

**ONTARIO
SUPERIOR COURT OF JUSTICE**

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

**MOTION RECORD
(Returnable 23 August 2010)**

BORDEN LADNER GERVAIS LLP
Barristers and Solicitors
Scotia Plaza, 40 King Street West
Toronto, Ontario, M5H 3Y4

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Lawyers for Deloitte & Touche Inc., in its capacity
as Court-appointed Receiver.

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I N D E X

TAB DOCUMENT

1. Notice of Motion
2. Affidavit of Daniel Weisz, sworn 16 August 2010
 - A. Accounts of Deloitte & Touche Inc. up to 31 July 2010
 - B. Summary of Accounts of Deloitte & Touche Inc. up to 31 July 2010
3. Affidavit of Roger Jaipargas, sworn 13 August 2010
 - A. Accounts of Borden Ladner Gervais LLP up to 31 July 2010
 - B. Summary of Accounts of Borden Ladner Gervais LLP up to 31 July 2010
4. Draft Order

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THE ATTORNEY GENERAL FOR ONTARIO

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**NOTICE OF MOTION
(returnable 23 August 2010)**

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, will make a motion before a Judge presiding over the Ontario Superior Court of Justice on Monday, 23 August 2010 at 45 Main Street East, in the City of Hamilton, in the Province of Ontario.

PROPOSED METHOD OF HEARING: The motion will be heard orally.

THIS MOTION IS FOR:

1. An Order,

- (a) if necessary, abridging the time for service of this motion and the First Report to the Court of the Receiver, dated 13 August 2010, (the “First Report”) so that they are properly returnable on 23 August 2010 and dispensing with further service thereof;
- (b) approving the First Report and the activities of the Receiver as set out therein;
- (c) approving the fees and disbursements of the Receiver and its legal counsel, Borden Ladner Gervais LLP (“BLG”), as set out in the Affidavit of Daniel Weisz, sworn 16 August 2010, and the Affidavit of Roger Jaipargas, sworn 13 August 2010, respectively;
- (d) amending paragraph 2 of the Order of The Honourable Mr. Justice Turnbull, dated 2 July 2010, (the “Appointment Order”) such that it no longer directs the Receiver to copy the Computer Records (as defined therein) but continues to authorize the Receiver to do so; and
- (e) such further and other relief as counsel may advise and this Honourable Court may permit.

THE GROUNDS FOR THE MOTION ARE:

Approval of Fees and Activities

1. Pursuant to the Appointment Order, Deloitte & Touche Inc. was appointed Receiver in respect of (i) the assets, undertakings and properties of the Debtors acquired for or used in relation to the optical business, including all proceeds thereof, and (ii) whether or not the Debtors are the owners thereof or have an interest therein, the assets, undertakings and properties situated at the Locations and acquired for or used in relation to the optical business, including all proceeds thereof, (collectively, the "Property");

2. The Appointment Order directs the Receiver to (i) take possession of the eye testing and related equipment that forms part of the Property (the “Equipment”), (ii) investigate and report to Court on the Property and the businesses carried on by the Debtors or carried on at the Locations, and (iii) make copies of any computer disks relating to the Property or the optical businesses carried on by the Debtors or carried on at the Locations (the “Computer Records”). The Appointment Order also authorizes the Receiver to review and consent to proposed

disbursements and dispositions of the Property of the Debtors or the businesses operated at the Locations;

3. The Receiver has performed a variety of activities in furtherance of its responsibilities under the Appointment Order in the period up to and including 12 August 2010, as described in the First Report;

4. The Receiver seeks the Court's approval of the First Report and the activities of the Receiver described therein;

5. In performing the activities outlined in the First Report from 23 April 2010 to 31 July 2010 (the "Period") , the Receiver and the Receiver's counsel, BLG, have provided professional services and incurred disbursements;

6. The Receiver seeks approval of its fees and disbursements for the Period in the amount of \$218,489.94 (including applicable taxes), and approval of the fees and disbursements of BLG for the Period in the amount of \$59,849.99 (including applicable taxes);

Copying the Computer Records

7. Pursuant to paragraph 2 of the Appointment Order, the Receiver is directed to make copies of the Computer Records;

8. The Receiver has made copies of the Computer Records for seven of the businesses operated at the Locations, as well as copies of the Computer Records of Bruce Bergez. The Receiver's review of the material contained in the Computer Records copied so far has not revealed any substantial financial information or other information of significance to these proceedings;

9. The time and cost of copying the Computer Records at the remaining Locations will be significant;

10. The Receiver requests that the Appointment Order be varied so that it is authorized but not directed to copy the Computer Records at the remaining Locations;

Other Grounds

11. Rules 2.01, 2.03, 3.02 and 37 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194;

12. Paragraphs 23 and 27 of the Appointment Order; and
13. Such further and other grounds as counsel may advise and this Honourable Court may permit.

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

- (a) the First Report to the Court of the Receiver dated 13 August 2010, separately filed;
- (b) the Affidavit of Daniel Weisz sworn 16 August 2010;
- (c) the Affidavit of Roger Jaipargas sworn 13 August 2010; and
- (d) such further documentary evidence as counsel may advise and this Honourable Court may permit.

Date: 16 August 2010

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Scotia Plaza, 40 King Street West
Toronto, Ontario
M5H 3Y4

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Tel.: 416-367-6646
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James Szumski (LSUC # 56958S)
Tel.: 416-367-6310
Fax: 416-682-2811

Lawyers for Deloitte & Touche Inc., in its capacity
as Court-appointed Receiver.

TO: THE ATTACHED SERVICE LIST

SERVICE LIST – GREAT GLASSES
(Updated August 13, 2010)

<p>DELOITTE & TOUCHE INC. 181 Bay Street, Brookfield Place Suite 1400 Toronto, Ontario M5J 2V1</p> <p>Daniel Weisz Tel: (416) 775-4724 Fax: (416) 601-6690 Email: dweisz@deloitte.ca</p> <p>Arif Dhanani Tel: (416) 601-6446 Fax: (416) 601-6690 Email: adhanani@deloitte.ca</p>	<p>Court-Appointed Receiver</p>
<p>BORDEN LADNER GERVAIS LLP Scotia Plaza, 40 King Street West Suite 4400 Toronto, Ontario M5H 3Y4</p> <p>Michael MacNaughton Tel: (416) 367-6646 Fax: (416) 682-2837 Email: mmacnaughton@blgcanada.com</p> <p>James Szumski Tel: (416) 367-6310 Fax: (416) 682-2811 Email: jszumski@blgcanada.com</p>	<p>Lawyers for Deloitte & Touche Inc.</p>
<p>STEINECKE MACIURA LEBLANC 401 Bay Street, Suite 2308 Toronto, Ontario M5H 2Y4</p> <p>Richard Steinecke Tel: (416) 626-6897 Fax: (416) 593-7867 Email: rsteinecke@sml-law.com</p> <p>Rebecca Durcan Tel: (416) 644-4783 Fax: (416) 593-7867 Email: rdurcan@sml-law.com</p>	<p>Lawyers for the College of Opticians</p>

<p>LERNERS LLP 130 Adelaide St. West Suite 2400 Toronto, Ontario M5H 3P5</p> <p>Roy Stephenson Tel: (416) 301-2397 Fax: (416) 867-2916 Email: rstephenson@lernalers.ca</p> <p>Brian Moher Tel: (416) 601-2359 Fax: (416) 867-2430 Email: bmoher@lernalers.ca</p>	<p>Lawyers for the College of Optometrists</p>
<p>MINISTRY OF THE ATTORNEY GENERAL 720 Bay Street - 8th Floor Toronto, ON M7A 2S9</p> <p>Leonard Marsello Tel: (416) 326-4939 Fax: (416) 326-4181 Email: Leonard.Marsello@ontario.ca</p> <p>William MacLarkey Tel: (416) 326-4082 Fax: (416) 326-4181 Email: William.Maclarkey@ontario.ca</p> <p>Zachary Green Email: Zachary.Green@ontario.ca</p>	
<p>AIRD & BERLIS LLP 181 Bay Street, Brookfield Place Suite 1800 Toronto ON M5J 2T9</p> <p>John J. Longo Tel: (416) 865-7785 Fax: (416) 863-1515 Email: jlongo@airdberlis.com</p> <p>Harry Fogul Tel: (416) 865.7773 Fax: (416) 863-1515 Email: hfogul@airdberlis.com</p>	<p>Lawyers for the Businesses Operated at:</p> <ol style="list-style-type: none"> 1. 1025 Plains Road East, Burlington. 2. 1550 Upper James Street, Hamilton. 4. 119 Osler Drive, Unit 7, Dundas, Ontario. 6. 300 King George Road, Brantford. 8. 220 North Service Road West, Oakville. 9. 95 Saginaw Parkway, Cambridge. 10. 125 The Queensway, Etobicoke. 13. 17 Worthington Avenue, Brampton. 14. 393 Danforth Avenue, Toronto. 17. 285 Geneva Street, St. Catharines. 18. 565 Woodlawn Road West, Guelph. 19. 1865 Lakeshore Road West, Mississauga. 20. 1319 Commissioners Road East, London.

<p>AIRD & BERLIS LLP 181 Bay Street, Brookfield Place Suite 1800 Toronto ON M5J 2T9</p> <p>Robb English Tel: (416) 865-4748 Fax: (416) 863-1515 Email: renglish@airdberlis.com</p>	<p>Lawyers for the Business Operated at:</p> <p>7. 2180 Itabashi Way, Burlington, Ontario.</p>
<p>JERRY LEVITAN 22 Soho Street Toronto, Ontario M5T 1Z7</p> <p>Tel: (416) 368-4600 Fax: (416) 368-1166 Email: jerrylevitan@rogers.com</p>	<p>Lawyer for the Businesses Operated at:</p> <p>12. 808 York Mills Road, Toronto. 16. 20-9200 Bathurst Street, Thornhill.</p>
<p>GREAT GLASSES - MILTON 1250 Steeles Avenue East, Milton, ON L9T 6R1</p> <p>Tel: (905) 864 4070 Fax: (905) 864-4069</p> <p>Attn: Ashley Haugen Email: ashley279@hotmail.com</p>	<p>Business Operated at:</p> <p>5. 1250 Steeles Avenue East, Milton, Ontario.</p>
<p>GREAT GLASSES - DUNDURN Fortino's Plaza 50 Dundurn St. South, Hamilton, ON L8P 4W3</p> <p>Attn: Mike Cairns E-mail: tmcairns@hotmail.com</p>	<p>Business Operated at:</p> <p>3. 50 Dundurn St. South, Hamilton, Ontario.</p>
<p>GOWLING LAFLEUR HENDERSON LLP One Main Street West Hamilton, Ontario L8P 4Z5</p> <p>Heather C. Devine Tel: (905) 540-3289 Fax: (905) 523-2529 Email: heather.devine@gowlings.com</p>	<p>Lawyers for Eyelogic Systems Inc.</p>

