

ONTARIO

SUPERIOR COURT OF JUSTICE

THE HONOURABLE MR.

)

MONDAY, THE 23rd DAY

JUSTICE TURNBULL

)

)

OF AUGUST, 2010

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

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 Supplementary Report to the First Report dated August 19, 2010 (the "Supplementary 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 Affidavit of Service of Goolshan Alibhai sworn 17 August 2010, the Affidavit of Service of Jessica Beare sworn 19 August 2010, and the Affidavits of Service of Mervyn Archdall sworn 17 August 2010 and 19 August 2010,

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion, the First Report, Supplementary 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 Supplementary Report} and the activities of the Receiver as described therein be and are hereby approved. *gkrt*

APPROVAL OF FEES

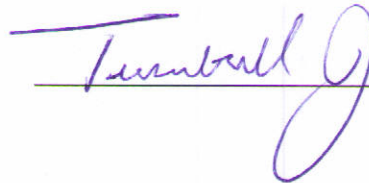
3. **THIS COURT ORDERS** that the fees and disbursements of the Receiver as described in the First Report and as set out in the Weisz Affidavit be and are hereby approved in the amount of \$218,489.94 (including applicable taxes) for the period from 26 April 2010 to 31 July 2010;

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.

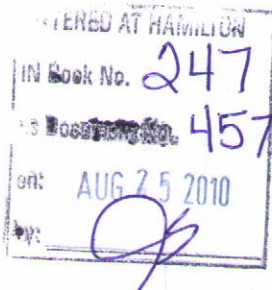
AMENDMENT TO THE RECEIVERSHIP ORDER

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)”



Turnbull J.



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-

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OPTICAL LTD. and JOHN DOE, all
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**THE ATTORNEY
GENERAL FOR ONTARIO**

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**ONTARIO
SUPERIOR COURT OF JUSTICE
PROCEEDINGS COMMENCED AT HAMILTON**

ORDER

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Court-appointed Receiver.