

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

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JAMES BRANNAN, Individually and On Behalf of  
All Others Similarly Situated,

Plaintiff,

vs.

BAUSCH & LOMB INC., RONALD L. ZARELLA,  
STEPHEN C. McCLUSKI, JOHN M. LOUGHLIN,  
DWAIN L. HAHS, ANGELA J. PANZARELLA,  
ROBERT B. STILES, KAMAL SARBADHIKARI,  
GEOFFREY F. IDE and WILLIAM H. WALTRIP,

Defendants.

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) **CIVIL ACTION NO.**  
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) **CLASS ACTION COMPLAINT**  
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) **JURY TRIAL DEMANDED**  
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Plaintiff, James Brannan, (“Plaintiff”), alleges the following based upon the investigation of Plaintiff’s counsel, which included, among other things, a review of the defendants’ public documents, conference calls and announcements made by defendants, United States Securities and Exchange Commission (“SEC”) filings, wire and press releases published by and regarding Bausch & Lomb, Inc. (“Bausch” or the “Company”) securities analysts’ reports and advisories about the Company, and information readily obtainable on the Internet.

**NATURE OF THE ACTION AND OVERVIEW**

1. This is a federal class action on behalf of purchasers of the publicly traded securities of Bausch between January 27 2005 and December 12, 2005 (the “Class Period”), seeking to pursue remedies under the Securities Exchange Act of 1934 (the “Exchange Act”).

2. Bausch & Lomb engages in the development, manufacture, and marketing of eye health products. The company offers its products in five product categories: contact lens, lens care, pharmaceuticals, cataract and vitreoretinal, and refractive.

3. The complaint alleges that defendants' Class Period representations regarding Bausch were materially false and misleading when made because defendants failed to disclose: (1) that the Company's Brazilian subsidiary engaged in improper management and accounting practices, which resulted in tax assessments against the Company by Brazilian authorities; (2) that the Company's Korean subsidiary improperly recognized revenue; (3) that the Company lacked adequate internal controls; (4) that the Company's financial results were in violation of Generally Accepted Accounting Principals ("GAAP"); and (5) that the Company's financial results were materially inflated at all relevant times.

4. On October 26, 2005, Bausch announced that the Company's Audit Committee of the Board of Directors (the "Audit Committee") commenced an independent investigation into allegations of misconduct by the management the Company's Brazilian subsidiary, BL Industria Otica Ltda. ("BLIO"). The Audit Committee's determined that the general manager, the controller and other employees of Brazilian subsidiary, engaged in improper management and accounting practices.

5. On December 22, 2005, Bausch provided investors with an update of its investigation into allegations of improper conduct by management of its Brazilian subsidiary and tax assessments against BLIO by Brazilian taxing authorities. The Company had concluded that certain prior-period financial statements will be required to be restated. In addition, the Company had preliminarily

identified a material weakness in its controls over financial reporting. Bausch also announced that the Audit Committee had commenced an independent investigation into revenue recognition practices in its Korean subsidiary. On this news, shares of Bausch fell \$7.07 per share, or 8.94 percent, on December 23, 2005, to close at \$72.00 per share.

### **JURISDICTION AND VENUE**

6. The claims asserted herein arise under and pursuant to Sections 10(b) and 20(a) of the Exchange Act, (15 U.S.C. §§ 78j(b) and 78t(a)), and Rule 10b-5 promulgated thereunder (17 C.F.R. §240.10b-5).

7. This Court has jurisdiction over the subject matter of this action pursuant to §27 of the Exchange Act (15 U.S.C. §78aa) and 28 U.S.C. § 1331.

8. Venue is proper in this Judicial District pursuant to §27 of the Exchange Act, 15 U.S.C. § 78aa and 28 U.S.C. § 1391(b). Many of the acts and transactions alleged herein, including the preparation and dissemination of materially false and misleading information, occurred in substantial part in this Judicial District. Additionally, the Company maintains a principal executive office in this Judicial District.

