

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE MR. ) TUESDAY, THE 26TH DAY  
JUSTICE CUMMING ) OF JANUARY, 2010

**IN THE MATTER OF THE COMPANIES' CREDITORS  
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED**

**APPLICATION OF TLC VISION CORPORATION  
UNDER SECTION 47 OF THE  
COMPANIES' CREDITORS ARRANGEMENT ACT,  
R.S.C. 1985, c. C-36, AS AMENDED**



**ORDER**

**THIS MOTION**, made by TLC Vision Corporation (the “Applicant” or “TLC Canada”), for an order: (1) approving the First Report of Alvarez & Marsal Canada Inc. (the “Information Officer”) dated January 25, 2010 (the “First Report”) and the activities described therein; and (2) recognizing and giving full force and effect in all provinces and territories of Canada to certain orders (the “U.S. Orders”) of the United States Bankruptcy Court for the District Court of Delaware, (the “U.S. Court”), under Chapter 11 of Title 11 of the *United States Code* in the proceeding commenced by the Applicant (the “Chapter 11 Proceeding”), along with TLC Vision (USA) Corporation and TLC Management Services Inc. (together with the Applicant, the “Debtors”) made on January 22, 2010:

- (a) authorizing TLC Canada to reject its unexpired nonresidential real property lease dated as of October 23, 2001 (the “Lease”) for premises located at 5280 Solar Drive, Mississauga, Ontario, Canada by and between TLC Canada, as tenant, and Canada Mortgage and Housing Corporation (the “U.S. Lease Rejection Order”), attached as Schedule “A” hereto;

- (b) establishing bar dates for filing proofs of prepetition unsecured and secured claims and administrative expenses in the Chapter 11 Proceeding (the “U.S. Claims Bar Date Order”), attached as Schedule “B” hereto; 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 (as defined in the U.S. Final Utilities Order) and pay the Adequate Assurance Deposit (as defined in the U.S. Final Utilities Order);
  - (iv) establishing procedures to object to the motion; and
  - (v) granting certain related relief in the Chapter 11 Proceeding (the “U.S. Final Utilities Order”), attached as Schedule “C” hereto;

was heard on this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Notice of Motion, Motion Record, including the Affidavit of Tim Robbins, sworn January 20, 2010 (the “Robbins Affidavit”), the First Report and the U.S. Orders, and upon hearing the submissions of counsel for the Applicant, counsel for the Information Officer, counsel for Cantor Fitzgerald Securities, the DIP Agent, on behalf of the DIP Lenders (as defined in the Initial Order) and Wells Fargo Bank, National Association as collateral agent and administrative agent for the pre-petition lenders under the Credit Facility (as defined in the Affidavit of Michael Gries, sworn December 21, 2009) and counsel for

no one appearing for any other person on the service list, although properly served as appears from the affidavits of Marian Bojovich, sworn January 20, 2010 and January 21, 2010, filed, and the affidavit of Keith McKay, sworn January 20, 2010, filed:

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion, Motion Record, the Robbins Affidavit, the First Report and the U.S. Orders be and it is hereby abridged, if necessary, that the motion is properly returnable today, that further service thereof be and is hereby dispensed with and that all parties entitled to receive service of the Notice of Motion have been duly served.

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

3. **THIS COURT HEREBY RECOGNIZES** and gives full force and effect in all provinces and territories of Canada to the following orders of the U.S. Court, attached as Schedules hereto, pursuant to Section 49 of the CCAA:

- (a) U.S. Lease Rejection Order;
- (b) U.S. Claims Bar Date Order; and
- (c) U.S. Final Utilities Order.

4. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada against all persons, firms, corporations, governmental, municipal and regulatory authorities against whom it may be enforceable.

5. **THIS COURT ORDERS AND REQUESTS** the aid and recognition of any court or any judicial, regulatory or administrative body in any province or territory of Canada and the Federal Court of Canada and any judicial, regulatory or administrative tribunal or other court constituted pursuant to the Parliament of Canada or the legislature of any province and any court or any judicial, regulatory or administrative body of the United States and the states of other subdivisions of the United States and of any other nation or state to act in aid of and to be complementary to this Court in carrying out the terms of this Order.

Jan 26, 2010 Peter A. Cumming J.