<p>CRAIG BOSWELL MCDERMOT 158 Dunlop Street East Barrie, Ontario L4M 1B1</p> <p>Robert A. Boswell Tel: (705) 734-2911 Fax: (705) 734-2047 Email: rab@cbmlaw.ca</p>	<p>Lawyers for the Workplace Safety and Insurance Board</p>
<p>BRUCE BERGEZ 286 York Road Dundas ON L9H 6L8</p> <p>Email: bruce.bergez@sympatico.ca</p>	
<p>JOANNE MARIE BERGEZ 286 York Road Dundas ON L9H 6L8</p>	

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. 2180 Itabashi Way, Burlington, Ontario.**
- 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 Commissionaires 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

Respondents

Intervenor

Intervenor

ONTARIO
SUPERIOR COURT OF JUSTICE

PROCEEDINGS COMMENCED AT HAMILTON

NOTICE OF MOTION
(Returnable 23 August 2010)

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ONTARIO

SUPERIOR COURT OF JUSTICE

BETWEEN:

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– and –

THE ATTORNEY GENERAL FOR ONTARIO

Intervenor

AFFIDAVIT OF DANIEL WEISZ

(Sworn 16 August 2010)

I, **DANIEL WEISZ**, of the City of Vaughan, in the Province of Ontario, **MAKE OATH AND SAY:**

1. I am a Senior Vice-President of Deloitte & Touche Inc. (“**DTI**”), and as such have knowledge of the matters hereinafter deposed to.
2. Pursuant to an Order of The Honourable Mr. Justice Turnbull, dated 2 July 2010 (the “**Receivership Order**”), DTI was appointed as Receiver (the “**Receiver**”) of (i) the assets, undertakings and properties of the Debtors acquired for or used in relation to the optical business, including all proceeds thereof, and (ii) whether or not the Debtors are the owners

thereof or have an interest therein, the assets, undertakings and properties situated at the locations listed on Schedule "A" to the Receivership Order and acquired for or used in relation to the optical business, including all proceeds thereof, (collectively, the "Property").

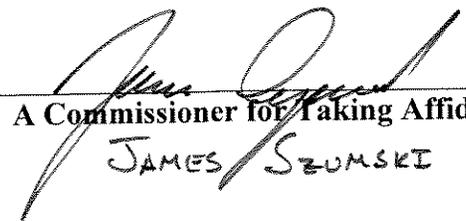
3. This affidavit is made in connection with the Receiver's motion for, *inter alia*, the approval of the fees and disbursements of the Receiver for the period from 26 April 2010 to 31 July 2010 (the "Period"). I swear this Affidavit in lieu of an Affidavit I swore in connection with this motion on 13 August 2010, which has not been filed with the Court, in order to clarify the taxes and disbursements incurred by the Receiver during the Period. Attached hereto and marked as **Exhibit "A"** are copies of the accounts of DTI for the Period, in the total amount of \$218,489.94.

4. The accounts attached as Exhibit "A" provide a fair and accurate description of the activities undertaken by DTI. Attached hereto and marked as **Exhibit "B"** is a summary of the hourly rate and time expended by the professionals at DTI.

5. To the best of my knowledge, the rates charged by DTI are comparable to the rates charged for the provision of services of a similar nature and complexity by other accounting firms in the Toronto market.

6. DTI requests that the Court approve its accounts for the Period for fees in the amount of \$185,673.30, disbursements of \$10,632.73 and taxes in the amount of \$22,183.91, for services rendered and recorded to 31 July 2010.

SWORN BEFORE ME at the City of)
Toronto, in the Province of Ontario,)
this 16th day of August, 2010)


A Commissioner for Taking Affidavits)
JAMES SZUMSKI)



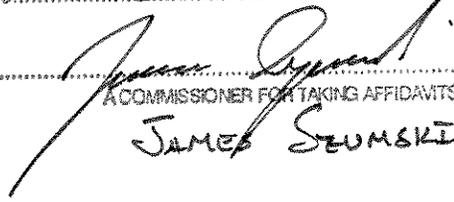
DANIEL WEISZ

A



This is Exhibit A referred to in the affidavit of Daniel Weisz sworn before me, this 16th day of August, 2010

Deloitte & Touche Inc.
Brookfield Place
181 Bay Street
Suite 1400
Toronto ON M5J 2V1
Canada


A COMMISSIONER FOR TAKING AFFIDAVITS
JAMES SZUMSKI

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SHS Optical Ltd., et al.
c/o Deloitte & Touche Inc.
181 Bay Street, Suite 1400
Brookfield Place
Toronto, ON M5J 2V1

Date: July 28, 2010
Invoice No: 2680718 / 2680737
Client/Mandate No: 813308/1000017
Partner: Daniel Weisz
HST Registration No: 122893605

Invoice

Professional services rendered in our capacity as Court-appointed Receiver of certain assets and property of 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, for the period ending July 4, 2010.

Date	Professional	Description
4/26/2010	Weisz, Daniel	Reviewing application materials filed.
4/27/2010	Weisz, Daniel	Review application materials, TC with M MacNaughton.
4/28/2010	Weisz, Daniel	Review draft order, conference call with M Mackey, M MacNaughton, and J Szumski of BLG re draft order, other matters, discuss possible appointment. Review of revised draft order, TC with M MacNaughton on same, TC with B Cosman of Fasken, TC with J Johnston of Century, review further updated order and e-mail comments to BLG.
5/4/2010	Weisz, Daniel	Review e-mails re status.
5/13/2010	Weisz, Daniel	Telephone conversation with J Johnston on status.
6/8/2010	Weisz, Daniel	Begin review of draft court order.
6/9/2010	Weisz, Daniel	Continue reviewing draft order, M Mackey and P van Eyk re scope of mandate.
6/14/2010	Weisz, Daniel	Review e-mail from M Mackey and from BLG, M Mackey on file, correspond with AG's office, P van Eyk on file.
6/15/2010	Weisz, Daniel	Review updated draft court order, review summary of issues prepared by BLG, review affidavit of B Bergez, M Mackey on status and discussion yesterday with BLG.
6/16/2010	Weisz, Daniel	Review revised draft order, consent and send comments to BLG.
6/17/2010	Weisz, Daniel	Review e-mail from BLG re changes to draft documents, review changes to draft documents and TC with J Szumski of BLG re same.
6/18/2010	Weisz, Daniel	Review updated draft order, TC with J Szumski of BLG, attend conference call with L Marsello, W MacLarkey, M MacNaughton (for part), J Szumski re draft order.

6/20/2010	Weisz, Daniel	Review revised draft order and email to BLG with comments; review of further changes and send email with comments.
6/21/2010	Dhanani, Arif	Review draft court order and other documentation concerning engagement; discussions with D Weisz regarding same; e-mail regarding required staffing; discussions with Century Services regarding taking possession of eye related equipment; drafting location sheet.
6/22/2010	Dhanani, Arif	Corresponding with BLG regarding draft order and communication to be sent to Century Services in respect of their engagement; e-mail to BLG re approach strategy and set up conference call for June 23.
6/22/2010	Weisz, Daniel	Review final draft order, make suggested edits, email to BLG and A Dhanani re same; discussion with J Johnston of Century Services re proposed receiver's appointment.
6/23/2010	Dhanani, Arif	Discussions with D Weisz re equipment possession options; draft e-mail to L Marsello re approach; discussions with L de Geus of Marsh Insurance re insuring equipment; call with J Johnston re approach.
6/23/2010	Weisz, Daniel	Memo re possession and send to L Marsello, review email from L Marsello; meet with A Dhanani re planning, conference call with M MacNaughton and J Szumski and A Dhanani re draft order, matters relating to carrying out the order.
6/24/2010	Dhanani, Arif	Various discussions with D Weisz re file; e-mails and discussions re imaging computers and servers; draft planning and instruction memo.
6/24/2010	Weisz, Daniel	Review B Cosman e-mails and proposed changes to draft order. conference call with A Dhanani and B Cosman, TC with L Marsello, update court order for proposed changes and circulate, telephone discussions with J Szumski and M MacNaughton. send final version of order.
6/25/2010	Dhanani, Arif	Discussions with D Weisz; discussion with J Johnston at Century re logistics; discussion with R Biehler re staffing.
6/25/2010	Weisz, Daniel	TC with L Marsello re possible receivership on Monday, discuss with A Dhanani re planning; review and update planning memo.
6/26/2010	Weisz, Daniel	Review draft engagement letter to opticians and edit; review and filing of e-mails.
6/27/2010	Weisz, Daniel	Review and update engagement letter re opticians.
6/28/2010	Dhanani, Arif	Various e-mails to and from D Weisz concerning court proceedings; calls to Asset Engineering and Maynards to compare quotes for removal and storage of equipment to Century's proposal, discussions with same, evaluation of proposals; discussions with Deloitte field staff; follow up discussions with D Weisz; call and/or research Great Glasses store hours for each location; walk to Front Street Great Glasses location to discover store closed for renovations; instructions to B Litvack to drive to Richmond Hill store as phone line disconnected; e-mail to Maynards and D Weisz re Great Glasses Richmond Hill store eviction notice from landlord.
6/28/2010	Lewis, Jeffrey R	Planning call with team, discussion with C Redfern re procedures required, logistical planning.
6/28/2010	Litvack, Bryan N	Conference call with A Dhanani and J Lewis to discuss strategy for potential receivership. Drive to Richmond Hill store to confirm if store is still in business.
6/28/2010	Mackey, Mike	Discussions with D Weisz.

6/28/2010	Redfern, Carlos R	Two separate conference calls to discuss commencement of receivership proceedings.
6/28/2010	Weisz, Daniel	Prepare for and attend at court re application for appointment of receiver; TC with J Johnston on status; TC's with A Dhanani on status.
6/29/2010	Biehler, Robert	Planning discussions w/ A Dhanani, C Redfern and J Lewis; email correspondence re: status and logistics plan; staffing discussions.
6/29/2010	Dhanani, Arif	Discussions with Maynards re various store closures; e-mails to/from D Weisz and BLG; review of location attendance schedule received from Maynards; e-mail to D&T's staff regarding attendance; update discussion with D Weisz re appointment; update discussions with D&T staff and Maynards; e-mail to D Weisz re staffing; discussions with BLG re form of notice to staff and amendments to Order; meeting with D Weisz regarding changes made by BLG and making further amendments.
6/29/2010	Lewis, Jeffrey R	Emails and discussions with team re conduct of assignment and proceedings in Court, reviewing locations, route, logistics etc.
6/29/2010	Litvack, Bryan N	Preparing for taking possession of eye testing equipment.
6/29/2010	Weisz, Daniel	Prepare for and attend at court re application for appointment of receiver; TC's with A Dhanani re status; review changes to the draft order, meet with A Dhanani re same and discuss amendments with J Szumski.
6/30/2010	Dhanani, Arif	E-mails to and from D Weisz re proposed Order of the Court; e-mails to and from BLG re same.
6/30/2010	Lewis, Jeffrey R	E-mails re court progress.
6/30/2010	Litvack, Bryan N	Conference call with D Weisz, A Dhanani, H Bricks and BLG.
6/30/2010	Weisz, Daniel	Prepare for and attend in court re application for receiver; discussions with A Dhanani re removal of equipment, insurance; conference call with J Szumski, A Dhanani and H Bricks re today's court attendance and matters relating thereto.
7/1/2010	Weisz, Daniel	Prepare preliminary list of information required to be obtained from the Debtors, conference call with M MacNaughton, J Szumski, A Dhanani re status and court attendance on Friday.
7/2/2010	Dhanani, Arif	Various e-mails to and from and meetings with D Weisz; review of draft information request listing, amending same and releasing to B Bergez; discussions with and e-mails to Securitas Canada Inc. re consideration for security guards at stores; conference call with L Marsello of the Office of the Ministry of the Attorney General; conference call with BLG; amending notice to be posted at stores; e-mails and discussion with Maynards; e-mails to D&T's staff re taking possession on Monday and entered and issued Order of the Court.

