



Estate /Court File No.: 31-3214507
Court File No.: BK-25-03214507-0031

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
IN BANKRUPTCY AND INSOLVENCY

THE HONOURABLE

)

THURSDAY, THE 15th

)

JUSTICE KIMMEL

)

DAY OF MAY, 2025

IN THE MATTER OF THE *BANKRUPTCY AND*
INSOLVENCY ACT, R.S.C. 1985, c. B-3, AS AMENDED
IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF
LAWRENCE OPHTHALMIC LAB INC., IN THE CITY OF TORONTO, IN THE PROVINCE
OF ONTARIO

ORDER
(NOI Discharge and Termination)

THIS MOTION, made by Lawrence Ophthalmic Lab Inc. (the “**Company**”) pursuant to the *Bankruptcy and Insolvency Act*, RSC85, c. B-3, as amended (the “**BIA**”), for an order, *inter alia*, (i) discharging KSV Restructuring Inc. (“**KSV**”), in its capacity as proposal trustee of the Company (the “**Proposal Trustee**”), (ii) approving the activities, conduct and the First Report of the Proposal Trustee dated May 8, 2025 (the “**Report**”), (iii) approving the fees and disbursements of the Proposal Trustee, as described in the Report, and (iv) discharging the Proposal Trustee and terminating these proceedings commenced by the Company by the filing of a notice of intention to make a proposal under the BIA bearing Court File No.: BK-25-03214507-0031 and Estate/ Court File No.: 31-3214507 (the “**NOI Proceedings**”), was heard this day by judicial videoconference via Zoom.

ON READING the affidavit of Douglas Robertson sworn May 8, 2025, and the Exhibits thereto (the “**Robertson Affidavit**”) and the Report, and on hearing the submissions of counsel for the Company and counsel for the Proposal Trustee, and such other counsel that were present, no one else appearing although duly served as appears from the affidavit of

service, filed:

DEFINITIONS

1. **THIS COURT ORDERS** that all capitalized terms used but not defined herein shall have the meaning given to them in the Robertson Affidavit, the Report or the initial Order of this Court dated May 15, 2025 (the “**Initial Order**”), as applicable.

SERVICE

2. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record dated May 8, 2025, is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

APPROVAL OF FEES AND ACTIVITIES OF THE PROPOSAL TRUSTEE

3. **THIS COURT ORDERS** that the Report is hereby approved, and the activities and conduct of the Proposal Trustee described therein are hereby approved; provided, however, only the Proposal Trustee, in its personal capacity and only with respect to its own personal liability, shall be entitled to rely upon or utilize in any way such approval.

4. **THIS COURT ORDERS** that the fees and disbursements of the Proposal Trustee as set out in the Report, be and are hereby approved.

TERMINATION OF THESE NOI PROCEEDINGS

5. **THIS COURT ORDERS** that these NOI Proceedings are hereby terminated, and all steps, agreements and procedures validly taken, done or entered into by the Company or the Proposal Trustee during the NOI Proceedings shall remain valid and binding.

DISCHARGE OF THE PROPOSAL TRUSTEE

6. **THIS COURT ORDERS** that the Proposal Trustee has duly and properly satisfied, discharged and performed all of its obligations, liabilities, responsibilities and duties in compliance and in accordance with these NOI Proceedings, all Orders of this Court made in these NOI Proceedings, the BIA or otherwise.

7. **THIS COURT ORDERS** that KSV is hereby discharged as Proposal Trustee and shall have no further duties, obligations or responsibilities as Proposal Trustee; provided that, notwithstanding its discharge as Proposal Trustee, KSV shall have the authority from and after the date hereof to complete or address any matters in its role as Proposal Trustee that are ancillary or incidental to these NOI Proceedings, as may be required or appropriate.

8. **THIS COURT ORDERS** that, notwithstanding the Proposal Trustee's discharge, the termination of these NOI Proceedings or any other provision of this Order or any Order made under the CCAA, nothing herein shall affect, vary, derogate from, limit or amend, and KSV and its counsel shall continue to have the benefit of, any and all of the rights, approvals and protections in favour of the Proposal Trustee and its counsel at law or pursuant to the BIA or any subsequent Order of this Court made in these NOI Proceedings or otherwise.

GENERAL

9. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada.

10. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and any Order subsequently made in this proceeding, and to assist the

Company and the Proposal Trustee and their respective agents in carrying out the terms of this Order and any Order subsequently made in these proceedings. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Company and the Proposal Trustee, as an officer of this Court, as may be necessary or desirable to give effect to this Order and any Order subsequently made in this proceeding, to grant representative status to the Proposal Trustee in any foreign proceeding, or to assist the Company and the Proposal Trustee and their respective agents in carrying out the terms of this Order.

11. **THIS COURT ORDERS** that this Order and all of its provisions are effective as of 12:02 a.m. Eastern Standard on the date of the Initial Order.

Jessica
Kimmel

Digitally signed by
Jessica Kimmel
Date: 2025.05.15
15:38:09 -04'00'

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**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
IN BANKRUPTCY AND INSOLVENCY**

Proceeding commenced at Toronto

**ORDER
(NOI DISCHARGE AND TERMINATION)**

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