ENTERED AT / INSCRIT A TORONTO  
ON / BOOK NO:  
LE / DANS LE REGISTRE NO.:

JAN 26 2010

PER / PAR: JSR Joanne Nicoara  
Registrar, Superior Court of Justice

## Schedule "A"

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
TLC Vision (USA) Corporation, <i>et al.</i> , <sup>1</sup>	)	Case No. 09-14473 (KG)
	)	
Debtors.	)	Jointly Administered
	)	Re: Docket No. 21

**ORDER AUTHORIZING DEBTORS TO (I) REJECT UNEXPIRED  
NONRESIDENTIAL REAL PROPERTY LEASE *NUNC PRO TUNC* TO  
VACATE DATE AND (II) ABANDON *DE MINIMIS* PROPERTY**

Upon the motion, dated December 21, 2009 (the "Motion"),<sup>2</sup> of the above-captioned debtors and debtors in possession (together, the "Debtors") for the entry of an order authorizing Debtor TLC Vision Corporation ("TLCV") pursuant to sections 105(a) and 365(a) of the Bankruptcy Code, to reject the Lease as of the Petition Date; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C §§157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided, and no other or further notice being required; and the relief requested in the Motion being in the best interests of the Debtors, their creditors and their estates; and the Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein, and that TLCV has

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<sup>1</sup> The Debtors in the cases, along with the last four digits of each Debtor's federal tax identification number and address, are: TLC Vision (USA) Corporation (6220) 16305 Swingley Ridge Road, Chesterfield, MO 63017; TLC Vision Corporation (1150) 5280 Solar Drive, Suite 300, Mississauga, Ontario, L4W 5M8; and TLC Management Services, Inc. (0374) 1209 Orange Street, Wilmington, DE 19801.

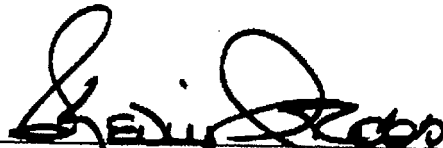
<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

exercised sound business judgment in determining to reject the Lease; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is GRANTED.
2. Pursuant to section 365(a) of the Bankruptcy Code, the Lease is hereby deemed rejected effective as of the Vacate Date.
3. The Debtors are authorized to abandon in place any personal property on the premises of the Lease that they determine to be of inconsequential value or may otherwise be burdensome to the estate
4. The Landlord must file a claim arising from the rejection of such Lease by the date which is the later of 30 days after establishment of any claim bar date in these cases or thirty (30) days after the date of this Order or be forever barred from asserting any such claim.
5. This Order is without prejudice to any rights, claims, defenses and counterclaims that the Debtors may assert with respect to the Lease or any claims arising therefrom.
6. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further
7. This Court shall retain exclusive jurisdiction to implement the provisions of this Order.

Dated January 21, 2010  
Wilmington, Delaware

  
\_\_\_\_\_  
THE HONORABLE KEVIN GROSS  
UNITED STATES BANKRUPTCY JUDGE

**Schedule "B"**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
TLC Vision (USA) Corporation, <i>et al.</i> , <sup>1</sup>	)	Case No. 09-14473 (KG)
	)	
Debtors.	)	Jointly Administered
	)	Re: Docket No. 78

**ORDER ESTABLISHING BAR DATES FOR FILING  
PROOFS OF PREPETITION UNSECURED AND SECURED  
AND § 503(b)(9) ADMINISTRATIVE EXPENSE CLAIMS**

Upon the motion (the "Motion")<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order pursuant to sections 501, 502, 503 and 1111 of the Bankruptcy Code, Bankruptcy Rules 2002(a)(7), 3003(c)(3) and 5005(a), and Local Rule 2002-1 establishing bar dates for filing proofs of Claim; the Court having reviewed the Motion; sufficient cause appearing therefor; it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 158(a); and after due deliberation and cause appearing therefor;

**IT IS HEREBY ORDERED THAT:**

1. The Motion is **GRANTED** in its entirety.
2. All persons and entities (each a "Creditor" and, collectively, the "Creditors")

holding or wishing to assert a prepetition unsecured or secured, priority or nonpriority Claim (as defined in section 101(5) of the Bankruptcy Code) or administrative expense claim arising under

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number and address, are: TLC Vision (USA) Corporation (6220), 16305 Swingley Ridge Road, Chesterfield, MO 63017; TLC Vision Corporation (1150), 5280 Solar Drive, Suite 300, Mississauga, Ontario, L4W 5M8; and TLC Management Services, Inc. (0374), 1209 Orange Street, Wilmington, DE 19801.