7/2/2010	Weisz, Daniel	E-mail copy of order to M McDonald of Eyelogic further to B Bergez's e-mail to him; review e-mails between A Dhanani and Marsh; J Szumski on status; e-mail to B Bergez to set up meeting; various exchanges of e-mails regarding the taking possession of the equipment on Monday; review court order obtained; exchange e-mails with Ms. MacIsaac-Power to arrange for opticians to attend at stores re taking of possession of equipment; review and update list of information requirements, review A Dhanani's comments on same; review draft documentation; review e-mails re appointment of Receiver, A Dhanani re consideration re security guards and review draft contract, conference call with A Dhanani and L Marsello re consideration of security guards, subsequent conference call with M MacNaughton and J Szumski re same.
7/3/2010	Redfern, Carlos R	Preparing for attendance at store locations.
7/3/2010	Weisz, Daniel	Review Hamilton Spectator article, e-mail to F Khan of the College of Optometrists in respect of same; exchanges of e-mails re attending at the locations on Monday.
7/4/2010	Fok, Anthony	Attend to organizing required equipment to commence imaging computers.
7/4/2010	Weisz, Daniel	TC with L Marsello re status; review and respond to various e-mails regarding attendance at the locations on Monday; review reasons of Justice Turnbull.

Summary of Fees

Name	Position	Hours	Rate	Fees
Work performed through June 30, 2010:				
Weisz, Daniel	Senior Vice-President	52.9	\$495	\$ 26,185.50
Mackey, Mike	Senior Vice-President	4.0	495	1,980.00
Biehler, Robert	Senior Vice-President	1.0	450	450.00
Dhanani, Arif	Vice-President	29.0	390	11,310.00
Redfern, Carlos R.	Manager	1.0	315	315.00
Lewis, Jeffrey R.	Manager	3.2	315	1,008.00
Litvack, Bryan N.	Senior/Sr. Consultant	2.0	225	450.00
Total hours and fees		<u>93.1</u>		<u>\$ 41,698.50</u>
GST @ 5%				2,084.93
Subtotal				<u>\$43,783.43</u>
Work performed through July 1 - 4, 2010:				
Weisz, Daniel	Senior Vice-President	5.0	\$495	\$ 2,475.00
Dhanani, Arif	Vice-President	6.0	390	2,340.00
Redfern, Carlos R.	Manager	0.8	315	252.00
Fok, Anthony	Manager	1.0	315	315.00
Total hours and fees		<u>12.8</u>		<u>\$ 5,382.00</u>
HST @ 13%				699.66
Subtotal				<u>\$6,081.66</u>
Total amount due this invoice				<u>\$49,865.09</u>

Payable upon receipt to: Deloitte & Touche Inc.



Daniel Weisz, CA•CIRP, CIRP
Senior Vice President



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c/o Deloitte & Touche Inc.
181 Bay Street, Suite 1400
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Date: July 30, 2010
Invoice No: 2580749
Client/Mandate No: 813308/1000017
Partner: Daniel Weisz

HST Registration No: 122893605

Invoice

Professional services rendered in our capacity as Court-appointed Receiver of certain property and equipment of 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, for the period from July 5 - 18, 2010.

Date	Professional	Description
7/5/2010	Chau, Edward	Attending at York Mills and Danforth store locations for the purpose of imaging computer disks pursuant to Court Order.
7/5/2010	Corbett, Cecilia	Re Receiver's website - submit pdf files re Court Order of Justice Turnbull and Reasons; link to same on the SHS Optical webpage; add link referring readers to the Great Glasses page; submit for publication and discussion with D Weisz re completion.
7/5/2010	Dhanani, Arif	Conference call with B.L.G.; conference call with Deloitte staff prior to taking possession; attending to calls from field staff re questions; attending at the home of Mr. Bruce Bergez to meet with him to discuss matters relating to the Receiver's appointment and collect financial and other documentation; attend at Deloitte's Brookfield offices to deliver financial and other documentation provided by Mr. Bergez and meet with D Weisz.
7/5/2010	Fok, Anthony	Attending conference call among team members; attend at London location for the purpose of imaging computer disks pursuant to Court Order.
7/5/2010	Lewis, Jeffrey R	Printing copies of Court Order and staff notices, reviewing Court Order, obtaining directions of retail stores; travel to 6 retail locations (St Catharines, Dundas, Hamilton x2, Burlington x2) and meeting with liquidator and Optician; meeting with store management and removing EyeLogic and related eye testing equipment as per Court Order.
7/5/2010	Litvack, Bryan N	Conference call with liquidator and opticians to discuss matters re taking possession of EyeLogic equipment; drive to 6 Great Glasses locations in Toronto re the removal of the EyeLogic machine and related eye testing equipment.
7/5/2010	Ravi, Kaushik	Attending at St. Catharines location for the purpose of imaging computer disks pursuant to Court Order.

7/5/2010	Redfern, Carlos R	Attending at London, Brantford, Cambridge, Guelph, Milton, and Oakville stores re the removal of the Eyeologic machine and related eye testing equipment.
7/5/2010	Sommerfeld, Randolph Erwin	Attending at St. Catharines and Hamilton locations for the purpose of imaging computer disks pursuant to Court Order.
7/5/2010	Weisz, Daniel	Prepare for and attend conference call with M MacNaughton, J Szumski and A Dhanani re matters relating to attendance at the locations; attend to voicemail from R English of Aird & Berlis regarding Itabishi Way location and franchisee, exchange e-mails with BLG regarding same, TC with J Szumski; attend to posting of order and reasons of Justice Turnbull to Deloitte's website; prepare for and convene conference call with representatives of Deloitte, the liquidator and opticians re attendance at the locations to take possession of the Eyeologic machine and other eye testing related equipment; discussion with A Dhanani on various matters; prepare for meeting with B Bergez; meet with B Bergez and J Bergez; meet with A Dhanani in office following meeting; review and sort emails; TC with R English re Itabishi Way location.
7/6/2010	Caballes, Dave	Obtain equipment for computer imaging pursuant to Court Order and then travelling to and obtaining computer disk images from 125 Queensway location and 1865 Lakeshore Road location.
7/6/2010	Chau, Edward	Imaging at Danforth location; attendance at Deloitte to obtain more kits for imaging and dropping off evidence drives.
7/6/2010	Dhanani, Arif	Draft Location contact spreadsheet and e-mail to B Bergez for population of same; various e-mails to and from Deloitte staff in respect of the file; draft banking letter for review by BLG; meeting with BLG, including conference call with counsel to the AG and separate call with Lerner.
7/6/2010	Fok, Anthony	Attend at Brantford location for purpose of imaging disk drives pursuant to Court Order.
7/6/2010	Lewis, Jeffrey R	Continue drafting memo re attendance at stores; uploading photographs of assets onto system and annotating and reviewing; release memo to A Dhanani; responding to emails and calls re receivership.
7/6/2010	Litvack, Bryan N	Prepare memo re attendance at stores; returns calls from creditors and Great Glasses franchisees; obtain information from J Lewis and C Redfern re: attendance at various locations assigned to them.
7/6/2010	Ravi, Kaushik	Attending at Hamilton location for the purpose of imaging computer disks pursuant to Court Order.
7/6/2010	Redfern, Carlos R	Prepare memo re attendance at stores and asset photograph transfer.
7/6/2010	Weisz, Daniel	Review results of yesterday's meeting with B Bergez and prepare for meeting at BLG; prepare for and attend meeting with A Dhanani, J Szumski and M MacNaughton to discuss status of file including conference call with L Marsello re status and R Stephenson re records of Ontario Optical Development Corp.; TC with R English re Itabishi Way location.
7/7/2010	Caballes, Dave	Preliminary review of acquired data.

7/7/2010	Dhanani, Arif	E-mails to Marsh re insurance over Eyelogic machines; e-mail to D Weisz re BLG meeting; various discussions re computer imaging; draft questionnaire for stores; conference call with D Weisz and Deloitte staff re attendance at locations to obtain responses to questionnaire and supporting documentation; e-mail to Maynards re appraisal of Eyelogic machines; e-mail to B Bergez re outstanding information and requests; providing direction to Deloitte staff re attendance at franchises; discussion with G Friday, operator of Upper James store; discussion with BLG re reporting requirements of the Receiver.
7/7/2010	Fok, Anthony	Status update call with A Dhanani.
7/7/2010	Lewis, Jeffrey R	Completion of memo re attendance at stores; scanning business cards, opticians consulting agreements; release to A Dhanani; conference call with team; planning and arranging for interviews; phone calls from franchise owners; various emails re same and other matters.
7/7/2010	Litvack, Bryan N	Return messages from various parties re receivership; complete updating spreadsheet of franchise information; meet with A Dhanani for status update and agenda; conference call with team to discuss questions to ask each store manager during planned attendances; update information request list template.
7/7/2010	Ravi, Kaushik	Preliminary review of acquired data.
7/7/2010	Redfern, Carlos R	Conference call regarding the planned attendance at various locations and types of information to be obtained.
7/7/2010	Weisz, Daniel	Discussion with A Dhanani on the file and his discussion with G Friday; review and update list of questions to be used for meeting with the store locations; prepare for and attend conference call with A Dhanani, B Litvack, C Redfern and J Lewis to discuss list of questions re their attendances at the stores; review draft e-mail to B Bergez and A Dhanani on same.
7/8/2010	Caballes, Dave	Preliminary review of acquired data.
7/8/2010	Dhanani, Arif	Various e-mails between D Weisz and Deloitte field staff; call to Liz de Geus of Marsh re insurance; review of Eyelogic rental contracts; responding e-mail to B Bergez; discussions with BLG; meeting with D Weisz, H Bricks and B Litvack re update; attending to various administrative matters related to the receivership.
7/8/2010	Lewis, Jeffrey R	Travel to Dundurn and Dundas Stores; interviewing franchisees, obtaining information and returning to office; emails and telephone calls regarding the receivership.
7/8/2010	Litvack, Bryan N	Schedule meetings with store owners to obtain information about their operations; travel to Mississauga store to meet franchisee; meeting with A Dhanani, H Bricks and D Weisz to discuss Great Glasses file and plan for next week; respond to call from franchisee's lawyer from Aird & Berlis; consolidate files.
7/8/2010	Ravi, Kaushik	Continuation of preliminary review of acquired data.
7/8/2010	Redfern, Carlos R	Attendance and interviewing at two locations: Guelph and Milton
7/8/2010	Weisz, Daniel	Review and reply to e-mails; draft messages to C Redfern, B Litvack and J Lewis, meet with A Dhanani, B Litvack and H Bricks re work to be done; TC with J Longo of Aird & Berlis re being retained by franchisee(s) and e-mail to BLG on same

