

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

In Re:

LVI INTERMEDIATE HOLDINGS, INC.,
et al.,¹

Debtors.

Chapter 11

Case No. 20-11413 (KBO)

(Jointly Administered)

Re: D.I. 209

NOTICE OF BID PROCEDURES, AUCTION DATE AND SALE HEARING

PLEASE TAKE NOTICE THAT:

On June 4, 2020, the above-captioned debtors and debtors in possession (the “Debtors”) filed the *Debtors’ Motion for Entry of Order (I)(A) Approving Bid Procedures Related to the Sale of all or Substantially all of the Assets of the Debtors, (B) Establishing Procedures in Connection with the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (C) Approving Notice Procedures, and (D) Granting Related Relief; and (II)(A) Approving Sale of Debtors Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (B) Authorizing Assumption and Assignment of Unexpired Leases and Executory Contracts and (C) Granting Related Relief* [Docket No. 65] (the “Motion”)² with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”).

By an order dated June 25, 2020 the Bankruptcy Court approved the Bid Procedures [Docket No. 209] (the “Bid Procedures Order”). The Debtors are seeking bids for all or substantially all of their Assets. All interested parties are invited to submit a Written Offer to purchase some or all of the Assets in accordance with the terms and conditions of the Bid Procedures (which are available on Donlin Recano & Company, Inc.’s dedicated website related to the Chapter 11 Cases (www.donlinrecano.com/lvi)) and the Bid Procedures Order. The deadline to submit a Written Offer (the “Bid Deadline”) is **July 20, 2020 at 4:00 p.m.** (prevailing Eastern Time).

Prior to the Bid Deadline, a Potential Bidder that desires to purchase the Assets shall deliver its Written Offer in accordance with the Bid Procedures. Pursuant to the Bid Procedures Order, in the event that the Debtors receive two or more Qualified Bids by the Bid Deadline, the Debtors shall conduct an Auction to determine the highest and otherwise best bid with respect to the Assets. The Auction shall commence at **9:30 a.m.** (prevailing Eastern Time) on **July 23, 2020** at the offices of Cole Schotz P.C., 500 Delaware Avenue, Suite 1410, Wilmington, DE 19801, or at such

¹ The Debtors and the last four digits of their respective federal taxpayer identification numbers are as follows: LVI Intermediate Holdings, Inc., (7674); Total Vision Institute, LLC (7571); QualSight, LLC (3866); The LASIK Vision Institute, LLC (7564); Cataract Vision Institute, LLC (7697); Healthcare Marketing Services, LLC (9982); Cataract Vision Institute Florida, LLC (3423); TLC Vision Center Holdings, LLC (5400); TLC Whitten Laser Eye Associates, LLC (0182); TLC Vision Centers, LLC (8271); TruVision, LLC (3399); TruVision Contacts, LLC (3399); Laser Eye Surgery, LLC (3448); TLC Laser Eye Centers (Refractive I), LLC (2702); TLC The Laser Center (Pittsburgh) L.L.C. (2881); TLC The Laser Center (Indiana) LLC (8456); TLC The Laser Center (Institute), LLC (0959); LVI Missouri, LLC (7088). The Debtors’ executive headquarters are located at 1555 Palm Beach Lakes Blvd., Suite 600, West Palm Beach, Florida 33401.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

other place, including by telephone or video conference, as selected by the Debtors, after consultation with the Consultation Parties, and time as the Debtors shall notify all parties in interest attending the Auction.

Objections, if any, to the Sale of the Assets to any Successful Bidder and/or the other relief requested in the Motion, other than the relief approved in the Bid Procedures Order, must be in writing and filed with the Court on or before **July 21, 2020 at 4:00 p.m.** (prevailing Eastern Time) and be served such that they are actually received by (i) counsel to the Debtors, Cole Schotz P.C., 500 Delaware Avenue, Suite 1410, Wilmington, DE 19801, Attn: David Dean and Norman L. Pernick, e-mail: DDean@coleschotz.com and NPernick@coleschotz.com; (ii) counsel to the DIP Agent and Prepetition Senior Agent, Goldberg Kohn Ltd., 55 East Monroe, Suite 3300, Chicago, IL 60603 (Attn: Randall Klein), e-mail: Randall.Klein@goldbergkohn.com and Morris, Nichols, Arsht & Tunnell LLP, 1201 North Market Street, 16th Floor, P.O. Box 1347, Wilmington, DE 19899-1347 (Attn: Robert J. Dehney), e-mail: rdehney@mnat.com; (iii) proposed counsel to the Committee, Morrison & Foerster LLP, 250 West 55th Street, New York, NY 10019 (Attn: Todd M. Goren, Esq., Mark A. Lightner, Esq. and Andrew Kissner, Esq.; tgoren@mofo.com, mlightner@mofo.com, akissner@mofo.com); and Morris James LLP, 500 Delaware Avenue, Suite 1500, Wilmington, DE 19801 (Attn: Eric J. Monzo, Esq. and Brya M. Keilson, Esq.; emonzo@morrisjames.com, bkeilson@morrisjames.com); and (iv) the Office of the United States Trustee, J. Caleb Boggs Federal Building & Courthouse, 844 N. King Street, Room 2207, Wilmington, DE 19801 (Attn: Richard L. Schepacarter, Esq.), email: Richard.schepacarter.usdoj.gov; *provided* that (i) objections solely with respect to the conduct of the Auction, including the Debtors' selection of the highest and best bid(s) at the Auction, may be made on or before **July 27, 2020 at 12:00 p.m.** (prevailing Eastern Time), and (ii) objections by non-Debtor counterparties to adequate assurance of future performance under section 365 of the Bankruptcy Code may be made up to and including at the Sale Hearing.

The Sale Hearing shall be conducted by the Bankruptcy Court on **July 28, 2020, at 1:00 p.m.** (prevailing Eastern Time), or on such other date as the Bankruptcy Court may direct. Requests for a copy of the Purchase Agreement or for any other information concerning the Motion or the Sale of the Assets should be directed, by written request, to the Debtors' undersigned counsel at the contact information listed below.

Dated: June 29, 2020
Wilmington, Delaware

COLE SCHOTZ P.C.

/s/ G. David Dean

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