

ONTARIO

SUPERIOR COURT OF JUSTICE

**THE HONOURABLE MR.
JUSTICE TURNBULL**

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)
)

**FRIDAY, THE 4th DAY
OF FEBRUARY, 2011**

B E T W E E N:

COLLEGE OF OPTOMETRISTS OF ONTARIO

Applicant

– and –

**SHS OPTICAL LTD., DUNDURN OPTICAL LTD. and
JOHN DOE, all carrying business under the name of
GREAT GLASSES; JOANNE MARIE BERGEZ and
BRUCE BERGEZ**

Respondents

– and –

COLLEGE OF OPTICIANS OF ONTARIO

Intervenor

– and –

THE ATTORNEY GENERAL FOR ONTARIO

Intervenor

ORDER

THIS MOTION made by Deloitte & Touche Inc., in its capacity as Court-appointed receiver (the “**Receiver**”) of certain assets, property and undertakings of Great Glasses, SHS Optical Ltd., Dundurn Optical Ltd., Joanne Marie Bergez, Bruce Bergez (the “**Debtors**”) and the businesses operated at the locations listed on Schedule “A” (the “**Locations**”) attached hereto, pursuant to the Order of The Honourable Justice Turnbull, dated 2 July 2010, (the “**Appointment Order**”) was heard this day at 45 Main Street East, Hamilton, Ontario.

ON READING the Third Report to the Court of the Receiver dated 31 January 2011 (the “**Third Report**”), the Affidavit of Daniel Weisz sworn 28 January 2011 (the “**Weisz Affidavit**”), the Affidavit of Roger Jaipargas sworn 28 January 2011 (the “**Jaipargas Affidavit**”), and on hearing the submissions of counsel for the Receiver, the Attorney General for Ontario, the College of Opticians of Ontario, the College of Optometrists of Ontario and such other counsel as may be present, and on hearing the submissions of Mr. Bruce Bergez, and on reading the Affidavits of Service of Jessica Beare, dated 1 February 2011 and 3 February 2011 and the Affidavits of Service of Mervyn Archdall, dated 31 January 2011 and 1 February 2011,

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion, the Third Report and the Motion Record be and is hereby abridged so that this motion is properly returnable today and any requirement for further service of the Notice of Motion, the Third Report and the Motion Record is hereby dispensed with.

APPROVAL OF ACTIVITIES

2. **THIS COURT ORDERS** that the Third Report and the activities of the Receiver as described therein be and are hereby approved.

CAMBRIDGE EQUIPMENT

3. **THIS COURT ORDERS** the Receiver to deliver possession of the pupilometer and lens kit taken from the Great Glasses location at 95 Saginaw Parkway in Cambridge, Ontario (the “**Cambridge Equipment**” and the “**Cambridge Location**”, respectively) to Steinecke Maciura LeBlanc, counsel to the College of Opticians of Ontario. The Cambridge Equipment shall be released to the business operated at the Cambridge Location upon (i) the retention and registration of an optician by the business operated at the Cambridge Location or (ii) the mutual agreement of the College of Opticians of Ontario and the business operated at the Cambridge Location. In the event that the Cambridge Equipment has not been released by 4 February 2013, this Court further orders that Steinecke Maciura LeBlanc shall be authorized and entitled to destroy the Cambridge Equipment.

COMPUTER RECORDS

4. **THIS COURT ORDERS** that the Receiver be and is hereby directed to destroy the computer disks containing copies of the computer records it has copied from the Debtors and businesses operated at the Locations (the “**Computer Disks**”).

