMMETS
226, Route 253 SUD
St-Malo, QC J0B 2Y0

CLUB DE MOTONEIGE BONNE ENTENTE 637 INC.
A/S M. Rosaire Berard
340, Rang Casimir
Ange-Gardien, QC J0E 1E0, QC J0E 1E0

CLUB DE MOTONEIGE DE L'ESTRIE INC.
Attn: M. Rejean Carrier
P.O. Box 25174 King Street
Sherbrooke, QC J1J 4M8

CLUB LES SANS PEUR INC.
Attn: Comptes Payables
541, Rout
Eastman, QC J0E 1P0

CLUB MOTO TOUT TERRAIN DE LA CHAUDIÈRE
Attn: M. Paul Wood, President
Case Postale # 272
Lac Megantic, QC G6B 2S6

CLUB NAUTIQUE DU PETIT LAC MAGOG
Attn: M. Michael Tessier
8683, Rue Saroy
Sherbrooke, QC J1N 3J4

CLUB QUAD DES FRONTIÈRES
C.P. 515
Magog, QC J1X 4W3

CLUB QUAD SHERBROOKE - ASCOT CORNER
248, Chemin Spring
Ascot Corner, QC J0B 1A0

COGECO CÂBLE CANADA
Attn: Lorraine Paquin
4141, Boulevard St-Jean
Trois-Rivieres, QC G9B 2M8

COGECO CÂBLE CANADA INC.
Attn: M. Jean-Claude Phaneuf, Ing.
1630, 6ieme Rue, Bureau 200
Trois-Rivieres, QC G8Y 5B8

COGECO CÂBLE CANADA INC.
Attn: Comptes Payables
5, Place Ville-Marie, Suite 1700
Montreal, QC H3B 0B3

COMAX COOPÉRATIVE AGRICOLE
ATTN: M. YVON CHARRON
15100, CH. DE LA COOPERATIVE
SAINTE-HYACINTHE, QC J2R 1S2

COMMUNICATIONS UNIVERCEL INC.
125, Rue De La Colline
Bromont, QC J2L 3C9

CONDITIONNEMENT PHYSIQUE ÉNERGIE SUD
Attn: Comptes Payables
801, Rue du Sud
Cowansville, QC J2K 2Y5

CONSOLTEX INC.
Attn: Comptes Payables
560, Henri-Bourassa Ouest
Montreal, QC H3L 1P4

CONSTRUCTION LONGER INC.
175, Rue Leger
Sherbrooke, QC J1L 1M2

DOMAINE DES CANTONS
Attn: M. Daniel Loiselle
315, Route 112
St-Etienne-de-Bolton, QC J0E 2E0

FERME GAGNÉ MAGOG INC.
150 Chermin des Peres
Magog, QC J1X 5R9

FERME JEAN-CHARLES & LISE BLAIS S.E.N.C.
1449, Rue St-Patrice Est
Magog, QC J1X 1V7

FERME VERREAU & FILS INC.
Attn: M. Jean-Pierre Verreau
430, Rang Des-Irlandais
Sainte-Brigide, QC J0J 1X0

FILTEX INC.
Attn: Accounts Payable
497, Montrose
Beaconsfield, QC H9W 1H6

GAZ MÉTROPOLITAINE
240 Rue Leger
Sherbrooke, QC J1L 1M1

GESTION RYAN ALBERS A/S RYAN ALBERS
150, Chemin Foster
Lac-Brome, QC J0E 1R0

GRAYMONT (QC) INC.
ATTN: Y. COUPAL
SUCCURSALE CENTRE VILLE, C.P. 11474
Montreal, QC H3C 5N4

GROUPEMENT FORESTIER
578, Rue
Cowansville, QC J2K 3G6

HYDRO-QUÉBEC (DISTRIBUTION)
ATTN: M. JACQUES LAPIERRE
C.P. 10000, SUCE. PL DESJARDINS
MONTREAL, QC H5B 1H7

HYDRO-QUÉBEC (DISTRIBUTION)
ATTN: M. DANIEL B. LEFEBVRE
1000, RUE MICHELE-BOHEC
BLAINVILLE, QC J7C 5L6

I.B.M. CANADA LIMITÉE
Attn: Comptes payables
23, Boul. De L'Aeroport
Bromont, QC J2L 1A3