9. In connection with the acts, conduct and other wrongs alleged in this complaint, defendants, directly or indirectly, used the means and instrumentalities of interstate commerce, including but not limited to, the United States mails, interstate telephone communications and the facilities of the national securities exchange.

### **PARTIES**

10. Plaintiff, James Brannan, as set forth in the accompanying certification, incorporated by reference herein, purchased Bausch securities at artificially inflated prices during the Class Period and has been damaged thereby.

11. Defendant Bausch is a New York corporations with its principal executive offices locates at One Bausch & Lomb Place, Rochester, New York, 14604.

12. Defendant Ronald L. Zarrella (“Zarrella”) was, at all relevant times, the Company’s Chairman, Chief Executive Officer and Chairman of Executive Committee.

13. Defendant Stephen C. McCluski (“McCluski”) was, at all relevant times, the Company’s, Chief Financial Officer, Principal Accounting Officer and Senior Vice President.

14. Defendant John M. Loughlin (“Loughlin”) was, at all relevant times, the Company’s Regional Vice President.

15. Defendant Dwain L. Hahs (“Hahs”) was, at all relevant times, the Company’s vice President of Global Operations.

16. Defendant Angela J. Panzarella (“Panzarella”) was, at all relevant times, the Company’s Vice President.

17. Defendant Robert B. Stiles (“Stiles”) was, at all relevant times, the Company’s Senior Vice President and General Counsel.

18. Defendant Kamal Sarbadhikari (“Sarbadhikari”) was, at all relevant times, the Company’s Vice President of the Company’s Regulatory and Quality Affairs.

19. Defendant Geoffrey F. Ide (“Ide”) was, at all relevant times, the Company’s Regional Vice President.

20. Defendant William H. Waltrip (“Waltrip”) was, at all relevant times, the Company’s Lead Director.

21. Defendants Zarella, McCluski, Loughlin, Hahs, Panzarella, Stiles, Sarbadhikari, Ide and Waltrip are referred to hereinafter as the “Individual Defendants.” The Individual Defendants, because of their positions with the Company, possessed the power and authority to control the contents of Bausch’s quarterly reports, press releases and presentations to securities analysts, money and portfolio managers and institutional investors, i.e., the market. Each defendant was provided with copies of the Company’s reports and press releases alleged herein to be misleading prior to or shortly after their issuance and had the ability and opportunity to prevent their issuance or cause them to be corrected. Because of their positions and access to material non-public information available to them, each of these defendants knew that the adverse facts specified herein had not been disclosed to and were being concealed from the public and that the positive representations which were being made were then materially false and misleading. The Individual Defendants are liable for the false statements pleaded herein, as those statements were each “group-published” information, the result of the collective actions of the Individual Defendants.

## **SUBSTANTIVE ALLEGATIONS**

### **Background**

22. Bausch engages in the development, manufacture, and marketing of eye health products. The Company offers its products in five product categories: contact lens, lens care, pharmaceuticals, cataract and vitreoretinal, and refractive. Contact lens product category includes replacement and daily disposable, multifocal, continuous wear, and toric soft lenses; and rigid gas permeable lenses and materials. Lens care product category comprises multipurpose solutions,

enzyme cleaners, and saline solutions. Pharmaceuticals product category includes generic and branded prescription ophthalmic pharmaceuticals, ocular vitamins, over-the-counter medications, nutraceuticals, and vision accessories. Cataract and vitreoretinal product category comprises intraocular lenses and phacoemulsification equipment, as well as disposable surgical packs and instruments. Refractive product category comprises lasers, microkeratomes, diagnostic equipment, and other products used in the laser in-situ keratomileusis surgical procedure.