<sup>2</sup> Each capitalized term not otherwise defined herein shall have the meaning ascribed thereto in the Motion.



section 503(b)(9) of the Bankruptcy Code against the Debtors (each a "Claim" and, collectively, the "Claims") are required to file a separate, completed and executed proof of claim (either the Proof of Claim Form attached hereto as Exhibit 2, a proof of claim form conforming substantially to Official Bankruptcy Form 10, or another suitable proof of administrative expense claim) on account of any Claims such Creditors hold or wish to assert against any Debtor on or before the General Bar Date of March 15, 2010 at 5:00 p.m. (prevailing Eastern Time), or in the case of governmental units, on or before the Governmental Unit Bar Date of June 21, 2010 at 5:00 p.m. (prevailing Eastern Time), so that such proof of Claim is actually received on or before the applicable Bar Date by the Debtors' notice and claims agent at: (a) for deliveries via first class United States Mail, TLC Vision (USA) Corporation Claims Processing Center, c/o Epiq Bankruptcy Solutions, LLC, FDR Station, P.O. Box 5082, New York, NY 10150-5082; and (b) via hand delivery or overnight mail, TLC Vision (USA) Corporation Claims Processing Center, c/o Epiq Bankruptcy Solutions, LLC, 757 Third Avenue, 3rd floor, New York, NY 10017.

3. The Debtors shall retain the right to subsequently designate any Claim as disputed, contingent or unliquidated; provided, however, that if the Debtors amend the Schedules to reduce the undisputed, noncontingent and liquidated amounts or to change the nature or classification of a Claim against a Debtor reflected therein, then the affected Creditor shall have until the Amended Schedule Bar Date to file a proof of Claim or to amend any previously filed proof of Claim with respect to such amended scheduled Claim. The Amended Schedule Bar Date shall be the later of the General Bar Date or 5:00 p.m. (prevailing Eastern Time) on the day thirty (30) days after a Creditor is served with notice that the Debtors have amended their Schedules to reduce the amount of, delete or change the status of a scheduled Claim of such

Creditor. Notwithstanding the foregoing or anything else herein to the contrary, nothing set forth herein will preclude the Debtors from objecting to any Claim, whether scheduled or filed, on any grounds.

4. Notwithstanding anything in this Order to the contrary, and except as otherwise set forth in any order authorizing rejection of an executory contract or unexpired lease, the holder of any Claim arising from the rejection of an executory contract or unexpired lease shall be required to file a proof of Claim on account of such Claim against the Debtors on or before the later of the General Bar Date or 5:00 p.m. (prevailing Eastern Time) on the day 30 days after the effective date of such rejection as ordered by the Court.

5. Proofs of Claims are not required to be filed at this time by Creditors holding or wishing to assert Claims against the Debtors of the following types:

- a. Claims on account of which a proof of Claim has already been properly filed with the Court;
- b. Claims listed on the Debtors' Schedules if and only if (i) such claim is not scheduled as "disputed," "contingent," or "unliquidated" **and** (ii) the holder of such a claim agrees with the amount, nature and priority of the claim as set forth in the Schedules;
- c. Claims previously allowed by, or paid pursuant to, an order of the Court;
- d. Claims of the DIP Agent, DIP Lenders, Prepetition Agent and Prepetition Lenders (each as defined in the Interim DIP Order) specifically excluded from application of a claims bar date by the express terms Interim DIP Order and/or any subsequent or final order furthering the relief granted in the Interim DIP Order;
- e. Applications or requests for award of compensation earned or reimbursement of expenses incurred by professionals retained pursuant to section 327 of the Bankruptcy Code or, in the case of TLC Vision Corporation, pursuant to an order made by the Ontario Superior Court of Justice (Commercial List);
- f. Claims made by one Debtor against another Debtor; and

g. Claims made by any holder of equity securities of the Debtors solely with respect to such holder's ownership interest in or possession of such equity securities, *provided, however*, that any such holders who wish to assert a Claim against any Debtor based on transactions in the Debtors' securities, including, but not limited to, Claims for alleged damages or rescission based on the purchase or sale of such securities, must file a proof of Claim on or prior to the General Bar Date. The Debtors reserve all rights to assert that such Claims are subject to subordination subject to Section 510(b) of the Bankruptcy Code.

6. The form of notice of the Bar Dates ("Bar Date Notice") substantially in the form attached hereto as Exhibit 1 is approved.

7. The Debtors shall cause copies of the Bar Date Notice to be mailed at least thirty (30) days before the General Bar Date to all known Creditors, by first class United States mail, postage prepaid.

