

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

Chapter 11 Bankruptcy

BMC Industries, Inc.,
Vision-Ease Lens, Inc.
Buckbee-Mears Medical Technologies, LLC

Case No. 04-43515
Case No. 04-43516
Case No. 04-43517
Jointly Administered

Debtors.

**NOTICE OF HEARING AND
MOTION FOR EXPEDITED RELIEF
AND ORDER EXTENDING TIME TO
OBJECT TO SECURED POSITION
OF LENDER**

TO ALL PARTIES IN INTEREST AND OTHER ENTITIES AS SPECIFIED IN
LOCAL RULE 9013-3:

1. The Duly Appointed Unsecured Creditors' Committee ("Committee"), by and through its undersigned attorneys, moves the court for the relief requested and gives notice of hearing herewith.

2. The court will hold an expedited hearing on this motion in Courtroom 8 West, U.S. Courthouse, 300 4th St. S., Minneapolis, MN 55415, Minneapolis, Minnesota 55415, at 9:30 a.m., or as soon thereafter as counsel may be heard, on the 14th day of October 2004, before the Honorable Robert J. Kressel, Bankruptcy Judge. THE HEARING ON THIS MOTION MAY BE CONTINUED BY THE COURT, AT THE HEARING, WITHOUT FURTHER NOTICE TO ANY PARTY.

3. Any response to this motion must be filed and delivered not later than 9:30 a.m. on the 14th day of October. IF OBJECTIONS ARE NOT SERVED AND FILED IN A TIMELY MANNER, THE COURT MAY GRANT THE REQUESTED

RELIEF WITHOUT A HEARING IN ACCORDANCE WITH LOCAL RULE 9013-2(f).

4. The petition commencing this Chapter 11 case was filed on June 23, 2004 (the "Filing Date"), and the case is now pending before this court.

5. This court has jurisdiction over this motion pursuant to 28 U.S.C. §§ 157 and 1334, Bankruptcy Rule 4001, 5005, and Part IX of the Local Rules. This motion is filed under Bankruptcy Rule 9006(b) and Local Rules 9006, 9013-4, and 9014. This proceeding arises under 11 U.S.C. §364.

6. Movant requests the following relief:

- a. For hearing on an expedited basis for cause;
- b. For an order extending the deadline to challenge prepetition liens, etc., to November 15, 2004, as more fully set forth below;
- c. For such other and further relief as the court deems just and equitable.

7. The factual background and legal basis for these motions are set forth in the attached proposed stipulation and memorandum of law, and incorporated by reference herein. The Committee asks for expedited relief based on the imminent running of the deadline to dispute the secured position of the major lenders in the case.

8. The Committee has given notice by fax and U. S. Mail (as set forth in the affidavit of service) of this motion to parties in interest specified in Local Rule 9013-3. The Committee requests that the court find under the circumstances that the notice given was adequate and expedited hearing is appropriate.

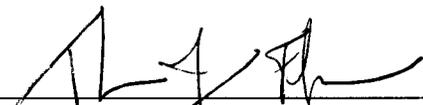
9. Pursuant to Local Rule 9013-2(c), the Committee states that should testimony be necessary on this matter, they reserve the right to call the following witnesses:

- a. Pamela T. Diesing, Chairperson of the Committee, and
- b. Others as may be available or appropriate.

WHEREFORE, the Committee prays for an order of the court as follows:

1. Granting the Committee a hearing on its expedited motion;
2. Granting the Committee an order in the form attached; and
3. For such other and further relief as the court may deem just and equitable.

Dated: 10-7, 2004



Thomas J. Flynn (30570)
Larkin Hoffman Daly & Ludgren Ltd.
1500 Wells Fargo Plaza
7900 Xerxes Avenue South
Minneapolis, Minnesota 55431
(952) 895-3800

Attorneys for Creditors Committee

969646.1

VERIFICATION

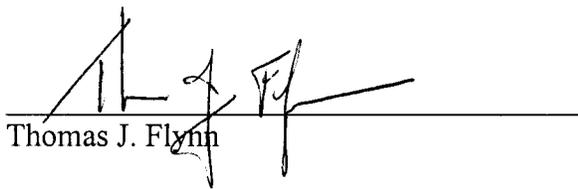
I, Thomas J. Flynn, one of the attorneys for the Committee of Unsecured Creditors, the Movant named in the foregoing documents, declare under penalty of perjury that I have read the following documents:

1. Notice of Motion and Motion;
2. Proposed Stipulation; and
3. Memorandum in Support of Motion

and that the facts contained therein are true and correct to the best of my knowledge, information and belief.

