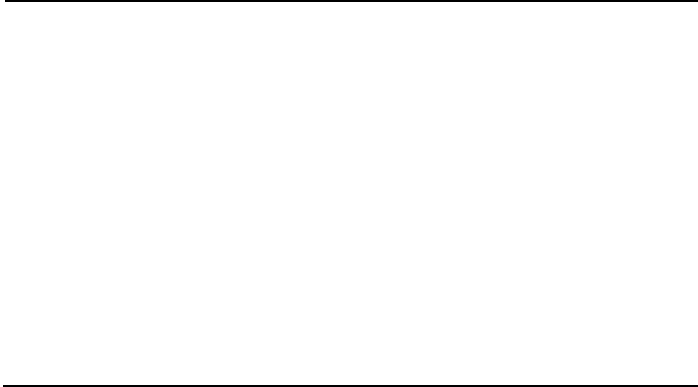


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**UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION**

COMMISSIONERS:

**Edith Ramirez, Chairwoman
Maureen K. Ohlhausen
Terrell McSweeney**



Respondent engages in, among other things, developing plastic discs, commonly referred to as “GP buttons,” used (“GP”) contact lenses.

18. For GP scleral and general vision buttons, entry into the relevant markets has not been, and would not be, timely, likely, or sufficient to deter or counteract the anticompetitive effects of the Acquisition. Scleral and general vision correction GP buttons require significant FDA premarket notification likely requiring more than one year.

VIII. VIOLATION CHARGED

19. The Acquisition constitutes a violation of Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18, and Section 5 of the Federal Trade Commission Act, as amended, 15 U.S.C. § 45.

THEREFORE, the Federal Trade Commission this ____ day of ____, ____, has issued this Complaint against Respondent.

By the Commission.

Donald S. Clark