8. The Proof of Claim Form substantially in the form attached to the Motion as Exhibit 2 is approved.

9. The proposed publication notice substantially in the form attached to the Motion as Exhibit 3 is approved and the Debtors are authorized and directed to publish such notice, with certain appropriate revisions, if necessary, in the national edition of the Wall Street Journal and the national edition of the Globe & Mail once at least thirty (30) days prior to the General Bar Date.

10. In accordance with Bankruptcy Rule 2002(a)(7), service of the Bar Date Notice and the Claim Forms in the manner set forth above shall be deemed good and sufficient notice of the Bar Dates to known and unknown Creditors.

11. Any proof of Claim must clearly indicate the name of the applicable Debtor against whom the Claim is asserted and the applicable bankruptcy case number for such Debtor.

If a Claim is asserted against more than one of the Debtors, a separate proof of Claim must be filed in each such Debtor's bankruptcy case.

12. Any Person or Entity that is required to file a proof of Claim in the Chapter 11 Cases but fails to do so in a timely manner shall be forever barred, estopped and enjoined from: (a) asserting any Claim against the Debtors that such Person or Entity has that (i) exceeds the amount, or (ii) is of a different nature or in a different classification than what may be set forth in the Schedules (any such Claim referred to as an "Unscheduled Claim") and (b) voting upon, or receiving distributions under, any chapter 11 plan or plans in the Chapter 11 Cases with respect to such Unscheduled Claim.

13. Proofs of Claim shall be deemed filed only when actually received by Epiq Bankruptcy Solutions, LLC, the Debtors' notice and claims agent.

14. All Claims must be filed in English. If a Person or Entity does not specify the amount of its Claim in U.S. dollars, the Debtors shall have the right to, if they so choose, convert such Claim to U.S. dollars using the applicable conversion rate as of the Petition Date, unless the Debtors deem another date more appropriate.

15. The provisions of this Order apply to all Claims, of whatever character, against or in the Debtors of their assets, whether secured or unsecured, priority or nonpriority, liquidated or unliquidated, fixed, contingent, and including, without limitation, administrative claims arising under section 503(b)(9) of the Bankruptcy Code.

16. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

17. Notwithstanding the possible applicability of Bankruptcy Rules 6004(g), 7062, 9014 or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

18. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

19. This Court requests the aid and assistance of any court, tribunal, regulatory or administrative body having jurisdiction in the United States or Canada (including the Ontario Superior Court of Justice (Commercial List) to give effect to and recognize this Order and to assist Debtor TLC Vision Corporation, which has by Order of this Court dated December 22, 2009 been appointed as foreign representative in respect of the Chapter 11 Cases, and the other Debtors and their agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies (including the Ontario Superior Court of Justice (Commercial List) are hereby respectfully requested to make such orders and to provide such assistance to the Debtors, including TLC Vision Corporation, as may be necessary or desirable to give effect to this Order or to assist the Debtors and their agents in carrying out the terms of this Order.

Dated: January 21 2010  
Wilmington, Delaware

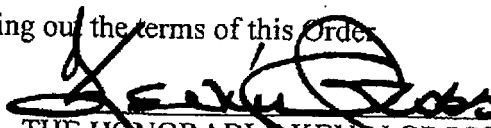
  
THE HONORABLE KEVIN GROSS  
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

Proposed Notice of Bar Date

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
TLC Vision (USA) Corporation, <i>et al.</i> , <sup>1</sup>	)	Case No. 09-14473 (KG)
Debtors.	)	Jointly Administered

**NOTICE OF DEADLINE FOR FILING OF PROOFS  
OF PREPETITION UNSECURED AND SECURED  
AND § 503(b)(9) ADMINISTRATIVE EXPENSE CLAIMS**

**TO: ALL CREDITORS**

**PLEASE TAKE NOTICE** that, on December 21, 2009 (the "Petition Date"), the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (11 U.S.C. §§ 101, *et seq.*, the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Court"). The Debtors are managing their respective property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

Pursuant to order of the Court, recognized by order of the Ontario Superior Court of Justice (Commercial List) (the "Canadian Court") under the *Companies' Creditors Arrangement Act* (Canada), all persons and entities (each a "Creditor" and, collectively, the "Creditors") holding or wishing to assert prepetition unsecured or secured claims (as defined in section 101(5) of the Bankruptcy Code) or administrative expense claims arising under section 503(b)(9) of the Bankruptcy Code against any Debtor (each a "Claim" and, collectively, the "Claims") are required to file a separate, completed and executed proof of claim (either the proof of Claim form enclosed herewith, a form conforming substantially to Official Bankruptcy Form 10 or another appropriate proof of administrative expense claim) (each a "Form" and, collectively, the "Forms") on account of each such Claim on or before **MARCH 15, 2010 at 5:00 p.m. (prevailing Eastern Time)** (the "General Bar Date").