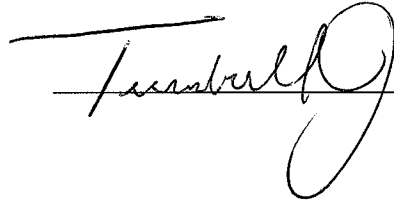
DISCHARGE OF THE RECEIVER


5. **THIS COURT ORDERS** that upon the Receiver filing a certificate in substantially the form attached hereto as Schedule “B” (the “**Receiver’s Certificate**”), certifying that it has transferred possession of the Cambridge Equipment to Steinecke Maciura LeBlanc and has destroyed the Computer Disks, the Receiver shall be discharged as Receiver of the undertaking, property and assets of the Debtors and the businesses operated at the Locations, provided however that notwithstanding its discharge herein (a) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein, and the reasonable fees and costs incurred by the Receiver and its counsel in this regard shall be secured by the Receiver’s Charge described in the Appointment Order, and (b) the Receiver shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of Deloitte & Touche Inc. in its capacity as Receiver.

6. **THIS COURT ORDERS AND DECLARES** that upon the filing of the Receiver’s Certificate, Deloitte & Touche Inc. shall be released and discharged from any and all liability that Deloitte & Touche Inc. now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of Deloitte & Touche Inc. while acting in its capacity as Receiver herein, save and except for any gross negligence or willful misconduct on the Receiver's part. Without limiting the generality of the foregoing, upon filing the Receiver’s Certificate, Deloitte & Touche Inc. shall be forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within receivership proceedings, save and except for any gross negligence or willful misconduct on the Receiver's part.

TERMINATION OF THE RECEIVERSHIP

7. **THIS COURT ORDERS** that, except as expressly set out in this Order, the receivership proceedings in respect of the Debtors and the businesses operated at the Locations, and the provisions of the Appointment Order, be and are hereby terminated.

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ENTERED AT HAMILTON
IN Book No. 255
as Document No. 413
on FEB 14 2011
by 

SCHEDULE "A"

1. 1025 Plains Road, Burlington, Ontario.
2. 1550 Upper James Street, Hamilton, Ontario.
3. 50 Dundurn Street South, Hamilton, Ontario.
4. 119 Osler Drive, Unit 7, Dundas, Ontario.
5. 1250 Steeles Avenue East, Milton, Ontario.
6. 300 King George Road, Brantford, Ontario.
7. *<Deleted by Order of the Court, dated 23 August 2010>*
8. 220 North Service Road, Oakville, Ontario.
9. 95 Saginaw Parkway, Unit 6, Cambridge, Ontario.
10. 125 Queensway, Etobicoke, Ontario.
11. 132 Front Street East, Toronto, Ontario.
12. 808 York Mills Road, Toronto, Ontario.
13. 26-17 Worthington Avenue, Brampton, Ontario.
14. 393 Danforth Avenue, Toronto, Ontario.
15. 1070 Major Mackenzie Drive East, Richmond Hill, Ontario.
16. 20-9200 Bathurst Street, Thornhill, Ontario.
17. 285 Geneva Street, St. Catharines, Ontario.
18. 565 Woodlawn Road West, Guelph, Ontario.
19. 1865 Lakeshore Road West, Mississauga, Ontario.
20. 1319 Commissioners Road, London, Ontario

SCHEDULE "B"

Court File No. 05-18863

ONTARIO

SUPERIOR COURT OF JUSTICE

BETWEEN:

COLLEGE OF OPTOMETRISTS OF ONTARIO

Applicant

– and –

**SHS OPTICAL LTD., DUNDURN OPTICAL LTD. and
JOHN DOE, all carrying business under the name of
GREAT GLASSES; JOANNE MARIE BERGEZ and
BRUCE BERGEZ**

Respondents

– and –

COLLEGE OF OPTICIANS OF ONTARIO

Intervenor

– and –

THE ATTORNEY GENERAL FOR ONTARIO

Intervenor

RECEIVER'S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Court dated 4 February 2011, the Court ordered the discharge of Deloitte & Touche Inc. from its appointment as Court-appointed receiver (the "**Receiver**") of certain assets, property and undertakings of Great Glasses, SHS Optical Ltd., Dundurn Optical Ltd., Joanne Marie Bergez, Bruce Bergez (the "**Debtors**") and the businesses operated at the locations listed on Schedule "A" (the "**Locations**") attached hereto, upon filing a certificate certifying that (i) the Receiver has transferred possession of a pupilometer and lens kit taken from the Great Glasses location at 95 Saginaw Parkway in Cambridge, Ontario (the "**Cambridge Equipment**" and the

“**Cambridge Location**”, respectively) to Steinecke Maciura LeBlanc (“**SML**”) and (ii) the Receiver has destroyed the computer disks containing copies of the computer records copied from certain of the Debtors and businesses operated at the Locations (the “**Computer Disks**”).