7/9/2010	Dhanani, Arif	Discussions with D Weisz; review e-mails from B Bergez; discussion with staff to attend at B Bergez's home to image computers; conference call with D Weisz and BLG; review of preliminary findings re store computer imaging.
7/9/2010	Fok, Anthony	Schedule imaging of computers at B Bergez residence; clarify with A Dhanani.
7/9/2010	Lewis, Jeffrey R	Review of bank statements and cancelled cheques; copying OODC payments and preparation of a spreadsheet; review of notes and initial construction of report.
7/9/2010	Litvack, Bryan N	Drafting memo re attendance at Mississauga store; contact store managers to cancel appointments with them for interviews scheduled today; finish preparing letter to BMO notifying the bank of the receivership and forwarding letter to BMO and B Bergez.
7/9/2010	Redfern, Carlos R	Reviewing information collected in respect of store interviews.
7/9/2010	Weisz, Daniel	Review e-mail from B Bergez re status of stores; M Mackey on file status; call in to Herpers Gowling re K Brittain, attend conference call with A Dhanani, M MacNaughton and J Szumski on status of various matters and work to be done; draft reply to B Bergez e-mail, finalizing and sending e-mail; review A Dhanani e-mail re computer records review and draft e-mail to L Marsello, Z Greene, R Stephenson and B Cosman including finalizing and sending following receipt and review of BLG's comments; review e-mail from L Marsello and reply; J Szumski re Monday meetings scheduled; begin drafting report to court.
7/11/2010	Weisz, Daniel	Continue drafting report to court.
7/12/2010	Bricks, Hartley	Discussion with D Weisz re status; telephone discussion with M Parker of MPA Inc. re quote for appraisal of property leases and advise D Weisz of same
7/12/2010	Caballes, Dave	Imaging computers at B Bergez residence.
7/12/2010	Fok, Anthony	Confirm data sources in respect of imaged files from stores.
7/12/2010	Litvack, Bryan N	Prepare for and attend meeting with J Longo and H Fogul of Aird & Berlis re: Great Glasses franchisees; updating information request form to send to A&B; revise letter to Great Glasses Debtors on procedure for notifying the Receiver re making disbursements; meeting with R English from Aird & Berlis and T Watson, owner of Appleby Optical at Itabashi Way in Burlington; meeting with M MacNaughton, J Szumski and D Weisz on status.
7/12/2010	Liu, Samson	Travel to locations; imaging 5 laptops at Bergez residence.
7/12/2010	Weisz, Daniel	Prepare for and attend meeting at Aird & Berlis to meet with H Fogul, J Longo, M MacNaughton, J Szumski and B Litvack to discuss franchisee position; review draft letter to Debtors re consenting to disbursements and B Litvack on same; B Litvack re information requested of franchisees and e-mail re same; review e-mail from R Boswell of Craig Boswell McDermot re WSIB; forward preliminary draft of Receiver's report to BLG; file e-mails; prepare list of outstanding items; review results of searches re OODC Holdings
7/12/2010	Weisz, Daniel	Prepare for and attend meeting at BLG with R English and T Watson, M MacNaughton, J Szumski, and B Litvack.
7/13/2010	Caballes, Dave	Re-attending at the Bergez's residence for the purpose of completing computer disk drive imaging.

7/13/2010	Litvack, Bryan N	Finalize and send letter to Debtors re: disbursements; verifying completeness of Bergez documents copied to original documents received from B Bergez; meeting with the franchisees of the Thornhill & York Mills stores and their lawyer J Levitan; attendance at call with Office of the Attorney General to provide update on receivership.
7/13/2010	Liu, Samson	Verifying images that were brought back from various locations.
7/13/2010	Redfern, Carlos R	Call regarding meetings with Milton and Guelph.
7/13/2010	Weisz, Daniel	Prepare for and attend meeting with J Levitan and his clients, the franchisees of York Mills and Thornhill stores and J Szumski; B Litvack on records needed; prepare for and attend conference call with Z Greene of Attorney General's office, M MacNaughton and J Szumski and B Litvack; B Litvack on various matters; voicemail for D Gowling; conference call with M MacNaughton, J Szumski and B Litvack re matters to be done; TC with P Badenhurst re Appleby store.
7/14/2010	Bricks, Hartley	Discussion with Mike Pelyk of Oberfeld Snowcap re proposal to appraise premises leases.
7/14/2010	Litvack, Bryan N	Contact landlord at Front St. store to confirm that lessee abandoned premises and took all assets; prepare letter to BMO requesting updated bank statements for the Debtors; meet with D Weisz to review court order and information still required; review B Bergez's records regarding taxes owing to CRA; left message with Liz de Geus from Marsh re insurance; prepare e-mail to B Bergez providing copy of CRA Notice of Requirement to Pay and request outstanding documents; prepare a summary of minute books for the debtor companies.
7/14/2010	Weisz, Daniel	H Bricks re valuation of leases; meet with B Litvack to review information required re Receiver's report to court; review draft letter to Bank of Montreal and B Litvack on same; J Szumski on e-mail received and other matters; review draft e-mail to B Bergez and update.
7/15/2010	Bricks, Hartley	Review of leased locations summary and provide to D Weisz.
7/15/2010	Litvack, Bryan N	Meeting with D Weisz and M MacNaughton and J Szumski; attend meeting with A&B, Jerry Levitan, College of Optometrists and its counsel, College of Opticians and its counsel and Office of the Attorney General; update questions to be sent to franchisees; meet with D Weisz re questions to franchisees.
7/15/2010	Weisz, Daniel	Prepare for meeting at Aird & Berlis, meet with J Szumski and M MacNaughton prior to the meeting; attend meeting at office of Aird & Berlis with representatives of the colleges of opticians and optometrists and their respective counsel, the AG's office, J Longo and J Levitan, M MacNaughton, J Szumski and B Litvack; review e-mails from B Bergez enclosing documentation requested and send reply acknowledgement of receipt of those e-mails; review revised questions for franchisees, e-mail to R Stephenson, R Durcan and Z Greene enclosing questions in draft for comments; B Litvack re lease information, review e-mails.
7/16/2010	Litvack, Bryan N	Return calls regarding Great Glasses receivership; contact Richmond Hill store landlord to get a copy of the notice posted; finalizing summary of store leases.
7/16/2010	Weisz, Daniel	E-mail to J Szumski re proposed changes to letter to B Bergez; file organization.

Summary of Fees

Name	Position	Hours	Rate	Fees
Reorganization Services staff:				
Weisz, Daniel	Senior Vice-President	38.5	\$495	\$ 19,057.50
Brieks, Hartley	Vice-President	0.5	390	195.00
Dhanani, Arif	Vice-President	33.5	390	13,065.00
Redfern, Carlos	Manager	29.8	315	9,387.00
Lewis, Jeffrey R.	Manager	25.6	315	8,064.00
Litvack, Bryan	Senior/Sr. Consultant	42.2	225	9,495.00
Corbett, Cecilia	Administration	0.3	66	19.80
Subtotal hours and fees		<u>170.4</u>		<u>\$ 59,283.30</u>
Forensic & Dispute Consulting staff:				
Fok, Anthony	Manager	31.0	315	9,765.00
Ravi, Kaushik	Manager	34.3	315	10,804.50
Caballes, Dave	Senior/Sr. Consultant	40.3	225	9,067.50
Sommerfeld, Randolph	Senior/Sr. Consultant	8.0	225	1,800.00
Liu, Samson	Analyst	12.3	165	2,029.50
Chan, Edward	Analyst	17.5	165	2,887.50
Subtotal hours and fees		<u>143.4</u>		<u>\$ 36,354.00</u>
Total hours and fees		<u>313.8</u>		<u>\$ 95,637.30</u>
Disbursements (mileage; parking)				154.17
Total fees and disbursements				<u>\$ 95,791.47</u>
HST @ 13%				12,452.89
Total amount due this invoice				<u><u>\$ 108,244.36</u></u>

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Date: August 13, 2010
Invoice No: 2685676
Client/Mandate No: 813308/1000017
Partner: Daniel Weisz

HST Registration No: 122893605

Invoice

Professional services rendered in our capacity as Court-appointed Receiver of certain property and equipment of 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, for the period from July 19 – 30, 2010.

Date	Professional	Description
7/19/2010	Litvack, Bryan N	Meeting with D Weisz and A Dhanani re file status update.
7/19/2010	Weisz, Daniel	Meet with B Litvack and A Dhanani regarding status and work to be done; review e-mail from BLG in reply to J Longo voicemail message; telephone conversation with J Szumski regarding communicating with Colleges and AG that Receiver has not contacted banks of locations regarding disbursements; obtaining from J Longo a list of franchisees represented by Aird & Berlis; e-mail to R Stephenson and Z Greene regarding status of review of questions; e-mail to R Stephenson regarding Ontario Optical Development Corporation records; call to and leave message for K Brittain; telephone conversation with H Fogul regarding status of request for bank accounts from W Duncan and telephone conversation with A Dhanani on various matters.
7/19/2010	Dhanani, Arif	Update meeting with D Weisz and B Litvack; review of e-mails and correspondence from prior week; commence review of lease summaries; e-mails to and from D Weisz and B Litvack.
7/20/2010	Litvack, Bryan N	Send e-mail to B Bergez confirming availability for return of books and records to his residence; review books and records to be returned to B Bergez and copies made to verify completeness; updating questionnaires based on College of Opticians' suggestions; meet with D Weisz and A Dhanani to discuss K Brittain call and tasks to be completed; reviewing final questionnaire with D Weisz before release to BLG to forward to franchisees' legal counsel.