### **Pre Class Period Statements**

23. On March 21, 2003, Bausch filed its annual report with the SEC on Form 10-K. The Company's Form 10-K was signed by defendants Zarrella and McCluski and reaffirmed the following financial results for the three years ended December 30, 2000, December 29, 2001 and December 28, 2002:

Amounts In Millions - Except Per Share Data

	2000	2001	2002
Business Results			
Net Sales 1	\$1,718.70	\$1,665.50	\$1,816.70
Segment Earnings	277.8	161.7	256.8
Operating Earnings – Reported	141.9	86.7	149.7
Income from Continuing Operations	82	42	72.5
Net Income	83.4	21.2	72.5
Per Share:			
Continuing operations – diluted	1.49	0.78	1.34
Net income – diluted	1.52	0.39	1.34
Dividends declared	1.04	1.04	0.65
Shareholders' equity at year end – diluted	18.99	18.15	18.85
Capital Expenditures	95	96.4	91.9
Working Capital	899.8	693.7	455.7
Diluted Common Shares Outstanding (000's)	54,724	53,715	53,997
Return on Average Shareholders' Equity	7.90%	2.10%	7.40%
Return on Invested Capital	6.10%	3.10%	6.00%
High/Low Stock Price	\$80.88 - \$33.56	\$54.93 - \$27.20	\$44.80 - \$27.17

24. The statements contained in ¶23 were materially false and misleading when made because defendants failed to disclose or indicate the following: (1) that the Company's Brazilian subsidiary engaged in improper management and accounting practices, which resulted in tax assessments against the Company by Brazilian authorities; (2) that the Company's Korean subsidiary improperly recognized revenue; (3) that the Company lacked adequate internal controls; (4) that the Company's financial results were in violation of GAAP; and (5) that the Company's financial results were materially inflated at all relevant times.

**Statements Issued**  
**During The Class Period**

25. The Class Period commences on January 27, 2005. At that time, Bausch issued a press release entitled "Bausch & Lomb's 2004 Revenues Grow 11 Percent, Generating \$2.93 Earnings Per Share." Therein, the Company, in relevant part, stated:

Full-Year Results

Full-year worldwide net sales of \$2.23 billion increased 11 percent from \$2.02 billion in 2003, and were up six percent excluding the positive benefit of changes in foreign currency exchange rates. Growth was reported for all product categories in each geographic segment.

Full-year GAAP earnings per share were \$2.93 in 2004. In 2003, GAAP earnings per share were \$2.34 and included certain significant items as well as the cumulative effect of a change in accounting principle. Excluding those items, 2004 earnings per share increased 29 percent on a comparable-basis from 2003.

Full-year comparable-basis operating margins increased to 12.5 percent of sales in 2004 from 11.6 percent of sales in the prior year. Gross margins expanded to 58.1 percent of sales from 57.5 percent of sales in 2003. This improvement, combined with lower selling, general and administrative expenses as a percentage of sales, was partially offset by higher investment in research and development.

For the full year, comparable-basis research and development expense increased 13 percent to \$162.5 million, or 7.3 percent of sales.

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“We are very pleased with the strong results reported for both the fourth quarter and all of 2004, which clearly demonstrate that the Company is beyond the turnaround stage,” said Bausch & Lomb Chairman and Chief Executive Officer Ronald L. Zarrella. “Led by improved operational performance, we surpassed the earnings per share expectations we established at the beginning of the year and exited 2004 with increased momentum. We are well positioned for accelerated sales growth and continued strong financial performance in 2005.”

26. On March 9, 2005, Bausch filed its annual report with the SEC on Form 10-K. The Company’s Form 10-K was signed by defendants Zarrella and McCluski and reaffirmed the Company’s previously announced financial results.

With respect to its financial results, the Company represented:

#### Financial Overview

The Company reported net income of \$160 or \$2.93 per share for the year ended December 25, 2004, compared to 2003 net income of \$126 or \$2.34 per share and 2002 net income of \$73 or \$1.34 per share. Net income for the year ended December 27, 2003 includes a charge of \$1 or \$0.02 per share as a cumulative change in accounting principle related to the adoption of Statement of Financial Accounting Standards (SFAS) No. 143 on December 29, 2002, as described in Note 19 <sup>3</sup>/<sub>4</sub> Supplemental Balance Sheet Information.