All governmental units (as defined in section 101(27) of the Bankruptcy Code, the "Governmental Units") holding or wishing to assert Claims against the Debtors are required to file a separate, completed and executed proof of Claim Form on account of each Claim such Governmental Unit holds or wishes to assert against any Debtor on or before **JUNE 21, 2010 at 5:00 p.m. (prevailing Eastern Time)** (the "Governmental Bar Date"). Notwithstanding the foregoing, **AT THIS TIME, proofs of Claim ARE NOT REQUIRED** to be filed by Creditors

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number and address, are: TLC Vision (USA) Corporation (6220), 16305 Swingley Ridge Road, Chesterfield, MO 63017; TLC Vision Corporation (1150), 5280 Solar Drive, Suite 300, Mississauga, Ontario, L4W 5M8; and TLC Management Services, Inc. (0374), 1209 Orange Street, Wilmington, DE 19801.

holding or wishing to assert Claims against the Debtors of the following types (collectively the "Excluded Claims"):

- a. Claims on account of which a proof of Claim has already been properly filed with the Court;
- b. Claims listed on the Debtors' Schedules if and only if (i) such claim is not scheduled as "disputed," "contingent," or "unliquidated" **and** (ii) the holder of such a claim agrees with the amount, nature and priority of the claim as set forth in the Schedules;
- c. Claims previously allowed by, or paid pursuant to, an order of the Court;
- d. Claims of the DIP Agent, DIP Lenders, Prepetition Agent and Prepetition Lenders (each as defined in the Interim DIP Order) specifically excluded from application of a claims bar date by the express terms Interim DIP Order and/or any subsequent or final order furthering the relief granted in the Interim DIP Order;
- e. Applications or requests for award of compensation earned or reimbursement of expenses incurred by professionals retained pursuant to section 327 of the Bankruptcy Code or, in the case of TLC Vision Corporation, pursuant to an order made by the Canadian Court;
- f. Claims made by one Debtor against another Debtor; and
- g. Claims made by any holder of equity securities of the Debtors solely with respect to such holder's ownership interest in or possession of such equity securities, *provided, however*, that any such holders who wish to assert a Claim against any Debtor based on transactions in the Debtors' securities, including, but not limited to, Claims for damages or rescission based on the purchase or sale of such securities, must file a proof of Claim on or prior to the General Bar Date.

Should the Court fix a date in the future after the General Bar Date by which time any of the Excluded Claims must be filed, you will be so notified.

Each Form must specifically set forth the full name of the particular Debtor and the Debtor's particular case number to which your Claim applies. Each Form with original signature must be mailed to Epiq Bankruptcy Solutions, LLC, the Debtors' notice and claims agent: (a) by first class United States Mail, to TLC Vision (USA) Corporation Claims Processing Center, c/o Epiq Bankruptcy Solutions, LLC, FDR Station, P.O. Box 5082, New York, NY 10150-5082; and (b) by hand delivery or overnight mail, to TLC Vision (USA) Corporation Claims Processing Center, c/o Epiq Bankruptcy Solutions, LLC, 757 Third Avenue, 3rd floor, New York, NY 10017. Forms with original signatures (and not facsimiles or copies) must be received on or before the General Bar Date (or on or before the Governmental Unit Bar Date, if such Creditor is a Governmental Unit).



A proof of Claim Form is enclosed with this notice and may be used to file your Claims. Proof of Claim Forms must be in English.

**PLEASE TAKE FURTHER NOTICE THAT, EXCEPT WITH RESPECT TO CLAIMS OF THE TYPE SET FORTH IN PARAGRAPHS (a) THROUGH (g) ABOVE AND GOVERNMENTAL UNITS (WHICH MUST FILE PROOFS OF CLAIM ON OR BEFORE JUNE 21, 2010), ANY CREDITOR WHO IS REQUIRED TO FILE A PROOF OF CLAIM BUT FAILS TO DO SO ON OR BEFORE MARCH 15, 2010 AT 5:00 P.M. (PREVAILING EASTERN TIME) SHALL BE FOREVER BARRED, ESTOPPED AND ENJOINED FROM ASSERTING SUCH CLAIM, AND THE DEBTORS AND THE ESTATES SHALL BE FOREVER DISCHARGED FROM ANY AND ALL INDEBTEDNESS OR LIABILITY WITH RESPECT TO SUCH CLAIM, AND SUCH HOLDER SHALL NOT BE PERMITTED TO VOTE ON ANY CHAPTER 11 PLAN OR PARTICIPATE IN ANY DISTRIBUTION IN THE DEBTORS' CHAPTER 11 CASES ON ACCOUNT OF SUCH CLAIM(S).**