Date	Professional	Description
7/20/2010	Weisz, Daniel	Discussion with A Dhanani regarding premises leases and boxes to be returned to B Bergez; e-mail regarding discussion yesterday with H Fogul of Aird & Berlis; updating questions for franchisees; telephone conversation with K Brittain to obtain information; preliminary review of letter received from R Durcan and discussion with J Szumski on same; meet with A Dhanani and B Litvack regarding attending at B Bergez's residence for return of records.
7/20/2010	Dhanani, Arif	Meeting with D Weisz; lease summary review; discussions with and providing direction to B Litvack; review of BLG letter to WSIB and provide comments thereon; review of questionnaire to be provided to franchisees and discussions with D Weisz regarding same.
7/21/2010	Lewis, Jeffrey R	Review of email from A Dhanani: review of information to date from franchisees; call to A Dhanani to discuss; calls to unrepresented franchisees to set up further meetings.
7/21/2010	Litvack, Bryan N	Attend at B Bergez's residence to return books and records, obtain copies of franchise agreements and request further information; T/C with D Weisz and A Dhanani to update on meeting with B Bergez; summarize store lease information into spreadsheet.
7/21/2010	Weisz, Daniel	T/C A Dhanani on B Litvack's attendance with B Bergez today and meeting with K Brittain; review e-mail response from R Durcan and discuss with J Szumski; review BLG's draft letter to counsel for opticians, optometrists and AG's office and discuss with BLG; discussion with BLG re contacting RBC in advance of letter regarding OODC Holdings and considerations relating to obtaining that information; T/C with A Dhanani on his discussion with K Brittain and setting up meeting for tomorrow; T/C with A Dhanani on stores to be interviewed; send reply to e-mail received from R Durcan; finalize questionnaire for franchisees and e-mail to BLG; conference call with B Litvack and A Dhanani regarding B Litvack's attendance at the Bergez residence, discuss report and information to be included with A Dhanani; discussion with A Dhanani regarding tomorrow meeting with K Brittain; review and update BLG draft letter to counsel for Colleges and AG regarding Location bank accounts and downloading of Location computers; T/C with J Szumski regarding same.
7/21/2010	Dhanani, Arif	Discussions with B Litvack; e-mail to B Bergez regarding attendance to return books and records and collection of other documents; e-mail to J Lewis regarding Dundurn and Osler Drive stores and set up of meetings with store operators; conference call with B Litvack regarding attendance at B Bergez's residence; attending to various administrative matters.
7/22/2010	Lewis, Jeffrey R	Reviewing various bank statements provided by franchisees and copying same; scheduling meetings with franchisees.

Date	Professional	Description
7/22/2010	Litvack, Bryan N	Reviewing documentation provided by B Bergez with D Weisz and A Dhanani and discussion with D Weisz re same; continue summarizing lease agreements; call Bank of Montreal to follow-up with the SHS Optical Ltd. bank statements to request cancelled cheques and draft letter to Bank of Montreal requesting same.
7/22/2010	Weisz, Daniel	T/C with B Litvack re meeting yesterday with B Bergez; preliminary review of copies of bank statements and cancelled cheques for O.O.D.C. Holdings Co. received from B Bergez; meet with A Dhanani regarding the results of his meeting with K Brittain; review updated billing; review draft letter to Bank of Montreal regarding request made and discussion with B Litvack regarding same; attending to various administrative matters relating to receivership.
7/22/2010	Dhanani, Arif	Attendance at residence of K Brittain; discussions with K Brittain regarding store operations, banking, OODC Holdings; attendance at Royal Bank of Canada branch with K Brittain to meet with account manager regarding OODC Holdings and to request bank statements and supporting information for account transactions; discussions with BLG regarding contact at RBC and letter to Gowlings; draft letter to Hamilton RBC branch and e-mail to D Weisz.
7/23/2010	Lewis, Jeffrey R	Reviewing bank statements and cancelled cheques for Dundas store and separating payments made to OODC Holdings; copying all OODC cheques; population of store questionnaires.
7/23/2010	Litvack, Bryan N	Finalize store lease summary spreadsheet and send to A Dhanani; meet with A Dhanani re outstanding matters and tasks.
7/23/2010	Weisz, Daniel	Attending to administrative matters; preliminary review of lease summary schedule; T/C with A Dhanani regarding report to court; review draft letter to RBC and provide comments to A Dhanani; review of invoice rendered by BLG; review of invoice rendered by Maynards; e-mail to Office of the Attorney General regarding quantum of fines imposed against the Debtors, subsequent telephone discussion with W MacLarkey and Z Greene of the Office of the Attorney General, preliminary review of materials received from the Office of the Attorney General; file organization; meet with A Dhanani to discuss report to court.
7/23/2010	Dhanani, Arif	Attending to various administrative matters relating to the receivership; review store lease summary spreadsheet to be used for lease valuation and Court reporting purposes; finalize letter to RBC regarding OODC Holdings and release of same; facilitating changes to Receiver's website; drafting report outline to Receiver's First Report to the Court and meeting with D Weisz on same.

Date	Professional	Description
7/26/2010	Lewis, Jeffrey R	Attend at Dundurn location for the purpose of returning records; meeting with Mike Cairns re additional information required; attend at Dundas Store to return records and short meeting with store owner.
7/26/2010	Weisz, Daniel	Review letter from B Bergez; review court order, draft letter in reply to B Bergez; work on report to court; telephone conversation with J Szumski regarding meeting to discuss status; exchange of e-mails with J Szumski regarding J Longo representing Osler store and discussion with A Dhanani on same.
7/26/2010	Bricks, Hartley	Review of e-mail regarding leased locations, discussion re same with D Weisz; telephone call to Mike Pelyk of Oberfeld Snowcap regarding appraisal of leases.
7/26/2010	Dhanani, Arif	Meeting with D Weisz; review of amendments made by D Weisz to draft report; draft action/task outstanding list and forward to D Weisz for comment/input.
7/27/2010	Lewis, Jeffrey R	Reviewing information from Dundurn and Dundas stores; scanning all documents for retention on Deloitte server; e-mail various documents to A Dhanani; send copies of documents to B Litvack.
7/27/2010	Weisz, Daniel	Review updated letter to B Bergez and T/C with A Dhanani on same; review and update memo of work to be done; meet with A Dhanani re status update, outstanding tasks and prepare for meeting at BLG; preliminary review of affidavits of franchisees sworn in 2009 provided by AG's office; preliminary review of affidavit filed by the franchisee of the Thornhill and York Mills stores; attend meeting at BLG to meet with A Dhanani, M MacNaughton and J Szumski to discuss status and report to court.
7/27/2010	Dhanani, Arif	Review OODC Holdings Co. bank statements for cheques made out to Great Glasses; draft letter to TD Bank re OODC Holdings Co; meeting with BLG and D Weisz regarding Receiver's report.
7/28/2010	Weisz, Daniel	Meet with A Dhanani to discuss report and his discussion with CRA; review draft e-mail to B Bergez, suggest amendments thereto; drafting portions of Receiver's report; review searches.

Date	Professional	Description
7/28/2010	Dhanani, Arif	Various e-mails to/from BLG; meeting with D Weisz regarding outstanding action items; e-mail to H Bricks regarding lease valuation; e-mail to and discussion with Maynards regarding attendance at two stores to value inventory and other fixed assets; draft and release e-mail to B Bergez regarding questions and additional information requested; making arrangements to attend at Aird Berlis' office for the purpose of reviewing franchisee material for those franchisees represented by J Longo; review affidavit of C Pratt and supporting materials (York Mills and Thornhill); reviewing questionnaire responses from Dundurn store and summarize responses in master spreadsheet.
7/29/2010	Weisz, Daniel	Drafting sections of report to court.
7/29/2010	Dhanani, Arif	Responding to questions and e-mails from D Weisz; e-mail to BLG requesting attendance at Aird & Berlis; providing instructions to C Redfern regarding Milton store; discussion with Susan Chapman of RBC regarding OODC Holdings bank statements; providing instructions to G de Villiers regarding review of OODC Holdings Co. bank statements and organization of information; reviewing draft court report, making various amendments, and release to BLG; review of correspondence to be sent to service list by BLG and e-mail to J Szumski in this regard.
7/30/2010	de Villiers, Gordon	Review O.O.D.C. Holdings Co bank statements and cancelled cheques and draft analysis of same; discussions with A Dhanani.
7/30/2010	Weisz, Daniel	T/C A Dhanani on report, voicemails he received from B Bergez and status of attendance at stores by Maynards; review BLG draft letter regarding timetable and provide comments to BLG; review proposed e-mail to B Bergez and T/C with A Dhanani on same; attending to administrative matters on file.
7/30/2010	Bricks, Hartley	Discussion with Mike Pelyk of Oberfeld Snowcap regarding preparation of appraisal and e-mail correspondence regarding same.
7/30/2010	Weisz, Daniel	Preliminary review of information sent by B Bergez to A Dhanani.
7/30/2010	Dhanani, Arif	Discussions with D Weisz; e-mails and discussions with BLG regarding attendance at Aird & Berlis to review franchisee information; discussions with Maynards regarding attendance at stores to value assets; review of Great Glasses Franchise Agreements and summarize same; e-mail to B Bergez; receipt of various voicemails and e-mails from B Bergez and forward to D Weisz.

Summary of Fees

Name	Position	Hours	Rate	Fees
Reorganization Services staff:				
Weisz, Daniel	Senior Vice-President	25.3	\$495	\$ 12,523.50
Bricks, Hartley	Vice-President	0.7	390	273.00
Dhanani, Arif	Vice-President	54.0	390	21,060.00
Lewis, Jeffrey R.	Manager	13.1	315	4,126.50
Litvack, Bryan	Senior/Sr. Consultant	10.2	225	2,295.00
Subtotal hours and fees		<u>103.3</u>		<u>\$ 40,278.00</u>
Forensic & Dispute Consulting staff:				
de Villiers, Gordon	Manager	8.5	315	2,677.50
Subtotal hours and fees		<u>8.5</u>		<u>\$ 2,677.50</u>
Total hours and fees		<u>111.8</u>		<u>\$ 42,955.50</u>
Disbursements (mileage; parking)				228.56
Total fees and disbursements				<u>\$ 43,184.06</u>
HST @ 13%				5,613.93
Total amount due this invoice				<u>\$ 48,797.99</u>

Payable upon receipt to: Deloitte Management Services LP



Maynards Industries Ltd.
 202-5409 Eglinton Avenue West,
 Toronto, ON M9C 5K6
 Phone: 416-242-3560 Fax: 416-242-5085
 GST # R130030174

<<<=== **REMIT PAYMENT TO**
 Please quote invoice number when paying

Bill to: Deloitte & Touche LLP
 181 Bay Street, Suite 1400
 Bay Wellington Tower - Brookfield Place
 Toronto, ON.
 M5J 2V1

Phone: (416) 601 - 6446
Fax: (416) 601 - 6690
Email: adhanani@deloitte.ca

Date: July 9, 2010
Invoice # T-10031

Maynards Appraiser: Mike McIntosh
Attention Arif Dhanani

TERMS : Due Upon Receipt

Description	Labour	Price	HST	TOTAL
Moving/Removal of Equipment/Machinery	35 hrs @ \$250.00/hr.	\$8,750.00	\$1,137.50	\$9,887.50
TOTAL		\$8,750.00	\$1,137.50	\$9,887.50
Payment				
OUTSTANDING BALANCE				\$9,887.50
Currency: Canadian Dollars				

SOLD "AS IS, WHERE IS" Maynards makes no express or implied covenants, promises, warranties or representations whatsoever as to authenticity or defects of any item and will not be held responsible for any discrepancies or inaccuracies.

*** Terms and conditions: In lieu of PST, a PST # or a Manufacturer's Exemption Certificate must be provided**

This sale contract is subject to the express condition that, at any time prior to the physical delivery of the goods to the purchaser Maynards may terminate the contract without any obligations or liabilities to the purchaser and that title to the goods shall not pass to the purchaser until such physical delivery shall occur and the purchase price is paid in full.