INFRASTRUCTEL INC.
1555, Boul Jean-Paul Vincent, Suite 200
Longueuil, QC J4N 1L6

INFRASTRUCTEL INC.
Attn: M. Robert Rivard, Pres.
1875, Rue Du Caribou, Bureau 200
Longueuil, QC J4N 0C9

JACQUES GAGNÉ & PAUL CARBONNEAU
174, Rue Beaulieu
Sherbrooke, QC J1N 3J7

KRUGER PRODUCTS LIMITED
Attn: Patrice Begin
2888, Rue De College
Sherbrooke, QC J1M 1Z4

L'ASSOCIATION DE LA BONNE ENTENTE -
FARNHAM STE-BRIGIDE INC.
Caser Postal # 272
Sainte-Brigide, QC J0J 1X0

LES ANIMAUX DOMESTIQUES QUINN

Attn: Gail Catchpaw

60, Chemin Roy

Magog, QC J1X 3W3

LES MOULÉES ROBI INC.

attn: M. Marc Gibson

190, rue Comeau Nord

Farnham, QC J2N 2N4

LES RÉSEAUX DE L'ALLIANCE

Attn: M. Michel Moreau, Pres.

910, Rue Des Orchidees

St. Charles-de-Drummond, QC J2C 0C8

M. BERNARD PERREAULT
9031 Rue Saroy

Sherbrooke, QC J1N 3J2

M. CARMEL JOLICOEUR
9197, Rue Saroy
Sherbrooke, QC J1N 3J2M. CHRISTOPHE DORVILLE & MME CHRISTINE BOUCHARD
9, Rue Bellerive
Eastman, QC JOE 1P0M. Claude Huot
550, Ch. De Lotbiniere
Bromont, QC J2L 1H3M. CLAUDE ROBICHAUD & MME FRANCE ROBICHAUD
8479, Rue Saroy
Sherbrooke, QC J1N 3J5M. DENIS BOURDEAU
8487, Rue Saroy
Sherbrooke, QC J1N 3J5M. ÉRIC GIROUX ET MME NANCY ELKAS
8635, Rue Saroy
Sherbrooke, QC J1N 3J4M. FRANÇOIS BEAULIEU ET MME SUZANNE BEAULIEU
8607, Rue Saroy
Sherbrooke, QC J1N 3J4M. FRANÇOIS DODIER
9209, Rue Saroy
Sherbrooke, QC J1N 3J2M. GUY CÔTÉ
9587, Rue Des Riverains 1
Sherbrooke, QC J1N 3H9M. JACQUES FAVREAU
146, De La Metairie
Dunham, QC JOE 1M0M. JACQUES MORRISSETTE
8499, Rue Saroy
Sherbrooke, QC J1N 3J5M. JACQUES TROTTIER
8469, Rue Saroy
Sherbrooke, QC J1N 3J5M. JEAN BUSSIÈRE & MME JUDY GLASS
4041, Avenue Marcil
Montreal, QC H4A 2Z7M. JEAN ÉMOND
8509, Rue Saroy
Sherbrooke, QC J1N 3J5M. JEAN-MARC DANSEREAU
8991, Rue Saroy
Sherbrooke, QC J1N 3J2M. JEAN-PAUL COUTURE
5938, Rue Alexandre
Brossard, QC J4Z 1P5M. JOCELYN BALL ET MME LYNNE LEDUC
8319 RUE SAROY
SHERBROOKE, QC J1N 3J6M. JOSÉ POULIN
405, Rue Mountain View
Otterburn Park, QC J3H 5H3M. JULES GIROUX
6164, Rang Trudel
Frontenac, QC G6B 2S1M. KENNETH JOHN COWAN
300 Pennacle Road Est.
Abercorn, QC JOE 1B0M. MARCEL PAYET
151, 6leme Avenue
Sherbrooke, QC J1G 2M1M. MARIO FONTAINE
625, Rue Aikman
Farnham, QC J2N 1T4M. MARTIN BALL
8423, Rue Saroy
Sherbrooke, QC J1N 3J5M. MAURICE B PERRAS
8961, Rue Saroy
Sherbrooke, QC J1N 3J3M. MICHEL J. GRÉGOIRE
8563, Rue Saroy
Sherbrooke, QC J1N 3J4M. Pascal Berger
608-A Rue St. Gabriel
Quebec, QC G1R 1W7

