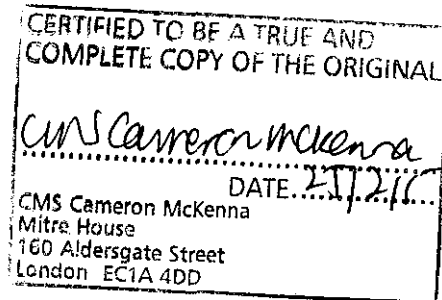


3448379

AVHL Subscription Letter

To: The Directors  
Aspect Vision Holdings Limited  
Aspect House  
Hamble Lane  
Southampton  
Hampshire SO31 4NH



From: Coopervision International Holding Company, LP, acting by its general partner,  
Coopervision Holdings LLC  
Suite No.2  
Fidelity House  
Wildley Business Park  
St Michael  
Barbados

12 January 2005

Dear Sirs

**Application for Shares**

Coopervision International Holding Company, LP, acting by its general partner Coopervision Holdings LLC, hereby applies for

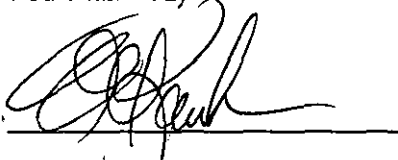
1. one ordinary share of £1 in the capital of Aspect Vision Holdings Limited ("AVHL") in consideration of the transfer by us to AVHL of the entire issued share capital of Ocular Sciences Australia Pty Limited;
2. one ordinary share of £1 in the capital of AVHL in consideration of the transfer by us to AVHL of the entire issued share capital of Sidecastle Limited;
3. one ordinary share of £1 in the capital of AVHL in consideration of the transfer by us to AVHL of the entire issued share capital of Ocular Sciences UK Limited; and
4. one ordinary share of £1 in the capital of AVHL in consideration of the transfer by us to AVHL of the receivables listed in the Schedule attached to this letter

We request that you allot and issue the shares noted above to us (subject to our transferring the relevant consideration in each case) and we agree to accept each such share allotted and issued to us subject to the Memorandum and Articles of Association of AVHL.



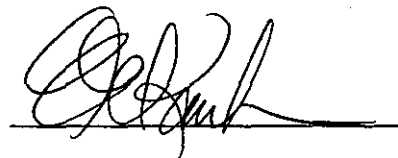
We request that you make such entries into the register of members of AVHL upon each issue of shares noted above, including our name as the holder of those shares.

Yours faithfully



For and on behalf of  
Coopervision International Holding Company, LP, acting by its general partner,  
Coopervision Holdings LLC

We hereby confirm our agreement to Coopervision International Holding Company, LP (acting by its general partner, Coopervision Holdings LLC) subscribing for shares on and pursuant to the terms of this letter.



For and on behalf of  
Aspect Vision Holdings Limited

**Appendix D: Long-Term Intercompany Account Contributed by IHC to AVHL in Step 25**

Entity	IHC Accounts Receivable <sup>1</sup>
Sidecastle Principal	\$ 655,000
Sidecastle Interest	\$ -
	\$ 655,000

<sup>1</sup> Amounts in USD