

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

**MOTION RECORD
(returnable July 22, 2014)**

July 17, 2014

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TO: The Attached Service List

SERVICE LIST
(July 7, 2014)

TO:	<p>Deloitte Restructuring Inc. 181 Bay Street Bay Wellington Tower, Brookfield Place, Suite 1400 Toronto, ON M5J 2V1</p> <p>Attention: Pierre Laporte Phone: 514.393.7372 Fax: 514.390.4103 Email: pilaporte@deloitte.ca</p> <p><i>Monitor of Metcalfe & Mansfield Alternative Investments VII Corp., in its capacity as issuer trustee of the Devonshire Trust</i></p>
AND TO:	<p>Osler, Hoskin & Harcourt LLP 100 King Street West 1 First Canadian Place Suite 4600, P.O. Box 50 Toronto, ON M5X 1B8</p> <p>Attention: Mary Paterson Phone: 416.862.4924 Fax: 416.862.6666 Email: mpaterson@osler.com</p> <p><i>Counsel to Deloitte Restructuring Inc., in its capacity as Monitor of Metcalfe & Mansfield Alternative Investments VII Corp.</i></p>
AND TO:	<p>Lenczner Slaght 130 Adelaide Street West, Suite 2600 Toronto, ON M5H 3P5</p> <p>Attention: Monique Jilesen Phone: 416 865 2926 Fax: 416 865 2851 Email: mjilesen@litigate.com</p> <p><i>Counsel to Metcalfe & Mansfield Alternative Investments VII Corp., in its capacity as Issuer Trustee of Devonshire Trust</i></p>
AND TO:	<p>Caisse de dépôt et placement du Québec 1000 Place Jean-Paul-Riopelle Montreal, QC H2Z 2B3</p> <p>Attention: Marie Giguère / Julie Tremblay Phone: 514.847.2898 / 514.847.2845 Fax: 514.281.5213 Email: mgiguere@lacaisse.com / jutremblay@lacaisse.com</p>

AND TO:	<p>Norton Rose Fulbright Canada LLP Royal Bank Plaza, South Tower, Suite 3800 200 Bay Street, P.O. Box 84 Toronto, ON M5J 2Z4</p> <p>Attention: Virginie Gauthier/ Steve Tenai/ Peter Wiazowski Phone: 416.216.4853/ 416.216.4023/ 416.215.1889 Fax: 416.216.3930 Email: virginie.gauthier@nortonrosefulbright.com/ steve.tenai@nortonrosefulbright.com/ peter.wiazowski@nortonrosefulbright.com</p> <p><i>Counsel to Caisse de dépôt et placement du Québec</i></p>
AND TO:	<p>Stikeman Elliott 5300 Commerce Court West 199 Bay Street Toronto, ON M5L 1B9</p> <p>Attention: William A. Scott/ Peter F.C. Howard/ Ashley J. Taylor Phone: 416.869.5521/ 416.869.5613/ 416.869.5236 Fax: 416.947.0866 Email: wscott@stikeman.com/ phoward@stikeman.com/ ataylor@stikeman.com</p> <p><i>Counsel to Barclays Bank PLC, Hollygrice Limited, Strickyard Limited, Winhall Limited, Hentock Limited, Coskwo Limited, Blaytell Limited, Godler Limited, Pilkbull Limited, and Harflane Limited</i></p>
AND TO:	<p>National Bank Financial and National Bank of Canada The Exchange Tower 130 King Street West Suite 3200, P.O. Box 21 Toronto, ON M5X 1J9</p> <p>Attention: Brian Davis Phone: 416.869.8817 Email: bdavis@nbfinancial.com</p>
AND TO:	<p>Stockwoods LLP Royal Trust Tower 77 King Street West Suite 4130, P.O. Box 140 Toronto-Dominion Centre Toronto, ON M5K 1H1</p> <p>Attention: Paul H. Le Vay/ Johanna Braden Phone: 416.593.2493/ 416.593.2495 Email: paultlv@stockwoods.ca/ johannab@stockwoods.ca</p> <p><i>Counsel to National Bank Financial and National Bank of Canada</i></p>

AND TO:	<p>CIBC Mellon Trust Company, Indenture Trustee 320 Bay Street 11th Floor Toronto, ON M5H 4A6</p> <p>Attention: Denice Elleston Phone: 416.933.8531 Fax: 416.360.1711 Email: denice.elleston@bnymellon.com</p>
AND TO:	<p>Bennett Jones LLP 3400 One First Canadian Place P.O. Box 130 Toronto, ON M5X 1A4</p> <p>Attention: Jeff Leon Phone: 416.777.7472 Fax: 416.863.1716 Email: leonj@bennettjones.com</p> <p><i>Counsel to CIBC Mellon Trust Company, Indenture Trustee and The Bank of New York Mellon, Custodian</i></p>

