

In the Matter of a Plan of Compromise
and Arrangement involving Metcalfe &
Mansfield Alternative Investments VII
Corp., in its capacity as Issuer Trustee
of Devonshire Trust
Court File No. CV-14-10609-00CL

**VOTER
IDENTIFICATION
FORM**

TO: DELOITTE RESTRUCTURING INC., in its capacity as the Monitor

FROM:

(Insert Name of Beneficial Noteholder)

Before completing this Voter Identification Form, please carefully read the accompanying instructions to ensure its proper completion and delivery.

This Voter Identification Form should be read in conjunction with the Claims Procedure and Meeting Order and the Plan of Compromise and Arrangement proposed by Metcalfe & Mansfield Alternative Investments VII Corp. in its capacity as Issuer Trustee of Devonshire Trust and filed with the Court on July 8, 2014 and any amendments thereto (the "**Plan**").

All capitalized terms not otherwise defined have the meanings ascribed to them in the Notice of Application, the Initial Order, the Plan, the Monitor's First Report and the Claims Procedure and Meeting Order.

If you are a beneficial Noteholder and wish to vote at the Meeting in respect of the Plan or to receive distributions, you must complete and deliver this Voter Identification Form to the court-appointed Monitor at the address provided below by no later than 5:00 p.m. (Eastern time) on August 6, 2014 for the purpose of being eligible to vote and by no later than the times set out in paragraph 6 of the Claims Procedure and Meeting Order for the purposes of distributions. Only beneficial Noteholders holding Proven Claims are entitled to vote at the Meeting.

DELIVERY INSTRUCTIONS

DELOITTE RESTRUCTURING INC., Monitor
181 Bay Street, Suite 1400
Brookfield Place
Toronto, Ontario
M5J 2V1
Attention: Devonshire
Facsimile: 1-514-390-4103
Telephone: 1-855-990-7100
Email: CAMontrealDevonshire@Deloitte.ca

**IF YOU WISH TO VOTE ON THE PLAN THIS VOTER IDENTIFICATION FORM
MUST BE RECEIVED BY THE MONITOR NO LATER THAN 5:00P.M.
(EASTERN TIME) ON AUGUST 6, 2014.**

If you receive more than one Voter Identification Form only complete and deliver one Voter Identification Form for each beneficial Noteholder.

BENEFICIAL NOTEHOLDERS WHO DO NOT COMPLETE AND DELIVER THIS VOTER IDENTIFICATION FORM WILL NOT BE ENTITLED TO VOTE AT THE MEETING OR RECEIVE DISTRIBUTIONS. NOTEHOLDERS WHO DO NOT DELIVER THIS VOTER IDENTIFICATION FORM (AND OTHER REQUIRED DOCUMENTATION) TO THE ADDRESS SET OUT BELOW WITHIN TWO (2) YEARS OF THE PLAN IMPLEMENTATION DATE SHALL (a) BE FOREVER BARRED FROM MAKING OR ENFORCING A NOTEHOLDER CLAIM AGAINST THE CCAA PARTIES AND SUCH CLAIM WILL BE FOREVER EXTINGUISHED, (b) BE FOREVER BARRED FROM MAKING OR ENFORCING SUCH CLAIM AGAINST ANY OTHER PERSON WHO CAN CLAIM CONTRIBUTION OR INDEMNITY FROM THE CCAA PARTIES, (c) NOT BE ENTITLED TO RECEIVE ANY DISTRIBUTION IN RESPECT OF SUCH CLAIMS; AND (d) NOT BE ENTITLED TO ANY FURTHER NOTICE AND SHALL NOT BE ENTITLED TO PARTICIPATE IN THE CCAA PROCEEDINGS IN RESPECT OF SUCH CLAIMS, ALL IN ACCORDANCE WITH PARAGRAPH 4 OF THE CLAIMS PROCEDURE AND MEETING ORDER.

A. PARTICULARS OF NOTEHOLDER AS AT JULY 7, 2014

- 1 Full Legal Name of the Beneficial Noteholder: _____

(the "Noteholder").
2. Full Mailing Address of the Beneficial Noteholder:

3. Telephone Number: _____
Facsimile Number: _____
E-mail Address: _____
Attention (Contact Person): _____

B. SUPPORTING EVIDENCE OF NOTEHOLDER'S HOLDINGS AS OF JULY 7, 2014

Please provide one of the following forms of supporting documentation:

- (a) physical certificate(s) if available;
- (b) a statement from your broker, investment dealer, bank, trust company or other nominee or custodian indicating your holdings as of July 7, 2014;
- (c) a statement from your broker, investment dealer, bank, trust company or other nominee or custodian indicating your holdings as of a date prior to July 7, 2014, accompanied by a sworn statement from you that there have been no changes in your holdings since the date of the statement;
- (d) a letter from your broker, investment dealer, bank, trust company or other nominee or custodian confirming your holdings as of July 7, 2014, provided that such letter includes the signature guarantee stamp of an Eligible Institution (discussed below in the Instructions); or
- (e) such other documentation as you may have establishing your beneficial holdings.