In the event that the Debtors should amend the schedules they filed in accordance with Bankruptcy Rule 1007 (the "Schedules") subsequent to the date hereof, the Debtors shall give notice of such amendment to the holders of the Claims affected thereby, and such holders shall be afforded the later of the General Bar Date or 5:00 p.m. (prevailing Eastern Time) on the day thirty (30) days from the date on which such notice has been given to such holders (or such other time period as may be fixed by the Court) to file proofs of Claim, or forever shall be barred from doing so.

In the event that a Claim arises with respect to the Debtors' rejection of an executory contract or unexpired lease, and except as otherwise set forth in any order authorizing such rejection, the holder of such Claim will be afforded the later of the General Bar Date or 5:00 p.m. (prevailing Eastern Time) on the day thirty (30) days after the effective date of any order authorizing such rejection to file a proof of Claim, or forever shall be barred from doing so.

The Schedules may be examined and inspected by interested parties during regular business hours online at the office of the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, DE 19801. The staff of the Bankruptcy Clerk's Office is prohibited by law from giving legal advice. A copy of the Debtors' Schedules and other information on the Debtors' chapter 11 cases may be obtained at the website of the Debtors' notice and claims agent at [www.epiqbankruptcysolutions.com](http://www.epiqbankruptcysolutions.com). Creditors wishing to rely on the Schedules are responsible for determining whether their Claims are accurately listed therein.

**THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM AGAINST THE DEBTORS. YOU SHOULD CONSULT WITH YOUR OWN ADVISORS TO DETERMINE WHETHER YOU HOLD A CLAIM AGAINST ANY DEBTOR. YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST A DEBTOR. QUESTIONS CONCERNING THIS NOTICE MAY BE DIRECTED TO THE DEBTORS' COUNSEL BELOW.**

Dated: \_\_\_\_\_, 2010  
Wilmington, Delaware

**RICHARDS, LAYTON & FINGER, P.A.**

Mark D. Collins (No. 2981)  
Michael J. Merchant (No. 3854)  
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- and -

**PROSKAUER ROSE LLP**

Mark K. Thomas (admitted *pro hac vice*)  
Paul V. Possinger (admitted *pro hac vice*)  
Jeremy T. Stillings (admitted *pro hac vice*)  
Three First National Plaza  
70 West Madison, Suite 3800  
Chicago, Illinois 60602-4342  
Telephone: (312) 962-3550  
Facsimile: (312) 962-3551

*Proposed Co-Counsel for the Debtors  
and Debtors In Possession*

**Exhibit 3**

**Proposed Publication Notice**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	) Chapter 11
TLC Vision (USA) Corporation, <i>et al.</i> , <sup>1</sup>	) Case No. 09-14473 (KG)
Debtors.	) Jointly Administered

**NOTICE OF DEADLINE TO FILE PROOFS OF PREPETITION SECURED,  
UNSECURED AND § 503(B)(9) ADMINISTRATIVE CLAIMS**

PLEASE TAKE NOTICE that, on December 21, 2009 (the "Petition Date"), TLC Vision (USA) Corporation, (Case No. 09-14473), TLC Vision Corporation (Case No. 09-14475) and TLC Management Services, Inc. (Case No. 09-14476) filed petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the "Court").

PLEASE TAKE FURTHER NOTICE that, pursuant to order of the Court, recognized by order of the Ontario Superior Court of Justice (Commercial List) under the *Companies' Creditors Arrangement Act* (Canada), all Creditors holding or wishing to assert an unsecured or secured claim (as defined in section 101(5) of the Bankruptcy Code) or administrative expense claim (pursuant to section 503(b)(9) of the Bankruptcy Code) against any Debtor arising or accruing prior to the Petition Date (a "Claim") are required to file a separate, completed and executed proof of Claim on or before **MARCH 15, 2010 at 5:00 p.m. (prevailing Eastern Time)**. Governmental units (defined in section 101(27) of the Bankruptcy Code) are required to file a separate, completed and executed proof of Claim on or before **JUNE 21, 2010 at 5:00 p.m. (prevailing Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that each proof of Claim must set forth the full name of the debtor and that debtor's case number to which the Claim applies and be in English. **Each original proof of Claim with original signature must be mailed so that it is received on or before the applicable bar date at: (a) by first class United States Mail, TLC Vision (USA) Corporation Claims Processing Center, c/o Epiq Bankruptcy Solutions, LLC, FDR Station, P.O. Box 5082, New York, NY 10150-5082; and (b) by hand delivery or overnight mail, to TLC Vision (USA) Corporation Claims Processing Center, c/o Epiq Bankruptcy Solutions, LLC, 757 Third Avenue, 3rd floor, New York, NY 10017.** A facsimile transmission is insufficient. Proof of claim forms and other information about the debtors' cases are available at [www.epiqbankruptcysolutions.com](http://www.epiqbankruptcysolutions.com).

