

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA**

In re:
BMC Industries, Inc.;
Vision-Ease Lens, Inc.;
Buckbee-Mears Medical Technologies LLC,

Chapter 11 Bankruptcy
Case No. 04-43515 RJK
Jointly Administered

Debtors.

**NOTICE OF HEARING AND MOTION FOR EXPEDITED RELIEF TO
FILE A MASTER PROOF OF CLAIM**

TO: The entities specified in Local Rule 9013-3(a)(2):

1. Deutsche Bank Trust Company Americas (“DBTCA”), as lender and agent (the “Prepetition Administrative Agent”) for Bank One NA, Wells Fargo Bank National Association, Harris Trust and Savings Bank, Credit Agricole Indosuez, Wachovia Bank, National Association, Union Bank of California, N.A., U.S. Bank National Association and their respective successors and assigns (collectively, the “Prepetition Lenders”), parties to that certain Third Amended Restated Credit Agreement dated as of September 27, 2002 (the “Prepetition Loan Agreement”) with BMC Industries, Inc. (“BMC”), Vision-Ease Lens, Inc., and Buckbee-Mears Medical Technologies, LLC (the “Debtors”), moves this Court for the relief requested below and gives notice of hearing.
2. The Court will hold a hearing on this motion at 10:00 a.m., on October 28, 2004, in Courtroom No. 8 West, U.S. Courthouse, 300 South Fourth Street, Minneapolis, MN 55415.
3. DBTCA, on behalf of the Prepetition Lenders, is requesting that this motion be heard on

an expedited basis. Because of the expedited nature of the hearing, DBTCA does not object to any responses being delivered no later than the time set for the hearing. 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).

INTRODUCTION

4. On June 23, 2004 (the “Petition Date”), 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”). Pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, the Debtors continue to operate their businesses and manage their affairs as debtors-in-possession.
5. This Court has jurisdiction over this motion pursuant to 28 U.S.C. §§ 157 and 1334, Fed. R. Bankr. P. 3002 and 5005 and Local Rule 1070-1. This proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). The petition commencing these chapter 11 cases were filed on June 23, 2004 (the “Petition Date”). The cases are now pending in this Court.
6. No trustee or examiner has been appointed in these chapter 11 cases. An official committee of unsecured creditors was appointed on July 2, 2004 (the “Committee”).

BACKGROUND

7. Pursuant to the Prepetition Loan Agreement, BMC borrowed money and received other financial accommodations from DBTCA and the Prepetition Lenders and incurred additional obligations in connection therewith, including without limitation, obligations for payment or reimbursement of certain of fees, costs and expenses (collectively, the “Prepetition Obligations”).

8. The Prepetition Loan Agreement is secured by a pledge of certain shares of common stock of certain of BMC's subsidiaries, an inter-company note from one of BMC's European holding companies, security interests in all deposit accounts, receivables, inventories, machinery, equipment and intangible assets, as well as mortgages on BMC's real property in Ramsey, Minnesota and Cortland, New York (the "Prepetition Collateral") and such security interests are evidenced by certain loan, security and other collateral agreements between and among DBTCA, the Prepetition Lenders and the Debtors (including the Prepetition Loan Agreement), as they may have been amended from time to time, certain promissory notes executed by Debtors in favor of DBTCA and the Prepetition Lenders, and other agreements, documents, guaranties and instruments entered into, delivered or otherwise related to the Prepetition Obligations and the Prepetition Collateral (collectively, the "Prepetition Agreements").
9. Pursuant to the Final Order Pursuant To 11 U.S.C. §§ 363(c), 364(c) and 364(d): (I) Authorizing The Debtors To Obtain Postpetition Financing And Use Cash Collateral; (II) Granting Liens And Superpriority Administrative Expense Status To Secure Postpetition Financing Obligation; (III) Granting Adequate Protection To Prepetition Lenders; (IV) Scheduling And Approving The Form And Method Of Notice Of The Hearing On The Debtors' Motion To Incur Such Financing And Use Cash Collateral On A Permanent Basis; And (V) Granting Related Relief (the "Final Financing Order") entered on July 19, 2004, the Debtors affirmed the Prepetition Obligations, stating that they do not have any counterclaim, setoff, defense or objection against DBTCA or the Prepetition Lenders or relating to the Prepetition Obligations.
10. Additionally, under the Final Financing Order, DBTCA and the Prepetition Lenders

agreed to the Debtors' use of Cash Collateral, a Carve-Out Reserve, a Wind-Down Reserve, and the priming of the liens on their Collateral as part of the Credit Agreement dated June 28, 2004 and the granting of adequate protection.