Dated:

10-7-04


Thomas J. Flynn

969646.1

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Case No. 04-43515
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**MEMORANDUM IN SUPPORT OF MOTION
FOR EXPEDITED RELIEF AND ORDER
EXTENDING TIME TO OBJECT TO
SECURED POSITION OF LENDER**

INTRODUCTION

Two prior orders were entered in this case on August 18, 2004, and September 15, 2004, extending the deadline for the Unsecured Creditors Committee (the “Committee”) to challenge prepetition liens, etc., to October 15, 2004. The attorney for the Committee has been in negotiations regarding resolving any and all claims without litigation, and the Committee and the agent for the prepetition secured lenders have agreed to extend the deadline to November 15, 2004.

Deutsche Bank Trust Company Americas, one of the Prepetition Lenders and Prepetition Agent (“Deutsche Bank”), as those terms are defined in the Court’s order of July 19, 2004, is not opposed to granting an extension of time for the Committee to object to the validity, enforceability, perfection and/or extent of the Prepetition Obligations and Prepetition liens and security interests of the Prepetition Agent and the Prepetition

Agent and the Prepetition Lenders as set forth in paragraph 27 of the Court's order of July 19, 2004. Deutsche Bank has signed a stipulation to that effect attached as Exhibit A. The parties are, the Committee believes, close to resolving all issues by way of settlement.

ARGUMENT

The Committee requests that the Court extend the deadline to November 15, 2004. The extra time is necessary to finalize negotiations relating to a possible settlement. There is no objection to this extension by the Lender. The extension can only benefit the Bankruptcy Estate.

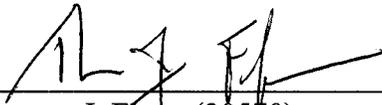
A bankruptcy court has the inherent power to amend its prior orders or expand deadlines, within reasonable limitations, based on considerations of equity. In *Re Prime, Inc.*, 26 B.R. 556, 559 (Bankr. Mo. 1983). If the lender's secured status is not challenged, there may be little or no return to the unsecured creditors in this case. There is no objection by the lender to the extension. The Court should therefore grant the Committee's motion and enter the proposed order as submitted with this motion.

CONCLUSION

For the reasons set forth above, the Court should grant the Motion as requested.

Dated:

10-7-04



Thomas J. Flynn (30570)
Larkin Hoffman Daly & Lindgren Ltd.
1500 Wells Fargo Plaza
7900 Xerxes Avenue South
Minneapolis, Minnesota 55431-1194
(952) 835-3800

Attorneys for Creditors Committee

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

Chapter 11 Bankruptcy

BMC Industries, Inc.,
Vision-Ease Lens, Inc.
Buckbee-Mears Medical Technologies, LLC

Case No. 04-43515
Case No. 04-43516
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Jointly Administered

Debtors.

**STIPULATION TO EXTEND TIME
TO OBJECT TO SECURED
POSITION OF LENDER**

RECITALS

WHEREAS, two prior orders were entered on August 18, 2004, and September 15, 2004, in the above-captioned bankruptcy matter extending the Official Unsecured Creditors Committee (“Creditors Committee”) deadline to challenge the enforceability of prepetition obligations or the security interest, mortgages or liens relating to prepetition collateral to October 15, 2004 (the “Deadline”):

WHEREAS, counsel for the Creditors Committee and Deutsche Bank Trust Company Americas, one of the prepetition lenders and prepetition agent (the “Prepetition Lenders”) have undertaken negotiations in the hope of resolving all differences without the necessity of litigation; and

WHEREAS, the Debtor and Prepetition Lenders are not opposed to granting an extension of time for the Counsel for the Creditors Committee to object to, *inter alia*, the validity, enforceability, perfection and/or extent of the Prepetition Obligations and Prepetition liens and security interests of the Prepetition Agent and the Prepetition Lenders;

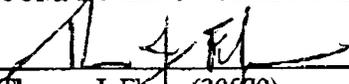
NOW, WHEREFORE, THE PARTIES HERETO STIPULATE AS FOLLOWS:

1. Notwithstanding this Court’s prior orders, the Creditors Committee Deadline is extended to November 15, 2004.

WHEREFORE, the parties hereto, through there undersigned counsel have set their hands on the dates indicated:

COMMITTEE OF UNSECURED CREDITORS

Dated: 10-7-, 2004

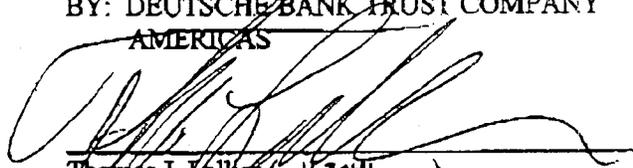

Thomas J. Flynn (30570)
Larkin Hoffman Daly & Lindgren Ltd.
1500 Wells Fargo Plaza
7900 Xerxes Avenue South
Minneapolis, Minnesota 55431-1194
Phone: (952) 835-3800
Fax: (952) 896-3333

Attorneys for Creditors Committee

PREPETITION LENDERS:

BY: ~~DEUTSCHE BANK TRUST COMPANY~~
~~AMERICAS~~

Dated: 10/7/, 2004


Thomas J. Walker (3091)
Foley & Mansfield PLLP
250 Marquette Avenue, Suite 1200
Minneapolis MN 55401
Phone: 612 338-8788
Fax: 612-338-8690

UNSWORN DECLARATION OF SERVICE

Under penalty of perjury, I declare that on October 7, 2004, in connection with the matter below, the following document(s) were served on the party(s) listed below in the manners indicated:

Re: Chapter 11 Bankruptcy - Jointly Administered
BMC Industries, Inc. – Case No. 04-43515
Vision-Ease Lens, Inc. – Case No. 04-43516
Buckbee-Mears Medical Technologies, LLC – Case No. 04-43517

1. Notice of Hearing and Motion for expedited Relief and Order Extending Time to Object to Secured Position of Lender;
2. Verification of Thomas J. Flynn
3. Memorandum in Support of Motion for Expedited Relief and Order extending time to Object to Secured Position of Lender;
4. Stipulation to Extend Time to Object to Secured Position of Lender;
5. Proposed Order;; and
6. Proof of service.

by **U.S. mail**, by enclosing a copy thereof in an envelope, postage prepaid, and by depositing the same in the post office at Bloomington, Minnesota, directed to the party(s) as indicated below:

DEUTSCHE BANK TRUST CO
C/O THOMAS J LALLIER
250 MARQUETTE AVE STE 1200
MPLS MN 55401
VIA US MAIL AND FAX: 612-338-8690

DEUTSCHE BANK TRUST CO
C/O MATTHEW J BOTICA ESQ
C/O DANIEL MCGUIRE ESQ
35 W EST WACKER DR
CHICAGO IL 60601
VIA US MAIL and FAX: 312-558-5700

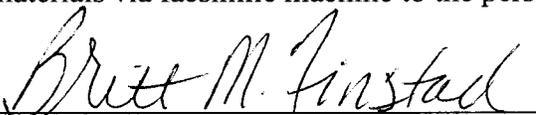
US TRUSTEE
1015 US COURTHOUSE
300 SOUTH FOURTH STREET
MINNEAPOLIS MN 55415
VIA US MAIL AND FAX
FAX NUMBER: 612-664-5516

MICHAEL FADLOVICH
US TRUSTEE'S OFFICE
300 S. 4TH STREET #1015
MINNEAPOLIS, MN 55415
VIA US MAIL AND FAX
FAX NUMBER: 612-664-5516

CLINTON E CUTLER
FREDRIKSON & BYRON PA
200 S 6TH ST STE 4000
MINNEAPOLIS MN 55402-1425
VIA US MAIL AND FAX
FAX NUMBER: 612-492-7077

JEFF J FRIEDMAN
KATTEN MUCHIN ZAVIS
575 MADISON AVENUE
NEW YORK, NY 10022-2585
VIA US MAIL AND FAX
FAX NUMBER: 212-940-8776

and by **facsimile**, by sending the above materials via facsimile machine to the person(s) and at the fax number(s) as indicated above.


