

January 25, 2010

TO THE TLC VISION CORPORATION SERVICE LIST

Dear Sirs/Mesdames:

Re: TLC VISION CORPORATION (the "Company") - Court File No. 09-8515-00CL

We represent the Company in connection with its proceeding under Part IV of the *Companies' Creditors Arrangement Act*. This letter is further to our correspondence of January 20, 2010 and January 21, 2010.

The following motions to the United States Bankruptcy Court for the District Court of Delaware (the "U.S. Court") in connection with the proceeding commenced by the Company and affiliates (together with the Company, the "Debtors") under Chapter 11 of Title 11 of the *United States Code* (the "Chapter 11 Proceeding"), which had been scheduled for January 22, 2010 have been adjourned to February 3, 2010:

- (a) the Debtors' motion for an order (i) authorizing the sale of TLC Canada's interest in laser eye surgery centers and operations in Canada to 7289499 Canada Inc. free and clear of all liens, claims, encumbrances and other interests, pursuant to that certain purchase agreement ; and (ii) granting certain related relief (the "U.S. Sale Order"); and
- (b) the Debtors' motion for an order granting a final debtor-in-possession ("DIP") financing order in respect of the DIP facility provided by certain prepetition lenders (the "U.S. Final DIP Order").

Consequently, the Company will not be seeking recognition of the U.S. Sale Order and U.S. Final DIP Order at its motion on January 26, 2010 before the Ontario Superior Court of Justice (the "Canadian Motion").

The Company intends to proceed with the remainder of the Canadian Motion and seek recognition of the following orders of the U.S. Court made on January 22, 2010:

- (a) authorizing the Company to reject its unexpired nonresidential real property lease dated as of October 23, 2001 for premises located at 5280 Solar Drive, Mississauga, Ontario, Canada by and between the Company, as tenant, and Canada Mortgage and Housing Corporation;
- (b) establishing bar dates for filing proofs of prepetition unsecured and secured claims and administrative expenses in the Chapter 11 Proceeding; and

- (c) (i) prohibiting utility companies from altering, refusing or discontinuing services to, or discriminating against, the Debtors on account of prepetition amounts due; (ii) determining that utility companies are adequately assured of future payment; (iii) authorizing the Debtors to establish the Utility Deposit Account and pay the Adequate Assurance Deposit; (iv) establishing procedures to object to the motion; and (v) granting certain related relief in the Chapter 11 Proceeding.

Yours truly,



Adam M. Slavens

Tel 416.865-7333
Fax 416.865-7380
aslavens@torys.com

AMS

cc: Michael Rotsztain, *Torys LLP*
Andrew Gray, *Torys LLP*