Date: August 13, 2010
 Invoice # T-10037

<<<== REMIT PAYMENT TO
 Please quote invoice number when paying

Maynards Appraisals Ltd.
 202-5403 Eglinton Avenue West,
 Toronto, ON M9C 5K6
 Phone: 416-242-3560 Fax: 416-242-5085
 GST # R130030174

Maynards Appraiser: Jim Hodder

Bill to: Deloitte
 181 Bay Street
 Bay Wellington Tower - Brookfield Place, Suite 1400
 Toronto, ON
 M5J 2V1

Attention: Arif Dhanani

TERMS: Due Upon Receipt

Phone: 416-601-6446
 Fax: 416-601-6690
 Email: aridhanani@deloitte.ca

COMPANY	DESCRIPTION	Price	HST	TOTAL
Appraisal of: Great Glasses Assets	Appraisal	\$1,500.00	\$195.00	\$1,695.00

TOTAL	\$1,500.00	\$0.00	\$195.00	\$1,695.00
Payment				
OUTSTANDING BALANCE				\$1,695.00
Currency:	Canadian Dollars			

SOLD "AS IS, WHERE IS" Maynards makes no express or implied covenants, promises, warranties or representations whatsoever as to authenticity or defects of any item and will not be held responsible for any discrepancies or inaccuracies

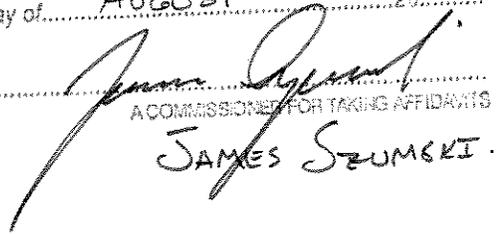
This sale contract is subject to the express condition that, at any time prior to the physical delivery of the goods to the purchaser Maynards may terminate the contract without any obligations or liabilities to the purchaser and that title to the goods shall not pass to the purchaser until such physical delivery shall occur and the purchase price is paid in full.

B

**Fees and Disbursements Summary of Deloitte & Touche Inc.
for the period from 26 April 2010 to 31 July 2010**

Name of Professional	Total Hours Billed	Average Hourly Rate (\$/hr)	Total Charged
R. Biehler	1.00	450.00	\$450.00
H. Bricks	1.20	390.00	\$468.00
D. Caballes	40.30	225.00	\$9,067.50
E. Chau	17.50	165.00	\$2,887.50
C. Corbett	0.30	66.00	\$19.80
A. Dhanani	122.50	390.00	\$47,775.00
A. Fok	32.00	315.00	\$10,080.00
J. Lewis	41.90	315.00	\$13,198.50
B. Litvack	54.40	225.00	\$12,240.00
S. Liu	12.30	165.00	\$2,029.50
M. Mackey	4.00	495.00	\$1,980.00
R. Sommerfeld	8.00	225.00	\$1,800.00
K. Ravi	34.30	315.00	\$10,804.50
C. Redfern	31.60	315.00	\$9,954.00
G. de Villiers	8.50	315.00	\$2,677.50
D. Weisz	121.70	495.00	\$60,241.50
TOTAL HOURS/AVERAGE RATE/TOTAL FEES	531.50	349.34	\$185,673.30
TOTAL DISBURSEMENTS			\$10,632.73
TOTAL FEES AND DISBURSEMENTS EXCLUDING TAXES			\$196,306.03
TAXES			\$22,183.91
TOTAL FEES AND DISBURSEMENTS INCLUDING TAXES			\$218,489.94

This is Exhibit B referred to in the affidavit of DANIEL WEISZ sworn before me, this 16th day of AUGUST, 2010.


A COMMISSIONER FOR TAKING AFFIDAVITS
JAMES SZUMSKI

**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**

Applicant

Respondents

-and-

**COLLEGE OF
OPTICIANS
OF ONTARIO**

-and-

**THE ATTORNEY
GENERAL FOR ONTARIO**

Intervenor

Intervenor

**ONTARIO
SUPERIOR COURT OF JUSTICE**

PROCEEDINGS COMMENCED AT HAMILTON

**AFFIDAVIT OF DANIEL WEISZ
(Sworn 16 August 2010)**

BORDEN LADNER GERVAIS LLP

Barristers and Solicitors
Scotia Plaza, 40 King Street West
Toronto, Ontario, M5H 3Y4

MICHAEL MACNAUGHTON

Tel.: 416-367-6646
Fax: 416-682-2837
LSUC # 25889U

JAMES SZUMSKI

Tel.: 416-367-6310
Fax: 416-682-2811
LSUC # 56958S

Lawyers for Deloitte & Touche Inc., in its capacity as
Court-appointed Receiver.

3

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

AFFIDAVIT OF ROGER JAIPARGAS
(Sworn 13 August 2010)

I, **ROGER JAIPARGAS**, of the City of Mississauga, in the Province of Ontario,
MAKE OATH AND SAY:

1. I am a Partner at Borden Ladner Gervais LLP (“**BLG**”), and as such have knowledge of the matters hereinafter deposed to.
2. Pursuant to an Order of The Honourable Mr. Justice Turnbull, dated 2 July 2010, (the “**Receivership Order**”) Deloitte & Touche Inc. was appointed as Receiver (the “**Receiver**”) of (i) the assets, undertakings and properties of the Debtors acquired for or used in relation to the optical business, including all proceeds thereof, and (ii) whether or not the Debtors are the

A



BORDEN
LADNER
GERVAIS

Deloitte & Touche LLP
BCE Place
181 Bay Street
Suite 1400
Toronto, ON M5J 2V1

Attention: Mr. Daniel Weisz

This is Exhibit A referred to in the
affidavit of Robert S. Gervais
sworn before me, this 13
day of August 2010
[Signature]
A COMMISSIONER FOR TAKING AFFIDAVITS

Borden Ladner Gervais LLP
Lawyers • Patent & Trade-Mark Agents
Scotia Plaza
40 King Street West
Toronto, Ontario, Canada M5H 3Y4
tel.: (416) 367-6000 fax: (416) 367-6749
www.blgcanada.com

June 30, 2010

Invoice # 696639892

Page 1

Re: Great Glasses

File No: 082893/000016

PROFESSIONAL SERVICES rendered to June 30, 2010 in connection with the above matter as described in the attached.

Fees	\$ 20,608.00
Disbursements	174.24
GST on Fees and Taxable Disbursements	1,036.94
	<hr/>
Total this Invoice	\$ 21,819.18

THIS IS OUR ACCOUNT - E. & O.E.

BORDEN LADNER GERSVAIS LLP

By:
Michael J. MacNaughton

To comply with the new place of supply rules, the address on this invoice will be used as the basis for determining if HST/GST/QST will be applied to your invoice effective July 1, 2010**. In the event this address does not properly reflect the way HST/GST/QST should be applied to your account or if you have any questions regarding the tax status of your matter please send your questions to matttaxdeterminationadvice@blgcanada.com.

**Note that some exceptions may apply to this general place of supply rule for services that deal with litigation, real property or tangible personal property.

PAYABLE ON RECEIPT
INTEREST AT THE RATE OF 0.5% PER ANNUM MAY BE CHARGED ON ACCOUNTS WHICH ARE OVERDUE
GST REGISTRATION # R869096974RT0001

Deloitte & Touche LLP

June 30, 2010
Invoice # 696639892
Page 2

PROFESSIONAL SERVICES RENDERED to June 30, 2010

Apr 23, 2010	J. Szumski	0.40	Reviewed the draft receivership order.	\$ 126.00
Apr 26, 2010	J. Szumski	0.10	Further review of the draft receivership order.	31.50
Apr 27, 2010	S. Rappos	0.60	Discussing matters relating to form of draft Order with J. Szumski.	270.00
Apr 27, 2010	J. Szumski	6.20	Discussed the draft receivership order with Michael MacNaughton and received instructions in respect of same; reviewed the model receivership order; re-drafted the draft receivership order to reflect a more traditional approach to the receiver's appointment; discussed same with Michael MacNaughton and made amendments based on his comments.	1,953.00
Apr 28, 2010	E. Atienza	0.80	SHS Optical Ltd. et al., conducted corporate information searches; ordered PPSA printouts (certified and uncertified) from Companies and Personal Property Security Branch.	184.00
Apr 28, 2010	J. Szumski	2.10	Attended on a conference call with Michael MacNaughton and Deloitte; arranged for PPSA and corporate profile searches of various related entities; received comments and amended the draft receivership order; circulated revised drafts of same.	661.50
Apr 29, 2010	J. Szumski	1.30	Reviewed and discussed comments on the draft receivership order with Michael MacNaughton; made a number of amendments then circulated a final turn of the revised order.	409.50
May 7, 2010	B. Hayward	0.30	Great Glasses et al: personal Properties Securities Documentation pick-up from the Ministry of Finance, Companies Branch at 393 University Avenue. Organization and attach to specified file. JS	60.00



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June 30, 2010
Invoice # 696639892
Page 3

Deloitte & Touche LLP

Jun 3, 2010	M.J. MacNaughton	1.50	Conference call with L. Marsello and others to discuss form and scope of proposed order for the appointment of a receiver.	1,252.50
Jun 3, 2010	J. Szumski	2.00	Prepared for and attended on a conference call to discuss the Receivership Order and the status of the proceedings; began revising the Receivership Order based on feedback from the call.	630.00
Jun 6, 2010	J. Szumski	2.60	Further reviewed and revised the draft Receivership Order to reflect a two different possible arrangements; drafted a short summary memo in respect of same.	819.00
Jun 7, 2010	J. Szumski	0.40	Reviewed the AG's latest factum and compared to our draft Receivership Order.	126.00
Jun 8, 2010	J. Szumski	1.90	Further amendments to the Receivership Order in response to comments from Michael MacNaughton and others; circulated same.	598.50
Jun 9, 2010	J. Szumski	0.10	Reviewed the comments of Deloitte on the Receivership Order.	31.50
Jun 11, 2010	J. Szumski	2.10	Further review and revision to the Receivership Order in response to comments from Deloitte; discussed same with Michael MacNaughton and circulated to other parties.	661.50
Jun 14, 2010	J. Szumski	1.80	Drafted a Receiver's Consent; attended on a conference call and meeting to discuss the latest drafts of the Receivership Order; researched the applicability of WEPP to the type of Receivership currently contemplated by the draft Order.	567.00
Jun 15, 2010	M.J. MacNaughton	1.50	Discussion with D. Weisz and J. Szumski re form of order; conference call with L. Marsello and others re same.	1,252.50

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June 30, 2010
Invoice # 696639892
Page 4

Deloitte & Touche LLP

Jun 15, 2010	J. Szumski	4.70	Further research on the applicability of WEPP to the latest draft Receivership Order; began drafting a memo in respect of same; amended the draft Order based on comments from various parties.	1,480.50
Jun 16, 2010	M.J. MacNaughton	1.00	Deal with indemnity and revisions to draft order.	835.00
Jun 16, 2010	J. Szumski	1.20	Made further amendments to the Receivership Order based on comments received from various parties and circulated the latest draft.	378.00
Jun 17, 2010	J. Szumski	0.20	Call with the AG to discuss status of draft order.	63.00
Jun 18, 2010	J. Szumski	4.20	Calls with the AG, Deloitte and Michael MacNaughton to discuss further changes to the draft Order, Indemnity and Consent; made amendments in respect of same; circulated same.	1,323.00
Jun 19, 2010	J. Szumski	1.00	Further amendments to the Draft Order and Indemnity based on comments from various parties; circulated same.	315.00
Jun 20, 2010	J. Szumski	0.70	Further amendments to the Draft Order, Indemnity and Consent based on the comments of the parties.	220.50
Jun 21, 2010	J. Szumski	1.00	Reviewed and revised the draft Receivership Order based on comments between the parties; circulated drafts of same; emails to the Crown in respect of same; call with the client to discuss same.	315.00
Jun 22, 2010	J. Szumski	2.90	Further reviewed and revised the draft receivership order; discussed amendments proposed by the Crown with the Crown and the client; reviewed and revised a letter to the agent the Receiver proposes to retain to remove the Equipment; read and responded to emails between the parties.	913.50

