

EXHIBIT "L"

This is Exhibit L referred to in the
affidavit of Mathieu Lafleur-Ayotte
sworn before me, this 27th
day of June 2014
[Signature]
A COMMISSIONER FOR TAKING AFFIDAVITS
R.Y. GIRARD

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

IN THE MATTER OF THE *COMPANIES' CREDITORS
ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF METCALFE & MANSFIELD ALTERNATIVE
INVESTMENTS VII CORP. IN ITS CAPACITY AS ISSUER TRUSTEE
OF THE DEVONSHIRE TRUST

Applicant

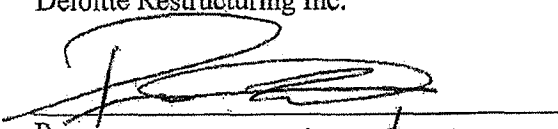
CONSENT AND ACKNOWLEDGEMENT OF PROPOSED MONITOR

Deloitte Restructuring Inc. hereby consents to act as monitor of the Applicant's business and financial affairs pursuant to s. 11.7 of the *Companies' Creditors Arrangement Act*, if so appointed by the Ontario Superior Court of Justice.

DATED at Toronto this 25 day of June, 2014

Deloitte Restructuring Inc.

Per:


PIERRE LAPORTE

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

**AND IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT INVOLVING METCALFE & MANSFIELD
ALTERNATIVE INVESTMENTS VII CORP. IN ITS CAPACITY AS ISSUER TRUSTEE OF THE DEVONSHIRE TRUST**

Court File No: CV-14-10609-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(Commercial List)**

**Proceedings commenced at
Toronto**

AFFIDAVIT OF MATHIEU LAFLEUR-AYOTTE

FASKEN MARTINEAU DuMOULIN LLP

Barristers and Solicitors
333 Bay Street, Suite 2400
Bay Adelaide Centre, Box 20
Toronto, ON M5H 2T6

Aubrey E. Kauffman (LSUC#18829N)

Tel: 416 868 3538

Fax: 416 364 7813

Email: akauffman@fasken.com

Dylan Chochla (LSUC# 62137I)

Tel: 416 868 3425

Fax: 416 364 7813

Email: dchochla@fasken.com

Lawyers for Applicant

518

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

**AND IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT INVOLVING METCALFE & MANSFIELD
ALTERNATIVE INVESTMENTS VII CORP. IN ITS CAPACITY AS ISSUER TRUSTEE OF THE DEVONSHIRE TRUST**

Court File No: CV-14-10609-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(Commercial List)**

**Proceedings commenced at
Toronto**

APPLICATION RECORD

FASKEN MARTINEAU DuMOULIN LLP

Barristers and Solicitors
333 Bay Street, Suite 2400
Bay Adelaide Centre, Box 20
Toronto, ON M5H 2T6

Aubrey E. Kauffman (LSUC#18829N)

Tel: 416 868 3538

Fax: 416 364 7813

Email: akauffman@fasken.com

Dylan Chochla (LSUC# 62137I)

Tel: 416 868 3425

Fax: 416 364 7813

Email: dchochla@fasken.com

Lawyers for Applicant