



Office of the Secretary

UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

January 5, 2005

Mark Ostrau, Esq.
Fenwick & West LLP
801 California Street
Mountain View, CA 94041

Re: The Cooper Companies, Inc.'s Proposed Acquisition of Ocular Sciences, Inc., File
No. 041-0179

Dear Mr. Ostrau:

The Commission has been conducting a non-public investigation to determine whether the proposed acquisition of Ocular Sciences, Inc., by The Cooper Companies, Inc., may violate Section 7 of the Clayton Act or Section 5 of the Federal Trade Commission Act.

Upon further review of this matter, it now appears that no further action is warranted by the Commission at this time. Accordingly, the investigation has been closed. This action is not to be construed as a determination that a violation may not have occurred, just as the pendency of an investigation should not be construed as a determination that a violation has occurred. The Commission reserves the right to take such further action as the public interest may require.

By direction of the Commission, Commissioner Harbour recused.

Donald S. Clark
Secretary