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June 30, 2010
Invoice # 696639892
Page 5

Deloitte & Touche LLP

Jun 23, 2010	M.J. MacNaughton	1.20	Conference call with respect to form of order and extent of Receiver control if any.	1,002.00
Jun 23, 2010	J. Szumski	2.40	Calls and emails with the client; further amendments to the Receivership Order; circulated copies of amended Order to the parties; reviewed and revised the draft Indemnity agreement.	756.00
Jun 24, 2010	J. Szumski	0.50	Calls and emails with the Crown and the client in respect of further amendments to the draft receivership order.	157.50
Jun 25, 2010	M.J. MacNaughton	1.00	Conference calls with L. Marsello and others relating to position taken by Mr. Bergez; discussion with D. Weisz.	835.00
Jun 27, 2010	J. Szumski	0.60	Reviewed and provided comments on the draft engagement letter for consultants from the college of opticians.	189.00
Jun 28, 2010	M.J. MacNaughton	0.20	Brief conversation with D. Weisz in advance of GG hearing.	167.00
Jun 28, 2010	J. Szumski	0.40	Further reviewed and revised the engagement letter for the optician consultants.	126.00
Jun 29, 2010	J. Szumski	2.20	Further review of the engagement letter for opticians; reviewed and redrafted the receivership order to include a posted notice provision; discussed same with the client.	693.00
Jun 30, 2010	M.J. MacNaughton	0.50	Discussion with J. Szumski with respect to pending receivership appointment.	417.50
Jun 30, 2010	J. Szumski	2.10	Reviewed notice language in draft order; attended conference call with Deloitte to discuss status and logistical issues; corresponded with the Crown in respect of same.	661.50
Jun 30, 2010	J. Szumski	0.40	Additional calls with Michael MacNaughton and emails to the Crown and client concerning steps to be taken if the appointment order is made on Friday.	126.00

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June 30, 2010
Invoice # 696639892
Page 6

Deloitte & Touche LLP

TO OUR FEES

\$ 20,608.00

FEE SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Avg. Rate/Hr.</u>	<u>Amount</u>
E. Atienza	0.80	\$ 230.00	\$ 184.00
B. Hayward	0.30	200.00	60.00
M.J. MacNaughton	6.90	835.00	5,761.50
S. Rappos	0.60	450.00	270.00
J. Szumski	45.50	315.00	14,332.50
	<u>54.10</u>		<u>\$ 20,608.00</u>

DISBURSEMENTS:

Non-Taxable

Cyberbahn Search (Disbs)	\$41.00
Taxes	2.46

Total Non-Taxable Disbursements

43.46

Taxable

G=GST; Q=QST; H=HST; P=PST

Conference Calls	30.78	G
Cyberbahn Search (Fees)	30.00	G
PPSA Searches	56.00	G
Westlaw Searches	14.00	G

Total Taxable Disbursements

130.78

Total Disbursements

174.24

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June 30, 2010
Invoice # 696639892
Page 7

Deloitte & Touche LLP

Total Fees and Disbursements	<u>20,782.24</u>
GST on Fees and Taxable Disbursements	<u>1,036.94</u>
TOTAL THIS INVOICE	<u>\$ 21,819.18</u>

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Deloitte & Touche LLP
BCE Place
181 Bay Street
Suite 1400
Toronto, ON M5J 2V1

June 30, 2010
Invoice # 696639892
MJM/MJM

Re: Great Glasses

File No: 082893/000016

REMITTANCE COPY

Fees	\$ 20,608.00
Disbursements	174.24
GST on Fees and Taxable Disbursements	1,036.94
	<hr/>
Total this Invoice	<u>\$ 21,819.18</u>

PLEASE RETURN THIS COPY WITH YOUR PAYMENT
MAKE CHEQUES PAYABLE TO BORDEN LADNER GERVAIS LLP

Alternatively, payment may be wired to:

The Bank of Nova Scotia
Toronto Business Support Centre
40 King Street West
Toronto, Ontario
M5H 1H1

Bank #: 002
Bank Transit #: 47696
Swift Code: NOSCCATT
General Canadian Fund Account#: 80002 14221 11
U.S. Fund Account #: 80002 51181 15
Please include our invoice number with your wiring instructions

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Deloitte & Touche LLP
BCE Place
181 Bay Street
Suite 1400
Toronto, ON M5J 2V1

August 12, 2010

Invoice # 696654764

Page 1

Attention: Mr. Daniel Weisz

Re: Great Glasses

File No: 082893/000016

PROFESSIONAL SERVICES rendered to July 31, 2010 in connection with the above matter as described in the attached.

Fees	\$ 33,547.50
Disbursements	108.08
HST on Fees and Taxable Disbursements	<u>4,375.23</u>
Total this Invoice	<u>\$ 38,030.81</u>

THIS IS OUR ACCOUNT - E. & O.E.

BORDEN LADNER GERVAIS LLP

By:
Michael J. MacNaughton

To comply with the new place of supply rules, the address on this invoice will be used as the basis for determining if HST/GST/QST will be applied to your invoice effective July 1, 2010**. In the event this address does not properly reflect the way HST/GST/QST should be applied to your account or if you have any questions regarding the tax status of your matter please send your questions to mattertaxdeterminationadvice@blgcanada.com.

**Note that some exceptions may apply to this general place of supply rule for services that deal with litigation, real property or tangible personal property.

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GST/HST REGISTRATION # R869096974RT0001



Borden Ladner Gervais LLP
Lawyers • Patent & Trade-Mark Agents
Scotia Plaza
40 King Street West
Toronto, Ontario, Canada M5H 3Y4
tel.: (416) 367-6000 fax: (416) 367-6749
www.blgcanada.com

August 12, 2010
Invoice # 696654764
Page 2

Deloitte & Touche LLP

PROFESSIONAL SERVICES RENDERED to July 31, 2010

Jul 1, 2010	M.J. MacNaughton	0.50	Conference call with D. Weisz and J. Szumski re actions following possible appointment of receiver.	\$ 417.50
Jul 1, 2010	J. Szumski	0.50	Emails and conference call with Deloitte concerning steps to be taken if the appointment order is made tomorrow.	157.50
Jul 2, 2010	M.J. MacNaughton	0.50	Discussions with J. Szumski; conference call with D. Weisz and J. Szumski re receiver activity over the weekend following appointment.	417.50
Jul 2, 2010	J. Szumski	7.10	Conference calls with the client and the Crown; meeting with Michael MacNaughton; prepared materials for Court; attended a hearing in Hamilton; circulated electronic copies of the judgment and order.	2,236.50
Jul 4, 2010	J. Szumski	0.50	Reviewed the reasons of Justice Turnbull and exchanged emails with the client.	157.50
Jul 5, 2010	M.J. MacNaughton	1.20	Telephone call with D. Weisz and J. Szumski; telephone call with R. English and review of materials received from him and email to D. Weisz re same; telephone call with R. Cosman re dispensing issue; email to D. Weisz re same.	1,002.00
Jul 5, 2010	J. Szumski	0.60	Attended on various calls with the client and Michael MacNaughton.	189.00
Jul 6, 2010	M.J. MacNaughton	2.00	Prepare for and attend meeting with D. Weisz, A. Dhanani and J. Szumski re status of receivership and next steps; call to L. Marsello.	1,670.00

PAYABLE ON RECEIPT
INTEREST AT THE RATE OF 0.8% PER ANNUM MAY BE CHARGED ON ACCOUNTS WHICH ARE OVERDUE
GST/HST REGISTRATION # R869096974RT0001



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LADNER
GERVAIS

Borden Ladner Gervais LLP
Lawyers • Patent & Trade-Mark Agents
Scotia Plaza
40 King Street West
Toronto, Ontario, Canada M5H 3Y4
tel.: (416) 367-6000 fax: (416) 367-6749
www.blgcanada.com

August 12, 2010
Invoice # 696654764
Page 3

Deloitte & Touche LLP

Jul 6, 2010	J. Szumski	2.50	Trademark searches on Great Glasses; attended on various calls with the client; met with the client and Michael MacNaughton to discuss results of meetings and information gathering so far and to discuss next steps.	787.50
Jul 7, 2010	M.J. MacNaughton	0.20	Discussion with J. Szumski re status.	167.00
Jul 7, 2010	J. Szumski	1.10	Calls and emails with the client; drafted communications to certain stakeholders.	346.50
Jul 8, 2010	M.J. MacNaughton	0.20	Review draft letter to BMO; discussion with J. Szumski re same.	167.00
Jul 8, 2010	J. Szumski	3.20	Calls with counsel to Eyelogics; call with counsel to the franchisees; meetings with Michael MacNaughton in respect of same; emails to the client in respect of same; further drafting of communications to stakeholders; discussed same with client.	1,008.00
Jul 9, 2010	M.J. MacNaughton	1.00	Discussions with respect to positions of "franchisees".	835.00
Jul 9, 2010	J. Szumski	3.00	Calls with the client; meeting with Michael MacNaughton; calls to counsel for various stakeholders; reviewed correspondence from counsel to various stakeholders; reviewed draft emails prepared by the client; circulated copies of the order; drafted communications to stakeholders.	945.00
Jul 11, 2010	J. Szumski	1.60	Exchanged email correspondence with the client and with Michael MacNaughton; drafted a letter to the Debtors; prepared a revised list of information to be requested from the franchisees.	504.00
Jul 12, 2010	E. Atienza	0.40	Conducted business name information searches.	92.00

PAYABLE ON RECEIPT
INTEREST AT THE RATE OF 0.8% PER ANNUM MAY BE CHARGED ON ACCOUNTS WHICH ARE OVERDUE
GST/HST REGISTRATION # R869096974RT0001