M. PIERRE CHABOT
8395, Rue Saroy
Sherbrooke, QC J1N 3J5

M. PIERRE DISTILIO
500, Ch. De Lotbiniere
Bromot, QC J2L 1H3

M. RAYMOND BOULAISS
254, 8leme Rang
Sainte-Brigide, QC J0J 1X0

M. ROBERT BAILLARGEON & MME NICOLE LANDRY
278, Rue Des Vosges
St-Lambert, QC J4S 1M2

M. ROBERT GAGNÉ
420, RUE MONSEIGNEUR-VEL
MAGOG, QC J1X 3W5

M. ROBERT GRANT, MME IRÈNE HADLOCK (GEORGE) A/S M. DAVID HADLOCK, M. ARET TASCIYAN & MME DARLENE WOOD, MME CAROLINE ÉLIZABETH GEORGE
137 Lakeside Road
Lac Brome, QC J0E 1V0

M. ROBERT VERRIER
8461, Rue Savoy
Sherbrooke, QC J1N 3J5

M. ROGER BOURBEAU
2270, Rue St-Denis
Drummondville, QC J2B 8E3

M. ROLAND SIMARD
8483, Rue Saroy
Sherbrooke, QC J1N 3J5

M. SERGE SAVARD
8529, Rue Saroy
Sherbrooke, QC J1N 3J5

M. YVAN ROY
99, Rue Principale Est
Magog, QC J1X 1Y5

M. YVES AYOTTE
8341, RUE SAROY
SHERBROOKE, QC J1N 3J6

M. YVES MONFETTE
8279, RUE SAROY
SHERBROOKE, QC J1N 3J6

MADAME DENISE BASQUE
8961, RUE SAROY
SHERBROOKE, QC J1N 3J3

MADAME FRANCE BEAUDOIN
4412, RUE MARIETTE
MONTREAL, QC H4B 2E9

MADAME FRANCE OUELLETTE
8551, RUE SAROY
SHERBROOKE, QC J1N 3J4

MADAME KATHY GUILBAULT
8647, RUE SAROY
SHERBROOKE, QC J1N 3J4

MADAME LUCIE ROY & M. MARIO ST-GERMAIN
359 Route 112
Chemin du Roy
St. Etienne-de-Bolton, QC J0E 2E0

MADAME LUCILLE RODRIGUE
142, RUE DUMONT
SHERBROOKE, QC J1N 3K1

MADAME MARIA LORENZO
9111 SAVOY
DEAUVILLE, QC J1W 3J2

MADAME MÉLANIE MORIER
418, RUE MONSEIGNEUR-VEL.
MAGOG, QC J1X 3W5

Madame Nathalie Duquette
309, RUE WELLINGTON SUD
SHERBROOKE, QC J1H 5E2

MADAME SOPHIE WARREN & MONSIEUR
ROBERT CARIGNAN
9143, RUE SAROY
SHERBROOKE, QC J1N 3J2

MADAME SYLVIE LÉVESQUE
8273, RUE SAROY
SHERBROOKE, QC J1N 3J6

MARIO BIRON - M. PHILIPPE CORDEAU
885 BELLERIVE
LONGUEUIL, QC J4J 1A5

MEUNERIE SAWYERVILLE INC.
Attn: M. Yves Bolduc, Pres
100, rue De La Meunerie
Cookshire, QC J0B 1M0

MME FRANCINE GAUVREAU
9019, RUE SAROY
SHERBROOKE, QC J1N 3J2

MME GILBERTE GRIMARD DAIGNEAULT
434, RUE MONSEIGNEUR-VEL
MAGOG, QC J1X 3W5

MME HUGUETTE LAMONTAGNE
91 CHAGNON
C.P. 141
EASTMAN, QC J0E 1P0

MME JOHANE THERRIEN & M. CLAUDE
COLLETTE
8243, CH. DE VENISE
SHERBROOKE, QC J1N 3H3

MME JOHANNE ST-PIERRE & M. CAROL BELLEY
1, ROUTE 214
MILAN, QC G0Y 1E0

MME LILLIANE POTEET
125, RUE BROCK NORD
MONTREAL OUEST, QC H4X 2G1

MME LORRAINE FAUCHER
8539, RUE SAROY
SHERBROOKE, QC J1N 3J5

MONSIEUR P. ALÈGRE
9091, RUE SAROY
SHERBROOKE, QC J1N 3J2

MONSIEUR RENÉ PAQUETTE
8371, RUE SAROY
SHERBROOKE, QC J1N 3J5

MOTONEIGISTES DU CORRIDOR PERMANENT
Attn: Comptes Payables
Case Postale #14
Acton Vale, QC J0H 1A0