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number and address, are: TLC Vision (USA) Corporation (6220), 16305 Swingley Ridge Road, Chesterfield, MO 63017; TLC Vision Corporation (1150), 5280 Solar Drive, Suite 300, Mississauga, Ontario, L4W 5M8; and TLC Management Services, Inc. (0374), 1209 Orange Street, Wilmington, DE 19801.

**PLEASE TAKE FURTHER NOTICE THAT ANY CREDITOR WHO FAILS TO FILE A PROOF OF CLAIM ON OR BEFORE MARCH 15, 2010 AT 5:00 P.M. (PREVAILING EASTERN TIME) WILL BE FOREVER BARRED, ESTOPPED AND ENJOINED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTORS AND SUCH CLAIMANT SHALL NOT BE PERMITTED TO VOTE ON ANY CHAPTER 11 PLAN OR PARTICIPATE IN ANY DISTRIBUTION IN THE DEBTORS' CHAPTER 11 CASES ON ACCOUNT OF SUCH CLAIM(S).** Questions regarding this notice may be directed to counsel to the debtors at Proskauer Rose LLP, 70 West Madison St., Chicago, IL 60602-4342, Attn: Jeremy T. Stillings, Telephone (312) 962-3529.

**Schedule "C"**

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
TLC Vision (USA) Corporation, <i>et al.</i> , <sup>1</sup>	)	Case No. 09-14473 (KG)
Debtors.	)	Jointly Administered
		Re: Docket No. 4

**FINAL ORDER PURSUANT TO SECTION 366 OF THE BANKRUPTCY CODE  
(I) PROHIBITING UTILITY COMPANIES FROM ALTERING, REFUSING OR  
DISCONTINUING SERVICES TO, OR DISCRIMINATING AGAINST, THE DEBTORS  
ON ACCOUNT OF PREPETITION AMOUNTS DUE; AND (II) DETERMINING THAT  
UTILITY COMPANIES ARE ADEQUATELY ASSURED OF FUTURE PAYMENT**

Upon consideration of the motion (the "Motion"<sup>2</sup>) of the debtors and debtors in possession in the above-captioned chapter 11 cases (collectively the "Debtors"), seeking entry of interim and final orders pursuant to section 366 of the Bankruptcy Code (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 the 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; (V) scheduling the Final Hearing; and (VI) granting related relief; the Court having reviewed the Motion and the Gries Declaration; the Court having considered the statements of counsel and the evidence adduced with respect to the Motion at an initial hearing thereon; the Court having entered an Order granting the Motion on an interim basis on December 22, 2009 [Docket No. 30] the ("Interim Order"); the Court having found that: (a) the Court has

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<sup>1</sup> The Debtors in the cases, along with the last four digits of each Debtor's federal tax identification number and address, are: TLC Vision (USA) Corporation (6220) 16305 Swingley Ridge Road, Chesterfield, MO 63017; TLC Vision Corporation (1150) 5280 Solar Drive, Suite 300, Mississauga, Ontario, L4W 5M8; and TLC Management Services, Inc. (0374) 1209 Orange Street, Wilmington, DE 19801.

