Telephone (440) 708-0445 Robert D. Wilson*+ E-mail: rdwilson@wwcolpa.com Licensed: *Ohio; +Georgia WILSON & WILSON CO., L.P.A. 16716 Chillicothe Road, Suite 100

Chagrin Falls, Ohio 44023

Fax (440) 708-0511 Michael J. Wilson* mjwilson@wwcolpa.com

October 17, 2017

SENT VIA EMAIL ONLY TO DEbrief@ftc.gov

Re: FTC v. Chemence, Inc. Case No.: 1:16-cv-228 U.S. District Court, Northern District of Ohio

To whom it may concern:

Enclosed please find the attached compliance report from Chemence, Inc. pursuant to the Stipulated Order for the above mentioned case. Also attached are Acknowledgements and a Product Labeling Schedule as part of such compliance report.

Should you have any questions, comments or need further information, please feel free to contact me.

Sincerely, Bobert D. Wilson

Enclosures

UNITED STATES DISTRICT COURT NORTHERN DISTRICT OF OHIO

FEDERAL TRADE COMMISSION,

Plaintiff,

Case No.: 1:16-cv-228

٧.

CHEMENCE, INC.

Defendant.

CHEMENCE, INC.'S ONE YEAR COMPLIANCE REPORT PURSUANT TO STIPULATED ORDER FOR PERMANENT INJUNCTION AND MONETARY JUDGMENT

Defendant Chemence, Inc. ("Chemence") hereby submits the following compliance report pursuant to the Stipulated Order for Permanent Injunction and Monetary Judgment (the "Order") on or about one year after entry of the Order, which was entered in this case on October 13, 2016. As required by Section V. COMPLIANCE REPORTING A.(d) of the Order, this report describes in detail whether and how Chemence is in compliance with each Section of this Order.

DETAILED DESCRIPTION OF CHEMENCE'S COMPLIANCE EFFORTS

As required by the Order, this section describes in detail "whether and how Defendant is in compliance with each Section of this Order." Specifically, the actions Chemence has taken and is taking to comply with each Section of the Order are described below. To assure future compliance with the Order, Chemence has instructed members of its respective staffs having responsibility for the requirements of the Order and of their responsibility to ensure compliance with the Order. The specific contents of those instructions reflect confidential legal advice and are protected from disclosure pursuant to the attorney-client privilege and the work product doctrine. Because the Order principally restricts deceptive acts or practices in violation of Section 5 of the FTC Act, 15 U.S.C. § 45, in the manufacturing, labeling, advertising, promotion, offering for sale, sale, or distribution of cyanoacrylate glue as "Made in the USA," which is already subject to the supervision and control of its respective key personnel in the ordinary course of Chemence's business, Chemence is confident that those instructions are sufficient to ensure compliance with the Order. Nonetheless, where Chemence believes that additional measures are prudent to further compliance with specific provisions of the Order, they are further described below.

I. PROHIBITION AGAINST MISREPRESENTATIONS

Section I prohibits Chemence and its officers, agents, employees, and attorneys, and all other persons in active concert or participation with any of them, who receive actual notice of this Order, whether acting directly or indirectly, in connection with the manufacturing, labeling, advertising, promotion, offering for sale, sale, or distribution of cyanoacrylate glue or any other Product or Service from misrepresenting, expressly or by implication, that a Product or Service is Made in the United States, unless:

1. The final assembly or processing of the product occurs in the United States, all significant processing that goes into the product occurs in the United States, and all or virtually all ingredients or components of the product are made and sourced in the United States; or

2. A clear and conspicuous qualification appears immediately adjacent to the representation that accurately conveys the extent to which the product contains foreign parts, ingredients, and/or processing.