THE RECEIVER CERTIFIES the following:

1. The Receiver transferred possession of the Cambridge Equipment to SML on **[Date]**.
2. The Receiver destroyed the Computer Disks on **[Date]**.

DELOITTE & TOUCHE INC., in its capacity as Court-appointed receiver of certain assets, property and undertakings of Great Glasses, SHS Optical Ltd., Dundurn Optical Ltd., Joanne Marie Bergez, Bruce Bergez, and the businesses operated at the locations listed on Schedule “A”, and not in its personal capacity

Per: _____
Name:
Title:

SCHEDULE "A"
(TO SCHEDULE "B")

21. 1025 Plains Road, Burlington, Ontario.
22. 1550 Upper James Street, Hamilton, Ontario.
23. 50 Dundurn Street South, Hamilton, Ontario.
24. 119 Osler Drive, Unit 7, Dundas, Ontario.
25. 1250 Steeles Avenue East, Milton, Ontario.
26. 300 King George Road, Brantford, Ontario.
27. *<Deleted by Order of the Court, dated 23 August 2010>*
28. 220 North Service Road, Oakville, Ontario.
29. 95 Saginaw Parkway, Unit 6, Cambridge, Ontario.
30. 125 Queensway, Etobicoke, Ontario.
31. 132 Front Street East, Toronto, Ontario.
32. 808 York Mills Road, Toronto, Ontario.
33. 26-17 Worthington Avenue, Brampton, Ontario.
34. 393 Danforth Avenue, Toronto, Ontario.
35. 1070 Major Mackenzie Drive East, Richmond Hill, Ontario.
36. 20-9200 Bathurst Street, Thornhill, Ontario.
37. 285 Geneva Street, St. Catharines, Ontario.
38. 565 Woodlawn Road West, Guelph, Ontario.
39. 1865 Lakeshore Road West, Mississauga, Ontario.
40. 1319 Commissioners Road, London, Ontario

**COLLEGE OF
OPTOMETRISTS
OF ONTARIO**

-and-

**SHS OPTICAL LTD., DUNDURN
OPTICAL LTD. and JOHN DOE, all
carrying on business under the name
of GREAT GLASSES; JOANNE
MARIE BERGEZ and BRUCE
BERGEZ**

-and-

**COLLEGE OF
OPTICIANS
OF ONTARIO**

-and-

**THE ATTORNEY
GENERAL FOR ONTARIO**

Applicant

Intervenor

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Respondents

**ONTARIO
SUPERIOR COURT OF JUSTICE**

PROCEEDINGS COMMENCED AT HAMILTON

RECEIVER'S CERTIFICATE

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Barristers and Solicitors
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Lawyers for Deloitte & Touche Inc., in its capacity as
Court-appointed Receiver of certain assets,
undertakings and property of SHS Optical Ltd.,
Dundurn Optical Ltd., Joanne Marie Bergez, Bruce
Bergez and the businesses operated at the locations
listed on Schedule "A" to the Appointment Order.

**COLLEGE OF
OPTOMETRISTS
OF ONTARIO**

-and-

**SHS OPTICAL LTD., DUNDURN
OPTICAL LTD. and JOHN DOE, all
carrying on business under the name
of GREAT GLASSES; JOANNE
MARIE BERGEZ and BRUCE
BERGEZ**

-and-

**COLLEGE OF
OPTICIANS
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**THE ATTORNEY
GENERAL FOR ONTARIO**

Applicant

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**ONTARIO
SUPERIOR COURT OF JUSTICE**

PROCEEDINGS COMMENCED AT HAMILTON

ORDER

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Bergez and the businesses operated at the locations
listed on Schedule "A" to the Appointment Order.