Britt M. Finstad

BMC INDUSTRIES, INC.
CHAPTER 11 BANKRUPTCY CASE NO. 04-43515
SERVICE LIST

<p>(Debtor) BMC INDUSTRIES INC 7000 SUNWOOD DR RAMSEY MN 55303 VIA US MAIL FAX NUMBER: 612-492-7077</p>	<p>(Members of Creditors' Committee) PAMELA T DIESING SAGE INDUSTRIAL SALES INC 4425 MARGARET CIR MOUND MN 55364 VIA US MAIL FAX NUMBER: 952-470-9730</p>	<p>DEUTSCHE BANK TRUST CO C/O THOMAS J LALLIER 250 MARQUETTE AVE STE 1200 MPLS MN 55401 VIA US MAIL AND FAX FAX NUMBER: 612-338-8690</p>
<p>(Attorney for Debtor) CLINTON E CUTLER FREDRIKSON & BYRON PA 200 S 6TH ST STE 4000 MINNEAPOLIS MN 55402-1425 VIA US MAIL AND FAX FAX NUMBER: 612-492-7077</p>	<p>NAOAKI OKUDA TEIJIN KASEI AMERICA INC 11371 S BRIDGE PKWY ALPHARETTA GA 30022 VIA US MAIL FAX NUMBER: 770-346-7610</p>	<p>DEUTSCHE BANK TRUST CO C/O MATTHEW J BOTICA ESQ C/O DANIEL MCGUIRE ESQ 35 W EST WACKER DR CHICAGO IL 60601 VIA US MAIL AND FAX FAX NUMBER: 312-558-5700</p>
<p>(Attorney for Creditors' Committee)</p>	<p>MICHAEL WISNIEWSKI SCHOTT NORTH AMERICA INC 400 YORK AVE DURYEPA PA 18642 VIA US MAIL FAX NUMBER: 570-451-0520</p>	<p>JEFF J FRIEDMAN KATTEN MUCHIN ZAVIS 575 MADISON AVENUE NEW YORK, NY 10022-2585 VIA US MAIL AND FAX FAX NUMBER: 212-940-8776</p>
<p>US TRUSTEE 1015 US COURTHOUSE 300 SOUTH FOURTH STREET MINNEAPOLIS MN 55415 VIA US MAIL AND FAX FAX NUMBER: 612-664-5516</p>	<p>MICHAEL FADLOVICH US TRUSTEE'S OFFICE 300 S. 4TH STREET #1015 MINNEAPOLIS, MN 55415 VIA US MAIL AND FAX FAX NUMBER: 612-664-5516</p>	<p>TRANSITIONS OPTICAL INC C/O MICHAEL C MARKHAM 911 CHESTNUT ST CLEARWATER FL 33756 VIA US MAIL FAX NUMBER: 727-443-6548</p>
<p>US ATTORNEY 600 US COURTHOUSE 300 SOUTH FOURTH STREET MINNEAPOLIS MN 55415 VIA US MAIL FAX NUMBER: 612-282-2817</p>	<p>(Creditors and Attorneys for Notice) POLYCORE OPTICAL PTE LTD C/O COUDERT BROS. ATTN: MALANI J STERNSTEIN 1114 AVENUE OF THE AMERICAS NEW YORK NY 10036 VIA US MAIL FAX NUMBER: 212-626-4121</p>	<p>PEOPLESOFT USA INC C/O HENRY C KEVANE 3 EMBARCADERO CTR STE 1020 SAN FRANCISCO CA 94111-4023 VIA US MAIL FAX NUMBER: 415-263-7010</p>
<p>MN DEPT OF REVENUE COLLECTION ENFORCEMENT 551 BANKRUPTCY SECTION PO BOX 64447 ST PAUL MN 55164 VIA US MAIL FAX NUMBER: 651-297-5309</p>	<p>GMT CORPORATION C/O JOSEPH D O'BRIEN JR 30 E 7TH ST STE 2800 ST PAUL MN 55101 VIA US MAIL FAX NUMBER: 651-312-6618</p>	<p>PRODOS CAPITAL MANAGEMENT C/O PHILLIP BOHL 80 S 8TH ST STE 500 MPLS MN 55402 VIA US MAIL FAX NUMBER: 612-632-4019</p>