MUNICIPALITÉ DE NANTES
1244, rue Principale, Case Post # 60
Nantes, QC G0Y 1G0

MUNICIPALITÉ EAST-FARNHAM
Attn: MME Sylvie D Raymond
228, Rue Principale
East Farnham, QC J2K 4T5

PLACE FARNHAM INC.
Attn: M. Jean Boileau
89, Boulevard Des Enterprises, Suite 202
Boisbriand, QC J7G 2T1

PLASTIPAK INDUSTRIES INC.
Attn: Comptes Payables
150, Boul. Industriel
BOUCHERVILLE, QC J4B 2X3

SYNAGRI SEC
Attn: Comptes Payables
5175, Boul, Laurier Est
St-Hyacinthe, QC J2R 2B4

TÉLÉCOMMUNICATION XITTEL INC.
Attn: Carole Proulx & Denis Ricard
1100 Place Due Technoprac #301
Trois-Rivières, QC G9A 0A9

TELÉPHONE MILOT INC.
Attn: Alain Duhaime
2640, Rue Lafleche
ST-PAULIN, QC J0K 3G0

TERMINAL DE BRIGHAM
Attn: Jacques Desrosiers
241, Rue St-Charles Sud
GRANBY, QC J2G 7A9

THERMO-PAT INC.
ATTN: M. MICHEL DESGROSEILLERS
2285, RUE ST-PATRICE EST
MAGOG, QC J1X 3W5

TRANSPORT SIMON BOUFFARD
Ch parc Industriel
Saint-Romain, QC G0M 1H0

TRANVISION RÉSEAU
175, Rue Queen
Suite 105, QC J1M 1K1

VIDÉOTRON S.E.N.C.
Attn: Comptes Payables
P.O. Box 11088, Station Centre-Ville
Montreal, QC H3C 5C3

VIDÉOTRON S.E.N.C.
2155, Boulevard Pie-Ix
Montreal, QC H1V 2E4

VIDÉOTRON S.E.N.C.
Attn: Comptes Payables
612 Rue Saint-Jacques
Montreal, QC H3C 4M8

VILLE DE COWANSVILLE
Attn: M. Sylvain Perrault
172, Rue Nord
Cowansville, QC J2K 2L5

VILLE DE COWANSVILLE
Attn: Comptes Payables
220, Place Municipale
Cowansville, QC J2K 1T4

VILLE DE MAGOG
Attn: Mr. Michel R. Turcotte
520 rue St-Luc
Magog, QC J1X 1Y4

VILLE DE SHERBROOKE
555, rue D-Grande Fourches Sud
SHERBROOKE, QC J1H 5H9

WESLEY LAROCQUE
208 SMITH HILL Road
Glen SUTTON, QC J0E 2K0

LES ENTREPRISES ANDRÉ LORD INC.
1342, rue Notre-Dame
Repentigny, QC J5Y 3X1

M. MARIO GAUTHIER
164, rue Hall
East Farnham, QC J2K 4H3

RÉSEAU DU HAUT-RICHELIEU INC.
Attn: M. Francois Tessier, Ing.
345 D, rue Marion
Le Gardeur, QC J5Z 4W8

TÉLÉPHONE COOPTEL
Attn: M. Normand Giguere
5523, Chemin de L'Aeroport
Valcourt, QC J0E 2L0

VILLE ST-PIE
77, Rue Saint-Pierre
St-Pie, QC J0H 1W0

COOPÉRATIVE RÉGIONALE DÉLECTRICITÉ

3113, rue Principale

St. Jean-Baptiste, QC J0L 2B0

GAZ MÉTROPOLITAIN

Attn: MME Martine Giguere

1717, Rue Du Havre

Montreal, QC H2K 2X3

HILLRISE HOLSTEINS

ATTN: COMPTES PAYABLES

308, Route #202

Stanbridge Station, QC J0J 1A0

MEUNERIE J. BERTRAND INC.

5, Rue Corriveau

Bedford, QC J0J 1A0

MEUNERIE MASKA

A/S M. Denis Granger

13505, Avenue de L'Eglise

Saint-Hyacinthe, QC J2R 1W6

MME MELISSA GILBERT

305, rue Charbonneau

Farnham, QC J2N 2M3

MUNICIPALITÉ DE L'ANGE-GARDIEN

249, St. Joseph

Ange-Gardien, QC J0E 1E0

PAVAGES MASKA INC.