<sup>2</sup> Each capitalized term used but not otherwise defined herein shall have the meaning given to it in the Motion.

jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b), (c) venue of this proceeding and this Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409, and (d) notice of the Motion and the hearings thereon were sufficient under the circumstances and that no further notice need be provided; it appearing that the relief requested in the Motion is in the best interest of the Debtors, their estates, and their creditors; and the Court having determined that the legal and factual bases set forth in the Motion and adduced at the hearing thereon establish good and sufficient cause for the relief granted herein;

**IT IS HEREBY ORDERED THAT:**

1. The Motion is granted on a final basis as set forth herein. Except as otherwise provided herein, the Interim Order is amended and superseded in its entirety by this Order.
2. The Debtors may, after consultation with the Official Committee of Unsecured Creditors (the "Committee"), reach an agreement with any Utility Company to provide additional assurance of payment beyond the Proposed Adequate Assurance.
3. Subject to the terms of any adequate assurance agreements between the Debtors and any Utility Companies, no Utility Company may: (a) alter, refuse, terminate or discontinue utility services to, and/or discriminate against, the Debtors on the basis of the commencement of these chapter 11 cases or on account of outstanding prepetition amounts due; or (b) require additional assurance of payment as a condition to the Debtors receiving such utility services.
4. Subject to the terms of any adequate assurance agreements between the Debtors and any Utility Companies, each Utility Company is deemed to be adequately assured of future payment for purposes of section 366 of the Bankruptcy Code.



5. The Debtors shall not withdraw or authorize any other party to withdraw any amounts from the Utility Deposit Account without further order of the Court after notice and a hearing.

6. Any Utility Company seeking to obtain the benefit of the Adequate Assurance Deposit on account of an alleged failure of the Debtors to pay any postpetition utility amount shall request to be paid from the Utility Deposit Account as follows:

**First**, such Utility Company shall provide written notice of the alleged failure to pay such post-petition amount in the ordinary course of business between the Debtors and the Utility Company (the "Notice of Failure to Pay") to: (a) the Office of the United States Trustee for the District of Delaware; (b) proposed counsel to the Debtors, Proskauer Rose LLP, Three First National Plaza, 70 West Madison, Suite 3800, Chicago IL 60602-4342, Attn: Paul V. Possinger, and Richards, Layton & Finger, P.A., One Rodney Square, 920 N. King Street, Wilmington, DE 19801, Attn.: Mark D. Collins; and (d) proposed counsel to the Committee, Winston & Strawn LLP, 200 Park Avenue, New York, NY 10166, Attn: David Neier, and Morris James LLP, 500 Delaware Avenue, Suite 1500, Wilmington, DE 19801, Attn: Stephen M. Miller (collectively, the "Notice Parties"). The Notice of Failure to Pay shall identify the post-petition amount the Utility Company alleges to not have been paid by the Debtors in the ordinary course of business, and identify the location(s) to which utility services are provided, and the relevant account number(s) by which the Utility Company identifies the Debtors.

The Debtors are authorized in their sole discretion to pay, in accordance with orders granting use of cash collateral and other orders of this Court, amounts for unpaid post-petition utilities requested in any Notice of Failure to Pay.

**Second**, if the Debtors and the Utility Company fail to resolve the non-payment alleged in the Notice of Failure to Pay then, no less than ten (10) days after actual receipt by the Notice Parties of the Notice of Failure to Pay, the Utility Company shall file a motion (the "Motion to Direct Payment") with the Court requesting entry of an order directing the Debtors to satisfy such unpaid amount from the Adequate Assurance Deposit. Such Motion shall set forth in detail (a) the basis for the Utility Company's allegation that the Debtors have failed to pay the Utility Company for post-petition utility services in the ordinary course of business, (b) the date that such requesting Utility Company issued the Notice of Failure to Pay to the Notice Parties (which date shall not be less than ten (10) days prior to the filing of such motion) and (c) any deposits, prepayments or other security currently held by such Utility Company.

**Third**, after hearing and upon order of the Court, the Debtors may be directed to satisfy any unpaid post-petition amounts due to such requesting Utility Company from the Utility Deposit Account.


7. The Debtors are authorized, after consultation with the Committee, to amend the Utility List to add or delete any Utility Company, and this Order shall apply to any such Utility Company that is subsequently added to the Utility List. Nothing herein constitutes a finding that any entity is or is not a Utility Company hereunder or a utility under section 366 of the Bankruptcy Code, whether or not such entity is listed on the Utility List.

8. The Debtors shall serve a copy of this Order on each Utility Company on the Utility List within three (3) business days of the date this Order is entered, and shall also serve this Order on each Utility Company subsequently added to the Utility List by the Debtors.

9. The terms of this Order shall be effective and enforceable immediately upon its entry.

10. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: January 21, 2010  
Wilmington, Delaware

  
\_\_\_\_\_  
THE HONORABLE KEVIN GROSS  
UNITED STATES BANKRUPTCY JUDGE

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

Court File No. 09-8515-00CL

APPLICATION OF TLC VISION CORPORATION UNDER SECTION 47 OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
(Commercial List)

Proceeding commenced at Toronto

**ORDER**

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