

ONTARIO

SUPERIOR COURT OF JUSTICE

THE HONOURABLE MR.

)

FRIDAY, THE 4th DAY

JUSTICE TURNBULL

)

)

OF FEBRUARY, 2011

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

**ORDER
(Fee Approval)**

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 First Report to the Court of the Receiver, dated 13 August 2010, the Supplemental Report to the First Report to the Court of the Receiver, dated 19 August 2010, the Second Report to the Court of the Receiver, dated 24 September 2010, the Third Report to the Court of the Receiver dated 31 January 2011 (collectively, the “**Receiver’s Reports**”), the three Affidavits of Daniel Weisz, sworn 13 August 2010, 24 September 2010 and 28 January 2011 (the “**Weisz Affidavits**”), the three Affidavits of Roger Jaipargas sworn 13 August 2010, 24 September 2010 and 28 January 2011 (the “**Jaipargas Affidavits**”), 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 the consent of the Receiver and the Attorney General for Ontario,

1. **THIS COURT ORDERS** that the fees and disbursements of the Receiver for the period from 26 April 2010 to 15 January 2011, as described in the Receiver’s Reports and as set out in the Weisz Affidavits, including those fees and disbursements previously approved by the orders of this Court, be and are hereby approved in the total aggregate amount of \$390,445.94 (including disbursements and applicable taxes).

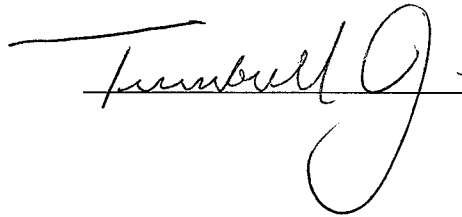
2. **THIS COURT ORDERS** that the amount of up to \$30,000 for the fees and disbursements of the Receiver in connection with the activities of the Receiver necessary to continue the administration of the receivership from 16 January 2011 to the date of the Receiver’s discharge (the “**Additional Receiver’s Fees**”) be and is hereby approved.

3. **THIS COURT ORDERS** that the fees and disbursements of the Receiver’s legal counsel, Borden Ladner Gervais LLP (“**BLG**”), for the period from 23 April 2010 to 15 January 2011, as described in the Receiver’s Reports and as set out in the Jaipargas Affidavits, including those fees and disbursements previously approved by the orders of this Court, be and are hereby approved in the total aggregate amount of \$198,285.32 (including disbursements and applicable taxes).

4. **THIS COURT ORDERS** that the amount of up to \$25,000 for the fees and disbursements of BLG in connection with services provided to the Receiver to continue its

administration of the receivership from 16 January 2011 to the date of the Receiver's discharge (the "Additional Counsel Fees") be and is hereby approved.

5. **THIS COURT ORDERS** that Her Majesty the Queen in right of Ontario shall pay to the Receiver (i) the Additional Receiver's Fees, (ii) the Additional Counsel Fees and (iii) the amount of \$504,104.00, out of the Consolidated Revenue Fund, in full satisfaction of its obligations under paragraph 16 of the Appointment Order.

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ENTERED AT HAMILTON
IN Book No. 255
as Document No. 412
on FEB - 4 2011
by: 88

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

COLLEGE OF OPTOMETRISTS OF ONTARIO -and- COLLEGE OF OPTICIANS OF ONTARIO -and- THE ATTORNEY GENERAL FOR ONTARIO

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Applicant

Respondents

Intervenor

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**ONTARIO
SUPERIOR COURT OF JUSTICE**

PROCEEDINGS COMMENCED AT HAMILTON

**ORDER
(Fee Approval)**

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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.