767, rue Princiale

St-Dominique, QC J0H 1L1

TÉLÉPHONE GUÈVREMONT INC.

Attn: Pascal Collette - Directeur

3455, Avenue Choquette

Saint-Hyacinthe, QC J2S 7Z8

VILLE DE BEDFORD

Attn: M. Yvon Labonte

1, Rue Principale

Bedford, QC J0J 1A0

GESTION LUSIGNAN

Attn: M. Andre Lusignan

35, rue Principale Nord

Sutton, QU J0E 2KO

H. DESPRÈS LIMITÉE

Attn: Comptes payables

35, rue Principale

Sutton J0E 2KO

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

In re:

MONTREAL MAINE & ATLANTIC
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670
Chapter 11

**SECOND SUPPLEMENTAL
CERTIFICATE OF SERVICE**

I, Angela L. Stewart, being over the age of eighteen and an employee of Bernstein, Shur, Sawyer & Nelson, P.A. in Portland, Maine, hereby certify that on January 7, 2014 and January 15, 2014, I served the *Notice of (A) Sale of Substantially All of the Assets of Montreal, Maine & Atlantic Railway, LTD. and Montreal, Maine & Atlantic Canada, Co.; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Procedure for Determining Cure Amounts* (the “Sale Notice”) [D.E. 538] via U.S. First Class Mail, Federal Express, or U.S. Postal Service Express Mail upon the parties identified on the attached Service List.

Dated: January 16, 2014

/s/ Angela L. Stewart

Angela L. Stewart, Paralegal

BERNSTEIN, SHUR, SAWYER & NELSON
100 Middle Street
P.O. Box 9729
Portland, ME 04104-5029
(207) 774-1200

SERVICE LIST

Service of Sale Notice via U.S. First Class Mail on 1/7/14:

Vermont Agency of Natural Resources
Secretary's Office
1 National Life Drive, Davis 2
Montpelier, Vermont 05620-3901

Service of Sale Notice via Federal Express, International Priority Overnight, on 1/15/14:

Chemin de Fer Lanaudiere
5300, chemin St Gabriel,
St Félix de Valois QC
Postal Box 2999,
Postal Code J0K 2M0
Attn: Dominic Belleville

Lande Langford, as counsel to F. Menard, Inc.
6020 Jean Talon East ,Suite 700,
Montreal, QC
H1S 3B1

F. Menard Inc.,
251, route335,
Ange Gardien , QC.
JOE 1G0

Key Equipment Finance, a Division of Key Corporate Capital Inc.
66 South Pearl Street
Albany, NY 12207

LaSalle National Bank
135 South LaSalle St
Chicago, IL 60603

NMHG Financial Services Inc.
10 Riverview Drive
Danbury, CT 06810

Service of Sale Notice via U.S. Postal Service Express Mail on 1/15/14:

Agway, Inc.
P.O. Box 4933
Syracuse, NY 13321

NMHG Financial Services, Inc.
P.O. Box 35701
Billings, MT 59107-570

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

In re:

MONTREAL MAINE & ATLANTIC
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670
Chapter 11

**THIRD SUPPLEMENTAL
CERTIFICATE OF SERVICE**

I, Karla Quirk, being over the age of eighteen and an employee of Bernstein, Shur, Sawyer & Nelson, P.A. in Portland, Maine, hereby certify that on January 17, 2014, I served the *Notice of (A) Sale of Substantially All of the Assets of Montreal, Maine & Atlantic Railway, LTD. and Montreal, Maine & Atlantic Canada, Co.; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Procedure for Determining Cure Amounts* (the “Sale Notice”) [D.E. 538] via Federal Express, or U.S. Postal Service Express Mail upon the parties identified on the attached Service List.