Chemence has informed current employees and will inform new employees responsible for manufacturing, labeling, advertising, promotion, offering for sale, sale, or distribution of cyanoacrylate glue or any other Product or Service regarding the requirements of this Order. In compliance with the Order, Chemence has changed the labeling on all of Chemence's cyanoacrylate glue/superglue adhesive products sold, distributed, or offered for sale or distribution, by or on behalf of Chemence to consumers to read "Made in USA with US and globally sourced materials." The labels on Chemence's products for industrial and non-consumer use do not reference any country of origin so that no change in labeling was required in connection with the Order. See the attached Products Schedule for revised product labeling. In addition, Chemence has informed affected business customers of the Order and its requirements and that Chemence has changed the labeling on all of Chemence's cyanoacrylate glue/superglue adhesive products sold, distributed or offered for sale or distribution, by or on behalf of Chemence has changed the labeling on all of Chemence's cyanoacrylate glue/superglue adhesive products sold, distributed or offered for sale or distribution, by or on behalf of Chemence to consumers to read "Made in USA with US and globally sourced materials." These actions are in fulfillment of the implementation plan previously submitted by Chemence to the FTC to comply with the Order.

II. MEANS AND INSTRUMENTALITIES

Section II prohibits Chemence and its officers, agents, employees, and attorneys, and all other persons in active concert or participation with any of them, who receive actual notice of this Order, whether acting directly or indirectly, in connection with the manufacturing, labeling, advertising, promotion, offering for sale, sale, or distribution of cyanoacrylate glue or any other Product or Service from providing to others the means and instrumentalities with which to make any representation prohibited by Part I above.

Chemence has informed current employees and will inform new employees responsible for manufacturing, labeling, advertising, promotion, offering for sale, sale, or distribution of cyanoacrylate glue or any other Product or Service regarding the requirements of this Order regarding use by trade customers in their marketing of any Product or Service. Chemence has informed its affected business customers of the Order and its requirements and that Chemence has changed the labeling on all of Chemence's cyanoacrylate glue/superglue adhesive products

sold, distributed or offered for sale or distribution, by or on behalf of Chemence to consumers to read "Made in USA with US and globally sourced materials." In addition, customers are not permitted to unilaterally change any advertising, labeling, promotional, sales training, or substantiation materials provided to them by Chemence. Furthermore, any advertising, labeling, promotional, sales training, or substantiation materials desired to be used by customers, which was not provided to them by Chemence, must be approved by Chemence in advance of use. Since the date of the Order, Chemence has not approved any customer initiated material changes for use and is in compliance with this Section.

III. MONETARY JUDGMENT

Section III required Chemence to pay the FTC Two Hundred Twenty Thousand Dollars (\$220,000) as equitable monetary relief. Chemence complied with this requirement by timely paying the FTC Hundred Twenty Thousand Dollars (\$220,000) on or about October 20, 2016. The rest of Section III does not impose any other relevant compliance obligations on Chemence.

IV. ORDER ACKNOWLEDGMENTS

Section IV imposes certain obligations on Chemence to obtain acknowledgments of receipt of the Order and deliver a copy to all principals, officers, directors, and LLC managers and members; (2) all employees, agents, and representatives who participate in conduct related to the subject matter of the Order; and (3) any business entity resulting from any change in structure as set forth in the Section titled Compliance Reporting. Delivery must occur within 7 days of entry of this Order for current personnel. For all others, delivery must occur before they assume their responsibilities. From each individual or entity to which Chemence delivered a copy of this Order, Chemence must obtain, within 30 days, a signed and dated acknowledgment of receipt of this Order. Chemence has complied with this Section by delivering the Order to and receiving Acknowledgements from the following individuals:

Hugh V. Cooke – Chief Executive Officer and Director; James Cooke – President and Director; Michael Pomykala - Global Marketing Director; and Jason Schmidt – Controller.

V. COMPLIANCE REPORTING

Section V imposes certain obligations on Chemence to make timely submissions to the Commission one year after entry of the Order by submitting this Compliance Report. Chemence must do the following:

A. (a) identify the primary physical, postal, and email address and telephone number, as designated points of contact, which representatives of the Commission may use to communicate with Defendant;

James Cooke – President 185 Bluegrass Valley Parkway, Alpharetta, GA 30005 jcooke@chemence.com Phone no. 404-434-8327

(b) identify all of Defendant's businesses by all of their names, telephone numbers, and physical, postal, email, and Internet addresses;

Chemence, Inc. 770-664-6624 185 Bluegrass Valley Parkway, Alpharetta, GA 30005 http://www.chemence.com/

(c) describe the activities of each business, including the goods and services offered, the means of advertising, marketing, and sales;