If you have transferred your interest in any Notes or received your interest in any Notes from someone other than Devonshire Trust, you must provide supporting evidence that clearly demonstrates the transfer of interest in the Notes. Pursuant to the Claims Procedure and Meeting Order, after the Record Date of July 7, 2014, such transfers of interest are not permitted and will not be recognized.

Please note that in order for the supporting documentation to be acceptable to the Monitor (in its sole discretion), the statement or letter provided MUST clearly indicate the principal amount of your holdings for each of the Series listed in Part C (to the extent you hold in more than one) with the related ISIN. The Principal amount means the face value of the Notes.

C. PRINCIPAL AMOUNT OF NOTEHOLDER'S HOLDINGS AS AT JULY 7, 2014

Please complete each row of the applicable series that you hold and include the ISIN number of each of your holdings, the Registered Holder, the Beneficial Holder and the principal amount of the holding. The principal amount means the face value of the notes.

Series of Notes	ISIN	Name(s) of Registered Holder *	Name(s) of Beneficial Holder**	Principal amount of Noteholder's Holdings \$CAD
Devonshire - Series A				
Devonshire - Series A				
Devonshire - Series A				
Devonshire - Series A				
Devonshire - Series A				
Devonshire - Series A				
Devonshire - Series A				
Devonshire - Series A				
Devonshire - Series E				
Devonshire - Series E				
Devonshire - Series E				
Devonshire - Series E				
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Devonshire - Series E				
Devonshire - Series E				
Devonshire - Series E				
Devonshire - Series FRN-1				
Devonshire - Series FRN-1				
Devonshire - Series FRN-1				
Devonshire - Series FRN-1				
Devonshire - Series FRN-2				
Devonshire - Series FRN-2				
Devonshire - Series FRN-2				
Devonshire - Series FRN-2				

* This column should indicate the name of the broker, investment dealer, bank, trust company or other nominee or custodian holding your Notes on your behalf.

** This column should indicate the name of the actual beneficial Noteholder.

If you require additional space, please include a separate schedule with your additional holdings.

D. DIRECTION FOR PAYMENTS

To receive distributions, a beneficial Noteholder is required to submit to the Monitor at the address set out above by no later than two (2) years following the Plan Implementation Date this Voter Identification Form with the necessary supporting documentation as described in Section B of this Voter Identification Form. After this date, Noteholders shall be forever barred from making or enforcing a Noteholder Claim against the CCAA parties and will not be entitled to any distributions.

To receive the Initial Distribution, a beneficial Noteholder is required to submit to the Monitor this Voter Identification Form with the necessary supporting documentation as described in Section B of this Voter Identification Form at the address set out above by no later than the third Business Day before the appeal periods and any periods for leave to appeal with respect to the Sanction Order shall have expired without an appeal or application for leave to appeal of such Order having been commenced or, in the event of an appeal or application for leave to appeal, a final determination denying leave to appeal or dismissing such appeal and affirming the sanctioning of the Plan and recognizing the sanctioning of the Plan, as the case may be, shall have been made by the applicable appellate court, with no further right of appeal.

THE UNDERSIGNED BENEFICIAL NOTEHOLDER hereby authorizes the Monitor or any of its agents to pay any dividend the beneficial Noteholder is entitled to by way of:

Cheques

*Payable to _____

* Please include the legal name of the entity you wish to receive payment by way of cheque.

Wire

Name of Beneficiary _____
Bank Name _____
Bank Address _____
Bank Account Number _____
Swiftcode _____
Transit _____

* Please include all required wiring information.

THE BENEFICIAL NOTEHOLDER MUST COMMUNICATE WITH THE MONITOR WITH RESPECT TO ANY CHANGES TO ITS PAYMENT INSTRUCTIONS.

E. Noteholder Residency

THE UNDERSIGNED BENEFICIAL NOTEHOLDER hereby irrevocably represents and confirms to the Monitor the residency of the beneficial Noteholder as follows.

Resident of Canada (Yes/No): _____

If Non-Resident of Canada please disclose Country of Residency of the beneficial Noteholder:

F. SIGNATURE AND AUTHORIZATION

THE UNDERSIGNED BENEFICIAL NOTEHOLDER hereby authorizes the Monitor or any of its agents to contact the undersigned's broker, investment dealer, bank, trust company or other nominee or custodian for the sole purpose of confirming the undersigned's holdings as of July 7, 2014 in connection with voting at the Meeting and/or distributions.

Dated at _____ this _____ day of _____, 2014.

(Name of Beneficial Noteholder)

(Signature of Beneficial Noteholder. If the Beneficial Noteholder is a corporation, signature of an authorized signing officer of the corporation. If the corporation is signing by its attorney, signature of its attorney.)

