



31-OR-207739-7

Court File No.

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.) WEDNESDAY, THE 26TH DAY
JUSTICE CAMPBELL) OF MAY, 2010
)
)

IN THE MATTER OF THE BANKRUPTCY OF TLC VISION
CORPORATION OF THE CITY OF MISSISSAUGA, IN THE
PROVINCE OF ONTARIO

BANKRUPTCY ORDER

PURSUANT TO paragraphs 17 and 18 of the Order of the Honourable Mr. Justice Campbell of the Ontario Superior Court of Justice (Commercial List) made May 11, 2010 (the “**May 11 Order**”) in proceeding bearing court file no. 09-8515-00CL; AND ON READING the Certificate filed by Alvarez & Marsal Canada Inc. in its capacity as the Information Officer of TLC Vision Corporation pursuant to the May 11 Order, and upon hearing the submissions of counsel for Alvarez & Marsal Canada Inc.:

1. THIS COURT ORDERS that **TLC Vision Corporation** (the “**Company**”), be adjudged bankrupt by virtue of a bankruptcy order hereby made on this date.
2. THIS COURT ORDERS that Alvarez & Marsal Canada Inc. of the City of Toronto, in the Province of Ontario, be appointed as trustee-in-bankruptcy of the Company (the “**Trustee**”).

3. THIS COURT ORDERS that the giving of security by the Trustee in accordance with subsection 16(1) of the Act is hereby dispensed with.

4. THIS COURT ORDERS that the Trustee shall not be required to carry out a claims process pursuant to section 135 of the BIA and is hereby directed to liquidate the Company's remaining assets, if any, and distribute any net proceeds realized from such liquidation, net of any necessary withholdings under the BIA, to the Disbursing Agent (as such term is defined in the May 11 Order) to be distributed in accordance with the Confirmed Plan (as such term is defined in the May 11 Order).



A handwritten signature in cursive script, appearing to read "R. Campbell", is written over a horizontal line.

**ONTARIO
SUPERIOR COURT OF JUSTICE**

Proceedings commenced at TORONTO

BANKRUPTCY ORDER

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in its capacity as The Information Officer
and proposed Trustee in Bankruptcy**