Chemence is considered a single business. Chemence is a specialty performance chemical manufacturer that sells formulated resins. Product lines include adhesives for industrial, medical and consumer applications, photopolymers for flexographic printing and hand stamps, and vacuum impregnation sealants to seal porous metal castings. Chemence products are sold and marketed in business-to-business and business-to-consumer segments. The consumer product line is sold directly to major retailers and private labeled goods. The industrial product lines (including adhesives, photopolymers and impregnation sealants) are sold to industrial customers either directly or through distribution channels. Advertising for all product lines include a high mix of tradeshows, print ads, social media channels, digital ads and direct selling.

(d) describe in detail whether and how Defendant is in compliance with each Section of this Order;

As described in this Compliance Report.

(e) provide a copy of each Order Acknowledgment obtained pursuant to this Order, unless previously submitted to the Commission.

Attached hereto.

B. For 20 years after entry of this Order, Defendant must submit a compliance notice, sworn under penalty of perjury, within 14 days of any change in the following: (a) any designated point of contact; or (b) the structure of Defendant any entity that Defendant has any ownership interest in or controls directly or indirectly that may affect compliance obligations arising under this Order, including: creation, merger, sale, or dissolution of the entity or any subsidiary, parent, or affiliate that engages in any acts or practices subject to this Order.

There have been no such changes since the date of the Order.

C. Defendant must submit to the Commission notice of the filing of any bankruptcy petition, insolvency proceeding, or similar proceeding by or against Defendant within 14 days of its filing.

There have been no such proceedings since the date of the Order.

D. Any submission to the Commission required by this Order to be sworn under penalty of perjury must be true and accurate and comply with 28 U.S.C. § 1746.

Such oath has been stated hereinafter.

E. All submissions to the Commission pursuant to this Order must be emailed to DEbrief@ftc.gov_with the subject line beginning: FTC v. Chemence, Inc.

This Compliance Report was emailed to DEbrief@ftc.gov with such subject line.

VI. RECORDKEEPING

Section VI. imposes obligations on Chemence to create certain records for 20 years after entry of the Order, and retain each such record for 5 years. Chemence must create and retain the following records:

A. Accounting records showing the revenues from all goods or services sold;

These accounting records have been and will be created and retained for the specified periods.

B. Personnel records showing, for each person providing services, whether as an employee or otherwise, that person's: name; addresses; telephone numbers; job title or position; dates of service; and (if applicable) the reason for termination;

These personnel records have been and will be created and retained for the specified periods.

C. All records necessary to demonstrate full compliance with each provision of this Order, including all submissions to the Commission;

These compliance records have been and will be created and retained for the specified periods.

D. A copy of each unique advertisement or other marketing material;

Unique advertisement and marketing materials have been and will be retained for the specified periods.

E. All materials that were relied upon in disseminating the representation;

All materials that were relied upon in disseminating the representation have been and will be retained for the specified periods.

F. All tests, reports, studies, surveys, demonstrations, or other evidence in its possession or control that contradict, qualify, or call into question the representation, or the basis relied upon

for the representation, including complaints and other communications with consumers or with governmental or consumer protection organizations.

All tests, reports, studies, surveys, demonstrations, or other evidence in Chemence's possession or control that contradict, qualify, or call into question the representation, or the basis relied upon for the representation, including complaints and other communications with consumers or with governmental or consumer protection organizations have been and will be retained for the specified periods.

VII. COMPLIANCE MONITORING

Section VII imposes certain obligations on Chemence to timely respond to requests of the Commission. Also, the Commission is authorized to communicate directly with Chemence and Chemence must permit representatives of the Commission to interview any employee or other person affiliated with Chemence who has agreed to such an interview. Further, the Commission may use all other lawful means, including posing, through its representatives as consumers, suppliers, or other individuals or entities, to Chemence or any individual or entity affiliated with Chemence, without the necessity of identification or prior notice.

This Section does not impose any current compliance obligation on Chemence, since to the best of Chemence's information, knowledge and belief there have been no such requests, communication initiatives or posing by the Commission after the date of the Order. However, should Chemence receive any requests, communication initiatives or posing by the Commission, Chemence will comply with the requirements of Section VII. of the Order.