Dated: January 21, 2014

/s/ Karla Quirk
Karla Quirk, Paralegal

BERNSTEIN, SHUR, SAWYER & NELSON
100 Middle Street
P.O. Box 9729
Portland, ME 04104-5029
(207) 774-1200

SERVICE LIST

Service of Sale Notice via Federal Express, International Priority Overnight, on 1/17/14:

Martin Roy
4848, Rue Cartier
Lac Megantic, Quebec
G6B 2R8
CANADA

Moulees St-Pie Inc.
56 rue Roy
St-Pie, Quebec
J0H 1W0
CANADA

Attn: Me. Andre Cordeau
MRC des Maskoutains
805, avenue du Palais
Saint-Hyacinthe, QC
CANADA J2S 5C6

Municipalité de la Paroisse de Sainte-Sabine
185 Rue Principale
Sainte-Sabine, QC J0J 2B0

Jonathan Marlow
206 Rue Rostie
Magog, QC J1X 3W5

Société de Réseaux Dédiés Privés de
Télécommunication Inc.
1177 Autoroute 440 Ouest, Suite 202
Laval, QC H7L 3W3

Barry Pepin
4175 Route 108
East Eaton, QC J1M 2A2

Filspec Inc.
85 Rue Burlington
Sherbrooke, QC J1L 1G8

Telus Québec
Attn: M. Guy Maltais
555 1ere Avenue, Parc Industriel
Ste-Marie-de-Beauce, QC G6E 3B2

Garage Lacrois & Roy
Attn: M. Pierre Roy
1282 Rue Principale, C.P. 161
Nantes, QC G0Y 1G0

Taxi Cowansville Inc.
106 Rue Leopold
Cowansville, QC J2K 1X5

Roynat Inc.
666 Burrard Street, Suite 300
Vancouver, BC V6C 2X8

Service of Sale Notice via U.S. Postal Service Express Mail on 1/17/14:

Jeannine Roy
R.R. #1
Nantes, QC G0Y 1G0

Exhibit 4

The Gazette

montrealgazette.com

A DIVISION OF / UNE DIVISION DE
POSTMEDIA NETWORK INC.

January 17, 2014

Karla Quirk
Bernstein Shur
100 Middle Street, P.O. Box 9729
Portland, ME 04104
USA

Dear Ms. Quirk,

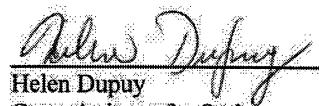
I, the undersigned, Giancarlo Lanzetta, Integrated Advertising Director, Advertising Department,
THE GAZETTE - a division of Postmedia Network Inc., do hereby certify that the attached advertisements appeared in the
Classified section of THE GAZETTE - a division of Postmedia Network Inc., under classification "Legal and Auctions" in
The Gazette on January 17, 2014.

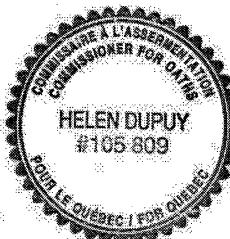
Sworn before me at the
City of Montréal in the
Province of Québec this
17th day of January, 2014

Signed:



Giancarlo Lanzetta
Integrated Advertising Director, Advertising Dept.
THE GAZETTE
a division of Postmedia Network Inc.


Helen Dupuy
Commissioner for Oaths
of Judicial Districts of Quebec



JOC Proof of
Publication

Karla Quirk

From: Zach Gorman <zgorman@joc.com>
Sent: Monday, January 13, 2014 10:57 AM
To: Karla Quirk
Subject: Fwd: YRC Scrambles in Wake of Teamsters' 'No' Vote

Hi Karla,

Please see below email that went out this morning. Please let me know if you need anything else.

Have a great day!

Best,

Zach Gorman

----- Forwarded message -----

From: **JOC Daily Newswire** <jocdailynewswire@joc-news.com>
Date: Mon, Jan 13, 2014 at 10:16 AM
Subject: YRC Scrambles in Wake of Teamsters' 'No' Vote
To: zgorman@joc.com

VIEW ONLINE | LOG IN / SIGN UP January 13, 2014

Arrow International GNS
Global NVOCC Services

NIPPON EXPRESS
www.nipponexpressusa.com

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DAILY NEWSWIRE

TOP NEWS STORY

YRC Scrambles in Wake of Teamsters' 'No' Vote

If it hopes to survive as a company, YRC Worldwide needs to act quickly after Teamsters employees rejected extended wage and benefit concessions the trucking operator's lenders made a prerequisite for refinancing \$1.36 billion in debt. [Read More](#)

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Please contact Tony Stein via email:
tstein@joc.com or phone: 678-456-8530

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--
Zach Gorman

Account Executive

[JOC | JOC Sailings] (part of JOC Group Inc.)