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

**IN THE MATTER OF THE COMPANIES' CREDITORS
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AS ISSUER TRUSTEE OF THE DEVONSHIRE TRUST**

**NOTICE OF MOTION
(returnable July 22, 2014)**

METCALFE & MANSFIELD ALTERNATIVE INVESTMENTS VII CORP. (the "Applicant"), in its capacity as issuer trustee of the Devonshire Trust (the "Conduit", and together with the Applicant, the "CCAA Parties"), will make a motion to a judge of the Commercial List on Tuesday, July 22, 2014 at 8:30 a.m., or as soon after that time as the motion can be heard, at the Court House at 330 University Avenue, Toronto, Ontario.

PROPOSED METHOD OF HEARING: The motion is to be heard orally.

THE MOTION IS FOR:

- (a) an order substantially in the form attached hereto as Schedule "A", *inter alia*:
 - (i) abridging the time for service of the Notice of Motion and the Motion Record herein, if necessary, and validating service thereof;

- (ii) extending the Stay Period (as defined in paragraph 10 of the Initial Order of the Honourable Mr. Justice Newbould dated July 8, 2014) until September 15, 2014; and
 - (iii) approving the second report of the Monitor (the “Second Report”), and approving the activities of the Monitor as described therein; and
- (b) such further and other relief as this Honourable Court may deem just.

THE GROUNDS FOR THE MOTION ARE:

- (a) the Applicant was granted an Initial Order under the *Companies’ Creditors Arrangement Act*, RSC 1985, c. C-36 (“CCAA”) pursuant to an Order of this Court dated July 8, 2014;
- (b) on July 8, 2014 this Court also granted an Order (the “Claims Procedure and Meeting Order”) approving a procedure to identify and determine claims of the Conduit’s noteholders (the “Noteholders”) and authorizing the CCAA Parties to call, hold and conduct a meeting of certain creditors of the CCAA Parties (the “Meeting”) to consider and approve the Plan of Compromise and Arrangement proposed by the Applicant (the “Plan”);
- (c) the Claims Procedure and Meeting Order provides that the Meeting will be called, held and conducted on August 7, 2014 and, if the Plan is approved by the required majorities of Noteholders, the Applicant may bring a motion to the Court returnable on August 20, 2014 for approval of the Plan;

- (d) the Stay Period expires on August 7, 2014 and an extension of the Stay Period to September 15, 2014 is necessary to provide the Monitor with sufficient time to report to the Court the results of the Meeting, and if the Plan is approved by the required majorities of Noteholders, to permit the Applicant to bring a motion for approval of the Plan and proceed with Plan implementation;
- (e) the CCAA Parties have acted, and continue to act, in good faith and with due diligence in preparing for the Meeting and in finalizing the Plan to be considered by Noteholders;
- (f) the Monitor supports the requested stay extension;
- (g) the Noteholders will not be prejudiced by the requested extension;
- (h) those further grounds as set out in the affidavit of Robert Girard sworn July 16, 2014 (the "Girard Affidavit");
- (i) those further grounds as set out in the Second Report, and the appendices thereto;
- (j) the provisions of the CCAA and the inherent and equitable jurisdiction of this Court;
- (k) Rules 1.04, 1.05, 2.01, 2.03, 3.02, 16 and 37 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, as amended; and
- (l) such further other grounds as counsel may advise and this Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

- (a) the Girard Affidavit;
- (b) the Second Report, and the appendices thereto; and
- (c) such other material as counsel may advise and this Honourable Court may permit.

July 17, 2014

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Lawyers for the Applicant

TO: THE ATTACHED SERVICE LIST

TAB 1A

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

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

THE HONOURABLE MR.)	TUESDAY, THE 22 nd
)	
JUSTICE NEWBOULD)	DAY OF JULY, 2014

**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
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**ORDER
(Stay extension to September 15, 2014)**

THIS MOTION, made by Metcalfe & Mansfield Alternative Investments VII Corp. (the "Applicant") in its capacity as issuer trustee of the Devonshire Trust (together with the Applicant, the "CCAA Parties"), for an order, *inter alia*, (a) extending the Stay Period (as defined in paragraph 10 of the Initial Order of the Honourable Mr. Justice Newbould dated July 8, 2014) until September 15, 2014; and (b) approving the second report (the "Second Report") of Deloitte Restructuring Inc., in its capacity as the Court appointed monitor of the CCAA Parties (the "Monitor"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the affidavit of Robert Girard sworn July 16, 2014, the Second Report and the appendices thereto, and on hearing the submissions of counsel for the Applicant, counsel for the Monitor, and counsel for , no one else appearing although duly served as appears from the affidavit of service of Tasha Boyd sworn July 17, 2014, filed:

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

STAY EXTENSION

2. **THIS COURT ORDERS** that the Stay Period is hereby extended until and including September 15, 2014.