27. Additionally, the Company’s Form 10-K reaffirmed Bausch financial results for the three years ended December 25, 2004, December 27, 2003, and December 28, 2002, as evidenced by the following Chart:

Statements of Income

For the Years Ended

December 25, 2004, December 27, 2003 and December 28, 2002

Dollar Amounts in Millions Except Per Share Data	2004	2003	2002
Net Sales	\$2,232.3	\$2,019.5	\$1,816.7
Costs and Expenses			
Cost of products sold	934.9	858.0	797.1
Selling, administrative and general	855.3	782.3	692.5
Research and development	162.5	149.9	128.4
Restructuring (reversal) charges and asset write-offs	-	-6.3	49.0
	1,952.7	1,783.9	1,667.0
Operating Income	279.6	235.6	149.7
Other (Income) Expense			
Interest and investment income	-13.8	-15.7	-44.9
Interest expense	48.4	54.2	53.9
Foreign currency, net	-1.8	0.1	3.7
Net Income	\$159.6	\$125.5	\$72.5
Basic Earnings (Loss) Per Share:			
Before Cumulative Effect of Change in Accounting Principle	\$3.03	\$2.39	\$1.35
Cumulative Effect of Change in Accounting Principle	-	-0.02	-
	\$3.03	\$2.37	\$1.35
Average Shares Outstanding - Basic (000s)	52,670	53,019	53,832
Diluted Earnings (Loss) Per Share:			
Before Cumulative Effect of Change in Accounting Principle	\$2.93	\$2.36	\$1.34
Cumulative Effect of Change in Accounting Principle	-	-0.02	-
	\$2.93	\$2.34	\$1.34
Average Shares Outstanding - Diluted (000s)	54,504	53,519	53,997

28. The Company's Form 10-K included the following discussion of the Company's internal controls and procedures:

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures - As of the end of the period covered by this report, the Company carried out an evaluation, under the supervision and with the participation of the Company's Chairman and Chief Executive Officer along with the Company's Senior Vice President and Chief Financial Officer, of the effectiveness of disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based on such evaluation, the Company's Chairman and Chief Executive Officer and the Company's Senior Vice President and Chief Financial Officer have concluded that as of the end of the period covered by this report, the

Company's disclosure controls and procedures were effective in timely alerting them to material information relating to the Company (including its consolidated subsidiaries) required to be included in the Company's periodic filings with the Securities and Exchange Commission.

Management's Report on Internal Control Over Financial Reporting - Management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Exchange Act. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America.

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Management conducted an evaluation of the effectiveness of internal control over financial reporting based on the framework in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, management concluded that the Company's internal control over financial reporting was effective as of December 25, 2004. Management's assessment of the effectiveness of the Company's internal control over financial reporting has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which is included herein.

Changes in Internal Controls - During the last fiscal year, the Company continued to implement its global enterprise reporting system at its commercial operations and shared financial services center in the United Kingdom and at certain manufacturing facilities in the U.S. and Europe. Other than the foregoing, there were no changes in the Company's internal control over financial reporting that occurred during the Company's last fiscal year that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting. The Company is continuing to implement the global enterprise reporting system, and in that process, expects that there will be future material changes in internal controls as a result of this implementation.

29. Additionally, the Company's Form 10-K contained the following certifications required by the Sarbanes-Oxley Act, signed by defendants Zarella and McCluski:

**Bausch & Lomb Incorporated**  
**Certification Pursuant to Section 302 of the Sarbanes-Oxley**  
**Act of 2002**

1. I have reviewed this annual report on Form 10-K of Bausch & Lomb Incorporated;
  
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
  
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
  
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

**Certification Pursuant to Section 906 of the Sarbanes-Oxley  
Act of 2002, 18 U.S.C. Section 1350**

1. the Annual Report on Form 10-K of the Company for the annual period ended December 25, 2004 as filed with the Securities and Exchange Commission on the date hereof (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

30. On April 19, 2005, Bausch issued a press release entitled “Bausch & Lomb Reports Solid First Quarter.” Therein, the Company, in relevant part, stated:

Bausch & Lomb (NYSE:BOL) today released results for the first quarter ended March 26, 2005. Total reported sales of \$554.3 million increased nine percent over the \$510.3 million reported in the first quarter of 2004, or six percent on a constant-currency basis. The Company's lens care category led sales growth, increasing 13 percent in the quarter (11 percent in constant currency), primarily reflecting the timing of a significant order from a major U.S. retail customer.