2 Penn Plaza East, 12th Floor, Newark, NJ 07105

Tel: 973 776 7820

Email: zgorman@joc.com Twitter: JOC_Updates Web: www.joc.com - www.jocsailings.com

Exhibit 5

AMENDMENT TO ASSET PURCHASE AGREEMENT

THIS AMENDMENT TO ASSET PURCHASE AGREEMENT (this "Amendment") dated as of January 16, 2014, between ROBERT J. KEACH, AS CHAPTER 11 TRUSTEE (the "Trustee") FOR THE ESTATE OF MONTREAL MAINE & ATLANTIC RAILWAY, LTD., a Delaware Corporation ("MMA"), MONTREAL MAINE & ATLANTIC CANADA CO., a Nova Scotia unlimited liability company ("MMA Canada") (MMA and MMA Canada being referred to herein as "Sellers" and each individually as a "Seller") and Railroad Acquisition Holdings LLC (the "Purchaser").

RECITALS

A. WHEREAS, on or about August 7, 2013, MMA filed a voluntary petition for relief commencing a case (the "MMA Chapter 11 Case") under chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"), filed as Case No. 13-10670 in the United States Bankruptcy Court for the District of Maine (the "Bankruptcy Court");

B. WHEREAS, on or about August 7, 2013, MMA Canada filed a proceeding (the "Canadian Proceeding") before the Superior Court for the Province of Québec, District of Montreal (the "Canadian Court") under Canada's *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA"); the Initial Order in the Canadian Proceeding was entered on August 8, 2013 by the Canadian Court, and supervision of the Canadian Proceeding was subsequently transferred to the Superior Court for the Province of Québec, District of St-François;

C. WHEREAS, Sellers have agreed to sell to the Purchaser, and the Purchaser has agreed to purchase from the Sellers, certain assets located in the United States and Canada, tangible and intangible, associated with the business of Sellers on the terms and subject to the conditions set forth in that certain Asset Purchase Agreement between Sellers and Purchaser dated as of December 12, 2013 (the "Purchase Agreement"), in accordance with Sections 105, 363, 365, and 1161-1174 of the Bankruptcy Code and applicable or analogous provisions of the CCAA, including sections 11.3, 32 and 36 of the CCAA; and

D. WHEREAS, Sellers and Purchaser desire to amend certain terms of the Purchase Agreement, as set forth hereinafter;

NOW THEREFORE, Sellers and Purchaser, in consideration of the mutual benefits to be derived from the Purchase Agreement and this Amendment, and of the representations, warranties, conditions, agreements and promises contained herein, and other good and valuable consideration, hereby agree as follows:

I. Section 2.1(a)(iii) of the Purchase Agreement is hereby deleted in its entirety. In lieu thereof, the parties hereby agree as follows:

"(iii) All locomotives (other than those locomotives bearing the MMA road numbers set forth in Section 2.2(h)), rail cars, maintenance of way equipment, work equipment, hirail vehicles,

other rolling stock and motor vehicles owned by MMA, in each case selected by Purchaser and as listed on Schedule 2.1(a)(iii);”

- II. The parties hereby agree to add the following provision as Section 2.2(h) of the Purchase Agreement:

(h) “Those MMA locomotives bearing road numbers MMA 21, MMA 23, MMA 79, MMA 100, MMA 2000, MMA 3000, MMA 3603, MMA 3609, MMA 3613, MMA 3614, MMA 5016, MMA 5017, MMA 5018, MMA 5021, MMA 5023, MMA 5026, MMA 5078, MMA 8525, MMA 8541, MMA 8546, MMA 8553, MMA 8569, MMA 8578, MMA 8583 and MMA 8592.”

- III. The last sentence of Section 5.4 of the Purchase Agreement is hereby deleted in its entirety.
- IV. Section 8.2(k) of the Purchase Agreement is hereby deleted in its entirety.
- V. Section 8.2(m) of the Purchase Agreement is hereby deleted in its entirety.
- VI. In Section 8.2(n) of the Purchase Agreement, the words “Until two days prior to the Auction” are hereby deleted. In lieu thereof, the parties hereby agree to insert the words: “Until 10:00 a.m. eastern standard time on January 20, 2014.”
- VII. Section 8.2(o) of the Purchase Agreement is hereby deleted in its entirety.

Except as set forth in Paragraphs I through VII above, all other terms and conditions of the Purchase Agreement shall continue in full force and effect.

[rest of page intentionally blank]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly authorized, executed and delivered.

Montreal Maine & Atlantic Railway, Ltd.