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Page 4

Deloitte & Touche LLP

Jul 12, 2010	M.J. MacNaughton	3.50	Prepare for and attend meetings with counsel for certain alleged franchisees; prepare for and attend meeting with R. English and his client; discussions with D. Weisz with respect to same and next steps.	2,922.50
Jul 12, 2010	J. Szumski	7.80	Ordered searches in respect of certain OODL companies; attended a meeting with the Receiver and counsel to the Franchisees at Aird and Berlis; exchanged emails with the client and other stakeholders in respect of same; attended a meeting with the Receiver and counsel to the former franchisee at the offices of BLG; researched case law relating to the 2006 proceedings against the franchisees; drafted a letter to the Debtors' banks advising of the Receiver's power to consent to disbursements.	2,457.00
Jul 13, 2010	M.J. MacNaughton	1.50	Review material related to "franchises" and participate in call with AG.	1,252.50
Jul 13, 2010	J. Szumski	3.40	Prepared for and attended a meeting with counsel to the York Mills Franchisee and the Receiver; emails and phone calls in respect of same; attended on a call with the Crown to discuss status of investigation.	1,071.00
Jul 14, 2010	J. Szumski	3.70	Calls with the client to discuss draft correspondence to various stakeholders; calls with counsel to the stakeholders in respect of meetings held or to be held this week; drafted letters to counsel for the WSIB and Eyelogics; drafted letters to PPSA registrants.	1,165.50
Jul 15, 2010	M.J. MacNaughton	3.00	Prepare for and meet with D. Weisz and others; meeting with representatives of "franchisees" and colleges.	2,505.00

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Page 5

Deloitte & Touche LLP

Jul 15, 2010	J. Szumski	2.80	Prepared for and attended a meeting with the Receiver and counsel to the Colleges, Crown and Franchisees at Aird & Berlis; amended and delivered a letter to the WSIB.	882.00
Jul 16, 2010	M.J. MacNaughton	0.20	Discussion with D. Weisz re report, timing, attendance and related matters.	167.00
Jul 16, 2010	J. Szumski	0.80	Exchanged emails with the Receiver; amended and delivered a letter to Bruce Bergez concerning his draft motion.	252.00
Jul 18, 2010	J. Szumski	2.00	Began reviewing the draft report of the receiver; reviewed letter from the WSIB and drafted a response to same.	630.00
Jul 19, 2010	J. Szumski	1.00	Calls with the Receiver to discuss correspondence to various stakeholders; drafted and delivered a letter to John Longo in respect of certain inquiries and emails delivered over the weekend.	315.00
Jul 20, 2010	J. Szumski	4.30	Calls and emails with the Receiver concerning status updates and various draft correspondence; amended the letter to the WSIB based on comments in respect of same; reviewed and forwarded communications from PPSA registrants; called counsel to Eyelogics.	1,354.50
Jul 21, 2010	J. Szumski	4.00	Received voice messages and corresponded with the receiver concerning a letter to the Banks of the OODC entities; calls with the receiver in respect of same and other issues; calls with counsel to the franchisees; drafted a letter to counsel for the franchisees attaching an information request; drafted and delivered a letter to the Colleges and Crown concerning matters discussed at the July 15 meeting.	1,260.00

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Page 6

Deloitte & Touche LLP

Jul 22, 2010	J. Szumski	1.40	Calls and voice messages with Gowlings re the Eyelogics machines; letter to Gowlings in respect of same; calls with the client in respect of same; reviewed affidavits of the store owners in the franchise litigation.	441.00
Jul 23, 2010	J. Szumski	0.50	Reviewed and commented on a letter to the bank of Bergez; exchanged communications with the client re same.	157.50
Jul 26, 2010	J. Szumski	3.00	Reviewed latest draft report and letter to Bergez; calls with counsel and with the client; prepared issue list in respect of draft report.	945.00
Jul 27, 2010	M.J. MacNaughton	2.50	Prepare for and participate in meeting with D. Weisz and others with respect to findings, scope of report and continuing information requests.	2,087.50
Jul 27, 2010	J. Szumski	2.90	Reviewed letters received from PPSA registrants; prepared for and met with Deloitte to discuss drafting the report and other issues with the file; reviewed and commented on a letter to an OODC bank.	913.50
Jul 28, 2010	J. Szumski	1.40	Calls with counsel and with the client to discuss review of affidavit material by the store owners; call to Gowlings to discuss Eyelogics machines; reviewed draft communications to the banks.	441.00
Jul 29, 2010	J. Szumski	3.00	Reviewed and circulated the lease of a PPSA registrant; prepared a revised service list; various calls and correspondence with counsel and with the client relating to information requests, timing and draft communications; prepared a package of key documents and correspondence to assist in drafting the report.	945.00

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Page 7

Deloitte & Touche LLP

Jul 30, 2010	J. Szumski	0.80	Calls with John Longo and Deloitte concerning attendance of Maynards at certain store locations; revised and circulated a timetable letter to the service list.	252.00
Jul 31, 2010	J. Szumski	0.10	Reviewed email from Deloitte concerning title search and arranged for same.	31.50

TO OUR FEES

\$ 33,547.50

FEE SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Avg. Rate/Hr.</u>	<u>Amount</u>
E. Atienza	0.40	\$ 230.00	\$ 92.00
M.J. MacNaughton	16.30	835.00	13,610.50
J. Szumski	63.00	315.00	19,845.00
	<u>79.70</u>		<u>\$ 33,547.50</u>

DISBURSEMENTS:

<u>Taxable</u>	G=GST; Q=QST; H=HST; P=PST
Binding Charges	\$8.32 H
Copies	60.30 H
Courier	3.00 H
Cyberbahn Search (Disbs)	16.00 H
Cyberbahn Search (Fees)	20.00 H
Long Distance - Telephone	0.46 H
Total Taxable Disbursements	<u>108.08</u>
Total Disbursements	108.08

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Deloitte & Touche LLP

August 12, 2010
Invoice # 696654764
Page 8

Total Fees and Disbursements	<u>33,655.58</u>
HST on Fees and Taxable Disbursements	<u>4,375.23</u>
TOTAL THIS INVOICE	<u>\$ 38,030.81</u>

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www.blgcanada.com

Deloitte & Touche LLP
BCE Place
181 Bay Street
Suite 1400
Toronto, ON M5J 2V1

August 12, 2010
Invoice # 696654764
MJM/MJM

Re: Great Glasses

File No: 082893/000016

REMITTANCE COPY

Fees	\$ 33,547.50
Disbursements	108.08
HST on Fees and Taxable Disbursements	4,375.23
	<hr/>
Total this Invoice	\$ 38,030.81
	<hr/>

PLEASE RETURN THIS COPY WITH YOUR PAYMENT
MAKE CHEQUES PAYABLE TO BORDEN LADNER GERVAIS LLP

Alternatively, payment may be wired to:

The Bank of Nova Scotia
Toronto Business Support Centre
40 King Street West
Toronto, Ontario
M5H 1H1

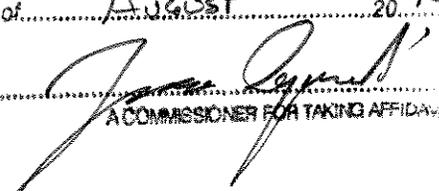
Bank #: 002
Bank Transit #: 47696
Swift Code: NOSCCATT
General Canadian Fund Account#: 80002 14221 11
U.S. Fund Account #: 80002 51181 15
Please include our invoice number with your wiring instructions

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B

**Fees and Disbursements Summary of Borden Ladner Gervais LLP
for the period from 23 April 2010 to 31 July 2010**

Name of Professional	Total Hours Billed	Average Hourly Rate (\$/hr)	Total Charged
E. Atienza	1.20	230.00	\$276.00
B. Hayward	0.30	200.00	\$60.00
M. MacNaughton	23.20	835.00	\$19,372.00
S. Rappos	0.60	450.00	\$270.00
J. Szumski	108.50	315.00	\$34,177.50
TOTAL	133.8	447.31	\$54,155.50
TOTAL DISBURSEMENTS			\$282.32
TOTAL FEES AND DISBURSEMENTS EXCLUDING TAXES			\$54,437.82
TAXES			\$5,412.17
TOTAL FEES AND DISBURSEMENTS INCLUDING TAXES			\$59,849.99

This is Exhibit B referred to in the
 affidavit of ROBERT J. SZUMSKI
 sworn before me, this 13
 day of AUGUST, 2010

 A COMMISSIONER FOR TAKING AFFIDAVITS

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

Intervenor

Respondents

**ONTARIO
SUPERIOR COURT OF JUSTICE**

PROCEEDINGS COMMENCED AT HAMILTON

**AFFIDAVIT OF ROGER JAIPARGAS
(Sworn 13 August 2010)**

BORDEN LADNER GERVAIS LLP

Barristers and Solicitors
Scotia Plaza, 40 King Street West
Toronto, Ontario, M5H 3Y4

MICHAEL MACNAUGHTON

Tel.: 416-367-6646
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LSUC # 25889U

JAMES SZUMSKI
Tel.: 416-367-6310
Fax: 416-682-2811
LSUC # 56958S

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 Receivership Order.

4

ONTARIO

SUPERIOR COURT OF JUSTICE

THE HONOURABLE MR.

)

MONDAY, THE 23rd DAY

JUSTICE TURNBULL

)

)

OF AUGUST, 2010

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, was heard this day at 45 Main Street East, Hamilton, Ontario.

ON READING the First Report to the Court of the Receiver dated 13 August 2010 (the

“First Report”), the Affidavit of Daniel Weisz sworn 16 August 2010 (the “Weisz Affidavit”), the Affidavit of Roger Jaipargas sworn 13 August 2010 (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 Goolshan Alibhai sworn 16 August 2010, and • sworn • August 2010,

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion, the First Report and 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 First Report and the Motion Record is hereby dispensed with.

APPROVAL OF ACTIVITIES

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

APPROVAL OF FEES

3. **THIS COURT ORDERS** that the fees and disbursements of the Receiver as described in the First Report and as set out in the Weisz Affidavit be and are hereby approved in the amount of \$218,489.94 (including applicable taxes) for the period from 26 April 2010 to 31 July 2010;

4. **THIS COURT ORDERS** that the fees and disbursements of the Receiver’s legal counsel, Borden Ladner Gervais LLP, as described in the First Report and as set out in the Jaipargas Affidavit be and are hereby approved in the amount of \$59,849.99 (including applicable taxes) for the period from 23 April 2010 to 31 July 2010.

AMENDMENT TO THE RECEIVERSHIP ORDER

5. **THIS COURT ORDERS** that paragraph 2 of the Order of Justice Turnbull, dated July 2, 2010, be and is hereby amended by removing the first sentence up to the first colon and replacing it with the following:

“THIS COURT ORDERS that the Receiver is hereby empowered and authorized (and in respect of subparagraphs 2(a) and 2(b) the Receiver is also directed)”

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. 2180 Itabashi Way, Burlington, Ontario.**
- 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 Commissionaires Road, London, Ontario**

**COLLEGE OF
OPTOMETRISTS
OF ONTARIO**

-and-

**SHS OPTICAL LTD., DUNDURN
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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

Respondents

Intervenor

Intervenor

ONTARIO
SUPERIOR COURT OF JUSTICE

PROCEEDINGS COMMENCED AT HAMILTON

ORDER

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-and-

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-and-

**COLLEGE OF
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-and-

**THE ATTORNEY
GENERAL FOR ONTARIO**

Applicant

Respondents

Intervenor

Intervenor

**ONTARIO
SUPERIOR COURT OF JUSTICE**

PROCEEDINGS COMMENCED AT HAMILTON

**MOTION RECORD
(Returnable 23 August 2010)**

BORDEN LADNER GERVAIS LLP

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