<p>INTERNAL REVENUE SERVICE SPECIAL PROCEDURES BRANCH 316 N ROBERT ST STOP 5700 ST PAUL MN 55101 VIA US MAIL FAX NUMBER: 651-312-8050</p>	<p>POLYCORE OPTICAL PTE LTD C/O PHILLIP BOHL 80 S 8TH ST STE 500 MPLS MN 55402 VIA US MAIL FAX NUMBER: 612-632-4019</p>	<p>PRODOS CAPITAL MGMT LLC C/O COUDERT BROS. ATTN: MALANI J STERNSTEIN 1114 AVENUE OF THE AMERICAS NEW YORK NY 10036 VIA US MAIL FAX NUMBER: 212-626-4121</p>
<p>IRS DISTRICT COUNSEL 650 GALTIER PLAZA 175 E 5TH ST ST PAUL MN 55101 VIA US MAIL FAX NUMBER: 651-290-3582</p>	<p>BMC ACQUISITION VENTURE C/O MICHAEL L. MEYER & MICHAEL MCGRATH RAVICH MEYER KIRKMAN ET AL. 4545 IDS CENTER, 80 S. EIGHTH STREET MINNEAPOLIS, MN 55402 VIA US MAIL FAX NUMBER: 612-332-8302</p>	<p>SUSAN R. KATZOFF, ESQ. HISCOCK & BARCLAY, LLP FINANCIAL PLAZA 221 S. WARREN ST., PO BOX 4878 SYRACUSE, NEW YORK 13221-4878 VIA US MAIL FAX NUMBER: 315-425-8597</p>
<p>SECURITIES & EXCHANGE COMM BANKRUPTCY SECTION 500 W MADISON #1400 CHICAGO IL 60661-2511 VIA US MAIL (FAX UNKNOWN)</p>	<p>IKON FINANCIAL SERVICES C/O JEFFREY HALL BANKRUPTCY ADMINISTRATION 1738 BASS ROAD, PO BOX 13708 MACON, GA 31208-3708 VIA US MAIL FAX NUMBER: 478-471-2394</p>	<p>THE CIT GROUP/EQUIP FINANCE C/O ERIC D. COOK, ESQ. WILFORD & GESKE, PA 7650 CURRELL BLVD, STE 300 WOODBURY, MN 55125 VIA US MAIL FAX NUMBER: 651-209-3339</p>
<p>SAP AMERICA, INC. C/O STEPHANIE NOLAN DEVINEY 6 NORTH BROAD STREET, STE 100 WOODBURY, NJ 08096 VIA US MAIL FAX NUMBER: 856-853-9933</p>	<p>ESSILOR INT'L AND ESSILOR OF AMERI C/O MICHAEL D GORDON BRIGGS & MORGAN 2200 IDS CENTER 80 SOUTH 8TH STREET MINNEAPOLIS, MN 55402-2157 VIA US MAIL FAX NUMBER: 612-977-8650</p>	<p>KENNETH J. OTTTAVIANO JEFFREY A CHADWICK JEFFREY L ELEGANT KATTEN MUCHIN ZAVIS 525 W MONROE ST STE 1600 CHICAGO IL 60661-3693 VIA US MAIL FAX NUMBER: 312-902-1061</p>
<p>ESSILOR OF AMERICA, INC. ATTN: DAVID MILAN, GEN. COUNS. 13515 N. STEMMONS FREEWAY DALLAS, TX 75234 VIA US MAIL</p>	<p>WAL-MART STORES, INC. C/O RICHARD D. ANDERSON, ESQ. AND MICHAEL D GORDON, ESQ. BRIGGS & MORGAN 2200 IDS CENTER 80 SOUTH 8TH STREET MINNEAPOLIS, MN 55402-2157 VIA US MAIL FAX NUMBER: 612-977-8650</p>	<p>SECURITIES AND EXCHANGE COMMISSION C/O ANGELA D. DODD 175 WEST JACKSON BLVD. # 900 CHICAGO, IL 60604 VIA US MAIL PH NO. 312-353-7400</p>
<p>CORNING S.A.S. ATTN: ERIC WERTZ CP-AP-02-E6A CORNING, NY 14831 VIA US MAIL PH NO. 607-248-1236</p>	<p>BOSTON LASER TECHNOLOGY, INC. ATTN: LAMAR E. BULLOCK PO BOX 801 FALMOUTH, MA 02541-0801 VIA US MAIL PH NO. 508-746-0601</p>	

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Case No. 04-43517
Jointly Administered

Debtors.

ORDER

In Minneapolis, Minnesota, this 14th day of October, 2004.

This matter came on before the undersigned upon the motion of the Unsecured Creditors' Committee through their Counsel, Larkin Hoffman Daly & Lindgren Ltd. requesting expedited relief and extending deadline. Appearances were noted in the record.

IT IS HEREBY ORDERED that the motion for expedited relief is granted;

IT IS FURTHER ORDERED, that notwithstanding that this Court's prior orders to the contrary, the Creditor's Committee deadline to challenge the enforceability of Prepetition Obligations or the security interest, mortgages or liens relating to Prepetition Collateral (the "Deadline"), shall be extended to November 15, 2004.

BY THE COURT:

Robert J. Kressel
United States Bankruptcy Judge

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