RELIEF REQUESTED

11. By this motion (the "Motion"), DBTCA requests entry of an order authorizing it to file one master proof of claim in its capacity as Prepetition Administrative Agent against each of the Debtors on behalf of the Prepetition Lenders (collectively, the "Master Proof of Claim").
12. DBTCA asks that upon the filing of a Master Proof of Claim, each of the individual Prepetition Lenders shall be deemed to have filed individually a proof of claim in the appropriate case of the applicable Debtor.
13. DBTCA should be granted authority to file a Master Proof of Claim because the claims of the Prepetition Lenders are each based on the identical Prepetition Obligations and Prepetition Agreements. Accordingly, it is in the interest of administrative convenience for the Debtors, the Prepetition Lenders, this Court and all parties seeking to review the Debtors' claims to allow DBTCA to file a Master Proof of Claim. In addition, the Final Financing Order provides that sale proceeds derived from the sale of the Debtors' business will, net of certain amount, be paid to DBTCA as agent for the Prepetition Lenders. Consistency, as well as administrative convenience, will be served by allowing the filing of a Master Proof of Claim.
14. The Debtors have consented to the relief requested by this Motion, and no party in interest will be prejudiced by granting the relief requested herein.

WHEREFORE, DBTCA respectfully request that this Court enter an order authorizing

DBTCA to file a Master Proof of Claim and granting such other and further relief as is just and proper.

Dated: October 18, 2004

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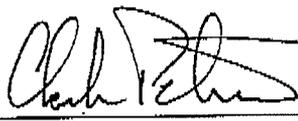
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By /s/ Thomas J. Lallier
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VERIFICATION

I, Clark G. Peterson, Deutsche Bank Trust Company Americas, declare, under penalty of perjury, that the foregoing is true and correct to the best of my knowledge, information and belief.

Executed on: 10/18/04

Signed: 
Clark G. Peterson

Unsworn Affidavit of Service

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

I, Jacquelyn J. LaVaque, declare under penalty of perjury that on October 18, 2004, I mailed copies of the attached Notice of Hearing and Motion for Expedited Relief to File a Master Proof of Claim; proposed Order Approving Motion by first class mail, postage prepaid, to each entity named below at the address stated below for each entity:

PARTIES ON ATTACHED SERVICE LIST

Executed on: October 18, 2004

Signed: 
Jacquelyn J. LaVaque
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**BMC INDUSTRIES
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BUCKBEE-MEARS MEDICAL TECHNOLOGIES
BKY. NO. 04-43515
OUR FILE NO. 2726-1
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**UNITED STATES BANKRUPTCY COURT
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BMC Industries, Inc.;
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Chapter 11 Bankruptcy
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Jointly Administered

Debtors.

**ORDER APPROVING MOTION TO
FILE A MASTER PROOF OF CLAIM**

This matter having come before the Court upon the motion (the “Motion”)¹ filed by DBTCA on behalf of the Prepetition Lenders, seeking entry of an order authorizing DBTCA to file a master proof of claim (the “Master Proof of Claim”) against each of BMC Industries, Inc. (“BMC”) and its subsidiaries Vision-Ease Lens, Inc. and Buckbee-Mears medical Technologies, LLC, as debtors and debtors in possession in this chapter 11 case (collectively, the “Debtors”); and the Court having considered the submissions of counsel, and the opposition thereto, if any; and it appearing that the Court has jurisdiction over the Motion pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having determined that granting the relief requested in the Motion is in the best interest of the Debtors, their estates, their creditors and equity security holders; and it appearing that notice of the Motion has been given as provided in the Motion; and sufficient cause appearing therefore; it is hereby ORDERED that:

1. The Motion is granted.
2. DBTCA is hereby explicitly authorized to file a Master Proof of Claim on behalf of the

¹ Capitalized terms not defined herein shall have the same meanings ascribed to them in the Motion.

Prepetition Lenders on account of their claims arising out of the Prepetition Obligations and Prepetition Agreements against each of the Debtors in each of these jointly administered cases.

3. Upon the filing of the Master Proof of Claim, each of the Prepetition Lenders shall be deemed to have filed individually a proof of claim in the appropriate case of the applicable Debtor and shall have such effect as if each Prepetition Lender had individually filed a separate proof of claim in the case of the applicable Debtor.

Dated: October ____, 2004

Hon. Robert J. Kressel
United States Bankruptcy Judge