By:

Name: Robert J. Keach
Title: Chapter 11 Trustee, and solely in
such capacity

Montreal Maine & Atlantic Canada Co

By:

Name: Robert C. Gosswein
Title: President & CEO

Railroad Acquisition Holdings LLC

By:

Name:
Title:

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly authorized, executed and delivered.

Montreal Maine & Atlantic Railway, Ltd.

By:

Name: Robert J. Keach
Title: Chapter 11 Trustee, and solely in
such capacity

Montreal Maine & Atlantic Canada Co.

By:

Name:
Title:

Railroad Acquisition Holdings LLC

By:

Name:
Title:

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly authorized, executed and delivered.

Montreal Maine & Atlantic Railway, Ltd.

By:

Name: Robert J. Keach
Title: Chapter 11 Trustee, and solely in
such capacity

Montreal Maine & Atlantic Canada Co.

By:

Name:
Title:

Railroad Acquisition Holdings LLC

By:

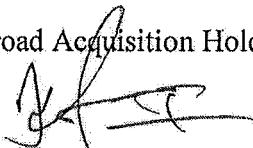

Name: Ken Nicholson
Title: Authorized Signatory

Exhibit 6

January 19, 2014

Railroad Acquisition Holdings LLC
c/o Fortress Investment Group LLC
1345 Avenue of the Americas, 46th Floor
New York, New York 10105

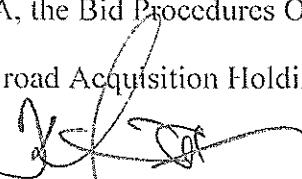
Gentlemen:

Reference is made to the Asset Purchase Agreement, dated as of December 12, 2013, as amended by that certain Amendment to Asset Purchase Agreement dated as of January 16, 2014 (as amended, the "APA"), by and among Robert J. Keach, as Chapter 11 trustee for the estate of Montreal Maine & Atlantic Railway, Ltd. ("MMA"), Montreal Maine & Atlantic Canada Co. ("MMA Canada," and, together with MMA, the "Sellers") and Railroad Acquisition Holdings LLC (the "Purchaser"). Pursuant to Section 8.2(n) of the APA, notice is hereby given that, as of the date hereof, the Purchaser is satisfied in all material respects with the results of its due diligence, with the exception of the items enumerated below. In particular, the Purchaser hereby expressly reserves any and all rights and remedies it has or may have under Section 8.2(n) of the APA with respect to the following reserved diligence items:

- (i) Any prospective costs or expenses on account of the Maine Department of Environmental Protection enforcement action relating to certain leaking bridge timbers on the Loggin Road Trestle at Frankfort, Maine and MMA's lawsuit against Appalachian Timber Services relating thereto, as referenced on Schedules 2.1(a)(xv) and 3.7 to the APA; and
- (ii) The ability of the Trustee to continue rail operations over the MMA Canada lines until the Closing Date (as defined in the APA) in light of the prospective expiration of the Sellers' Certificate of Fitness No. 02004-3 on February 1, 2014.

The Purchaser stands ready to discuss with the Trustee the foregoing diligence items and the potential resolution thereof. Notwithstanding the foregoing, the Purchaser expressly reserves all of its rights and remedies under the APA (including, without limitation, any conditions set forth therein other than Section 8.2(n)), the Bid Procedures Orders (as defined in the APA) and applicable law, and this notice shall not be construed to constitute a waiver of any other conditions, terms or provisions in, or any of the Purchaser's other rights or remedies under, the APA, the Bid Procedures Orders or applicable law.

Railroad Acquisition Holdings LLC

By: 

Name: Ken Nicholson
Title: Authorized Signatory

N° / No.: 450-11-000167-134

Superior Court
Province of Quebec
District of Saint-François

IT THE MATTER OF THE PLAN OF
COMPROMISE AND ARRANGEMENT OF:

**MONTRÉAL, MAINE & ATLANTIC
CANADA CO.**

Debtor

-and-

RICHTER ADVISORY GROUP INC.

Monitor

COPY FOR:

Andrew Adessky, Monitor
Richter Advisory Group, Inc.
1981 McGill College Avenue,
12th Floor
Montreal, Québec H3A 0G6

NOTICE
(SECTION 8.2(N) APA)

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M^e MARC-ANDRÉ MORIN
Réf. / Ref.: 223985
Procureurs pour / Attorneys for
Railroad Acquisition Holdings LLC

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