

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

THE HONOURABLE MR. )

MONDAY, THE 27<sup>th</sup>

)



JUSTICE

HAINES

)

DAY OF FEBRUARY, 2017

**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 TRUSTEE OF THE DEVONSHIRE TRUST**

**ORDER (PLAN AMENDMENT)**

**THIS MOTION** made by Deloitte Restructuring Inc. (the "Monitor"), in its capacity as Monitor of Metcalfe & Mansfield Alternative Investments VII Corp. (the "Applicant") in its capacity as issuer trustee of the Devonshire Trust (the "Conduit", collectively with the Applicant, the "CCAA Parties"), pursuant to paragraph of 41 the Order dated August 20, 2014 (the "Sanction Order"), for an Order approving an amendment to the Plan as amended dated August 6, 2014, (the "Amended Plan"), was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Fourth Report of Deloitte Restructuring Inc., in its capacity as Monitor (the "Monitor") dated February 14, 2017 (the "Fourth Report"), and all Appendices to said Fourth Report, and on hearing the submissions of counsel to the Monitor, counsel for the Applicant, and any other counsel as indicated on the list of appearances, no one else appearing although notice of this motion was duly given.

1. **THIS COURT ORDERS** that any capitalized terms not otherwise defined in this Order shall have the meanings ascribed to such terms in the Amended Plan as amended.

2. **THIS COURT ORDERS** that paragraph 10.3 of the Amended Plan is amended such that the phrase “on the second anniversary of the Plan Implementation Date, the Monitor shall” is replaced with the phrase “until, in the Monitor’s sole discretion, it is in the interests of the stakeholders to”. The Monitor is authorized to have acted in accordance with the Amended Plan as amended by this Order as of the second anniversary after the Plan Implementation Date.

3. **THIS COURT ORDERS** that the Monitor shall forthwith post on the website it maintains for this CCAA Proceeding a copy of the Amended Plan as further amended by this Order.

4. **THIS COURT ORDERS** that the Fourth Report and the activities of the Monitor referred to therein be and are hereby approved.

5. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada, outside Canada and against all Persons against whom it may otherwise be enforceable.

6. **THIS COURT REQUESTS** the aid, recognition and assistance of other courts in Canada in accordance with Section 17 of the CCAA and requests that the Federal Court of Canada and the courts and judicial, regulatory and administrative bodies of or by the provinces and territories of Canada, the Parliament of Canada, the United States of America, the states and other subdivisions of the United States of America including, without limitation, the U.S. District Court, the United Kingdom, Belgium, and other nations and states act in aid, recognition and assistance of, and be complementary to, this Court in carrying out the terms of this Order and any other Order in this proceeding. Each of the Applicant and the Monitor shall be at liberty, and is hereby authorized and empowered, to make such further applications, motions or proceedings to or before such other court and judicial, regulatory and administrative bodies, and take such other steps, in Canada, the United States of America, the United Kingdom, Belgium or other nations and states as may be necessary or advisable to give effect to this Order.

ENTERED AT / INSCRIT À TORONTO  
ON / BOOK NO:  
LE / DANS LE REGISTRE NO:

FEB 27 2017

PER / PAR: 



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Commercial List File No. CV-14-10609-00CL

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SUPERIOR COURT OF JUSTICE  
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Proceeding commenced at Toronto

**ORDER (PLAN AMENDMENT)**

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Mansfield Alternative Investments VII Corp.

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