VIII. RETENTION OF JURISDICTION

Section VIII orders that the trial Court retain jurisdiction of this matter for purposes of construction, modification, and enforcement of this Order.

Section VIII of the Order does not impose any relevant compliance obligations on Chemence.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on: October 13, 2017

Chemence, Inc.

By: James Cooke Its: President

Line Item No.	Labeling: Revised = "Made In USA with US and globally sourced materials" or "blank" for no country of origin marking
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000000FN300	
000000MSA	
000000SSM	
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031-WC1	
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590 036 SIGEL	REVISED
590 050 KG155	REVISED
590 050 KG185	REVISED
590 050 KR096	REVISED
590 050 KR206	REVISED
590 050 KR406	REVISED
590 050 KR806	REVISED
590 050 KS455	REVISED
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JSRIPDRV	
JST69CLNSOL	
JSTECTRV	
JSV24200	
JSV44200	
JSV60200	
JSX364CR24	
SB311M	
SB311M-1	
VB50801252	
VB50801552	
VB50802502	
ZRM105	
ZRM94	

UNITED STATES DISTRICT COURT FOR THE NORTHERN DISTRICT OF OHIO

FEDERAL TRADE COMMISSION

Plaintiff,

v.

Case No. 1:16-cv-228-PAG

ACKNOWLEDGMENT BY DECLARATION OF RECEIPT OF ORDER BY NON PARTY

CHEMENCE, INC., an Ohio corporation,

Defendant.

I, <u>Hugh Cooke</u>, received a copy of the Stipulated Order for Permanent Injunction and Monetary Judgment, in *FTC v. Chemence, Inc.*, on <u>October</u> <u>13</u>, 20<u>16</u>.

I was not a Defendant in that court case. My title or relationship with Defendant Chemence, Inc. is <u>Chief Executive Officer and Director</u>.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on Oct. 17, 2016.

Signed: X SM CM

UNITED STATES DISTRICT COURT FOR THE NORTHERN DISTRICT OF OHIO

FEDERAL TRADE COMMISSION

Plaintiff,

v.

Case No. 1:16-cv-228-PAG

ACKNOWLEDGMENT BY DECLARATION OF RECEIPT OF ORDER BY NON PARTY

CHEMENCE, INC., an Ohio corporation,

Defendant.

I, James Cooke _____, received a copy of the Stipulated Order for Permanent Injunction and Monetary Judgment, in *FTC v. Chemence, Inc.*, on <u>October</u> 13, 2016.

I was not a Defendant in that court case. My title or relationship with Defendant Chemence, Inc. is President and Director

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on Oct. 17, 2016.

Signed: X

UNITED STATES DISTRICT COURT FOR THE NORTHERN DISTRICT OF OHIO

FEDERAL TRADE COMMISSION

Plaintiff,

v.

Case No. 1:16-cv-228-PAG

ACKNOWLEDGMENT BY DECLARATION OF RECEIPT OF ORDER BY NON PARTY

CHEMENCE, INC., an Ohio corporation,

Defendant.

I, <u>Michael Pomykala</u>, received a copy of the Stipulated Order for Permanent Injunction and Monetary Judgment, in *FTC v. Chemence, Inc.*, on October 13, 2016.

I was not a Defendant in that court case. My title or relationship with Defendant Chemence, Inc. is Global Marketing Director

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on _Oct. 17, 2016

Signed: X

UNITED STATES DISTRICT COURT FOR THE NORTHERN DISTRICT OF OHIO

FEDERAL TRADE COMMISSION

Plaintiff,

Case No. 1:16-cv-228-PAG ACKNOWLEDGMENT BY

DECLARATION OF **RECEIPT OF ORDER BY**

NON PARTY

v.

CHEMENCE, INC., an Ohio corporation,

Defendant.

I, Jason Schmidt , received a copy of the Stipulated Order for Permanent Injunction and Monetary Judgment, in FTC v. Chemence, Inc., on October 13, 2016.

I was not a Defendant in that court case. My title or relationship with Defendant Chemence, Inc. is Controller

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on <u>Oct. 17</u>, 20<u>16</u>.

Signed: x < 1. P I M