(Title of authorized signing officer or attorney of the corporation, if applicable)
I have authority to bind the corporation.

INSTRUCTIONS FOR COMPLETION OF THE VOTER IDENTIFICATION FORM

1. Use of the Voter Identification Form

- a) The Voter Identification Form has been distributed to Noteholders with the other Meeting Documents as of July 9, 2014.
- b) Only beneficial Noteholders are required to complete a Voter Identification Form.
- c) Noteholders who beneficially hold several Notes through different entities or subsidiaries should fill out one Voter Identification Form for each entity or subsidiary.
- d) Beneficial Noteholders who properly complete and deliver the Voter Identification Form together with the required additional supporting documentation, as described in Section B of the Voter Identification Form and paragraph 2, below, to the Monitor at the address provided below by no later than 5:00 p.m. (Eastern time) on August 6, 2014 may be entitled to vote at the Meeting. Those Noteholders who do not complete and deliver the Voter Identification Form to the Monitor at the address provided below by 5:00 p.m.(Eastern time) on August 6, 2014 will not be entitled to vote at the Meeting.
- e) All beneficial Noteholders who submit the Voter Identification Form by the date and time noted above will be allowed to vote at the Meeting. However, if any Noteholder's Voter Identification Form is not, in the opinion of the Monitor, properly completed and supported, such Noteholders will have their votes marked "unconfirmed" by the Monitor as to their legitimacy and/or the amount claimed. In the event that the aggregate number of votes marked "unconfirmed" or the aggregate amount of such votes would alter the outcome of any vote at the Meeting, the Monitor may apply to the Court for direction as to their eligibility.
- f) If you receive more than one Voter Identification Form, please only complete and deliver one for each beneficial holder of Notes.

2. Supporting Evidence

- a) The Monitor must be able to determine the principal amount for each ISIN of Note that you hold. The Monitor will only be able to do this if your evidence clearly indicates holdings by Series and ISIN.
- b) Statements from your broker, investment dealer, bank, trust company or other nominee or custodian must be dated July 7, 2014 or must be accompanied by a sworn statement from you confirming there has been no change in your position from the date of the statement to July 7, 2014.
- c) If you do not have a statement indicating your holdings, you may provide a letter from your broker, investment dealer, bank, trust company or other nominee or custodian indicating your holdings as of that date. Such letter must be guaranteed by an Eligible Institution.
- d) An "Eligible Institution" that may guarantee a signature includes a Canadian Schedule I chartered bank, a major trust company in Canada, a member of the Securities Transfer Agents Medallion Program (STAMP), a member of the Stock Exchange Medallion Program (SEMP), or a member of the New York Stock Exchange Inc. Medallion Signature Program (MSP), members of these programs usually being members of a recognized stock exchange in Canada or the United States, members of the Investment Dealers Association of Canada, members of the National Association of Securities Dealers and/or banks and trust companies in the United States. Please ensure the letter provided includes the stamp of the issuing institution.
- e) Other documentation as you may have establishing your beneficial holdings including but not limited to any assignment or sale agreement which demonstrates the transfer of beneficial ownership. Pursuant to the Claims Procedure and Meeting Order, after the Record Date of July 7, 2014, such transfers of interest are not permitted and will not be recognized.

3. Direction for payments

All beneficial Noteholders are required to select a method for the payment of dividends and provide to the Monitor all necessary payment information. It is the responsibility of the beneficial Noteholder to communicate with the Monitor in the event that the beneficial Noteholder wishes to alter its payment information for any subsequent payments.

4. Privacy Notice

In order to ensure that only the votes of beneficial Noteholders with valid holdings as of July 7, 2014 are considered in determining the outcome of the vote on the Plan at the Meeting, the Monitor may be required to contact your broker, investment dealer, bank, trust company or other nominee or custodian or their agents in order to confirm your holdings. The Monitor will only attempt to confirm your holdings if there is a question as to the legitimacy and/or the principal amount claimed. By completing and returning this Voter Identification Form to the Monitor, you hereby authorize the Monitor to contact your broker, investment dealer, bank, trust company or other nominee or custodian or their agents for the purpose of so confirming. This Voter Identification Form shall also serve as your direction to such entity to provide the information requested by the Monitor. The Monitor, in its court-appointed role, will contact your broker, investment dealer, bank, trust company or other nominee or custodian only for the purpose of confirming your holdings and for no other reason.

In its role as the Monitor, the Monitor and its counsel will receive non-public personal information about you. Your information will be kept confidential and will not be shared with any other party. However, your information may be disclosed to the Court in the event that the aggregate number of votes marked "unconfirmed" or the aggregate principal amount of such votes would alter the outcome of any vote at the Meeting and as such the Monitor applies to the Court for direction with respect to such votes, or if the Court requests this information for some other purpose in connection with its consideration of the Plan.