APPROVAL OF MONITOR'S REPORTS

3. **THIS COURT ORDERS** that the Second Report and the activities of the Monitor as described therein be and are hereby approved.

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**

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

**Proceedings commenced at
Toronto**

ORDER (STAY EXTENSION)

FASKEN MARTINEAU DuMOULIN LLP

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Lawyers for Applicant

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

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**ONTARIO
SUPERIOR COURT OF JUSTICE
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Toronto**

NOTICE OF MOTION (STAY EXTENSION)

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TAB 2

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

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

**IN THE MATTER OF THE COMPANIES' CREDITORS
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**AFFIDAVIT OF ROBERT GIRARD
(Sworn July 16, 2014)**

I, Robert Girard, lawyer, of the Town of Mount Royal, in the Province of Quebec **MAKE
OATH AND SAY:**

1. I am a director and Secretary of the Applicant. I am also a partner in the law firm of Fasken Martineau DuMoulin LLP. I have knowledge of the matters hereinafter deposed to.

2. This affidavit is sworn in support of a motion brought by the Applicant seeking an order, substantially in the form of the draft Order included with the Motion Record, *inter alia*, extending the Stay Period (as defined in paragraph 10 of the Initial Order of the Honourable Mr. Justice Newbould dated July 8, 2014) until September 15, 2014 (the "Stay Extension").

3. In this affidavit I adopt the defined terms contained in the affidavit of Mathieu Lafleur-Ayotte sworn on June 27, 2014 (the "Lafleur-Ayotte Affidavit") and filed in these proceedings.

BACKGROUND

4. On July 8, 2014 this Court granted the Initial CCAA Order and the Claims Procedure and Meeting Order.

5. The Claims Procedure and Meeting Order sets out a procedure to identify and determine claims of Noteholders and authorizes the CCAA Parties to call, hold and conduct a meeting of certain creditors of the CCAA Parties (the "Meeting") to consider and approve the Plan proposed by the Applicant.

6. The Claims Procedure and Meeting Order provides that the Meeting will be called, held and conducted on August 7, 2014 and, if the Plan is approved by the required majorities of Noteholders, the Applicant may bring a motion to the Court returnable on August 20, 2014 for approval of the Plan.

7. As at the time of my swearing this affidavit, I have been informed by the Monitor that the Meeting Documents have been delivered to each person entitled to receipt of same in accordance with the Claims Procedure and Meeting Order.

REQUEST FOR EXTENSION OF THE STAY PERIOD

8. The Initial CCAA Order granted a stay of proceedings up to and including August 7, 2014, being the scheduled date of the Meeting.

9. As described above, if at the Meeting the Plan is approved by the required majorities of Noteholders, the Claims Procedure and Meeting Order provides that the Applicant may bring a motion to the Court returnable on August 20, 2014 for approval of the Plan. An extension of the Stay Period is necessary to provide the Monitor with sufficient time to report to the Court the results of the Meeting and to permit the Applicant to bring a motion for approval of the Plan, if necessary.

10. The Plan provides that the Plan Implementation Date occurs when each of the conditions precedent as set out in Article 14 of the Plan have been satisfied, fulfilled or waived, as applicable. The Plan (including the releases and injunctions contained in the Plan) becomes binding on the Plan Implementation Date on the Noteholders and all other Persons (and each of their respective Representatives, heirs, executors, administrators, guardians, legal personal representatives, successors and assigns). It is presently expected that the Plan Implementation Date will be September 2, 2014, but we are seeking to extend the stay period up to and including September 15, 2014 out of an abundance of caution.

11. It is my belief that the CCAA Parties have acted, and continue to act, in good faith and with due diligence preparing for the Meeting and in finalizing the Plan to be considered by Noteholders at the Meeting.

12. I do not believe that any creditor will suffer any material prejudice if the Stay Period is extended as requested.

13. I am informed by the Monitor that it supports the Applicant's request to extend the Stay Period.

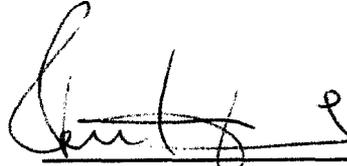
14. I swear this Affidavit in support of the Applicant's motion for the relief described above at paragraph 2 hereof and for no improper purpose.

SWORN BEFORE ME at City of)
Montreal in the Province of Quebec, this)
16th day of July, 2014)



Commissioner for taking oaths, etc.





Robert Girard

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

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**AFFIDAVIT OF ROBERT GIRARD
(STAY EXTENSION)**

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