First-quarter earnings per share rose 47 percent to \$0.63, compared to \$0.43 a year ago, reflecting a favorable sales mix due to the strong lens care performance, partially offset by increased investment in research and development, and higher selling, general and administrative expenses.

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"This was a solid first quarter," said Bausch & Lomb Chairman and Chief Executive Officer Ronald L. Zarrella. "Strong overall operating performance generated about three cents of earnings upside compared to our expectations. That was augmented by the earnings impact from higher-than-anticipated lens care sales. While the majority of the lens care upside was associated with the timing of a major customer promotion that shifted sales from the second quarter to the first, we believe some of it was incremental to our previous expectations. As a result, we have increased full-year EPS guidance from \$3.40 to \$3.45."

31. On July 27, 2005, Bausch issued a press release entitled “Bausch & Lomb Earns 81 Cents Per Share on Seven-Percent Sales Gain.” Therein, the Company, in relevant part, stated:

Bausch & Lomb (NYSE:BOL) today reported results for its second quarter ended June 25, 2005. Worldwide net sales of \$608.3 million increased seven percent from \$566.5 million in the 2004 period, and were up five percent on a constant-currency basis. Gains were reported in each of the Company's geographic segments and product

categories. Earnings per share of \$0.81 increased seven percent from 2004.

For the first six months of 2005, net sales were \$1.16 billion, and increased eight percent, or five percent on a constant-currency basis, versus 2004. First-half earnings per share of \$1.44 increased 21 percent from a year ago.

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"We were very satisfied with our second-quarter performance," said Bausch & Lomb Chairman and Chief Executive Officer Ronald L. Zarrella, "and from an earnings perspective, first-half results were a bit ahead of our expectations. Given our performance to date, and recognizing that new products and further share gains are expected to accelerate top-line growth in the second half of 2005, we have upwardly revised our outlook for the full year."

32. The statements contained in ¶¶ 25-31 were materially false and misleading when made because defendants failed to disclose or indicate the following: (1) that the Company's Brazilian subsidiary engaged in improper management and accounting practices, which resulted in tax assessments against the Company by Brazilian authorities; (2) that the Company's Korean subsidiary improperly recognized revenue; (3) that the Company lacked adequate internal controls; (4) that the Company's financial results were in violation of Generally Accepted Accounting Principals ("GAAP"); and (5) that the Company's financial results were materially inflated at all relevant times.

### **The Truth Begins to Emerge**

33. On October 26, 2005, Bausch issued a press release entitled "Bausch & Lomb Reports Preliminary Third-Quarter Results." Therein, the Company, in relevant part, stated:

Investigation into Matters Pertaining to BL Industria Otica Ltda.

In September of 2005, the Audit Committee of the Board of Directors commenced an independent investigation into allegations of misconduct by the management of BLIO, which had been reported to the Company's senior management by a BLIO employee pursuant to the Company's established compliance program. The Audit Committee has engaged the law firm of Cahill Gordon & Reindel LLP to assist with the investigation. Bausch & Lomb also voluntarily reported these matters to the staff of the Northeast Regional Office of the Securities and Exchange Commission, which has commenced an informal inquiry into the matter.

The Audit Committee's independent investigation to date has determined that the general manager, the controller and other employees of BLIO, in violation of Company policies, engaged in improper management and accounting practices, including, among other things, the mischaracterization of approximately \$600,000 in expenses to fund an approximately \$1.5 million, unauthorized local pension arrangement for the benefit of themselves and other members of local management, the avoidance of Brazilian payroll tax obligations, the amount of which has not yet been determined, and the misuse of Company assets for personal benefit.

Also as a result of the Audit Committee's investigation, it was learned that certain Brazilian tax authorities have made tax assessments relating to or arising from Brazilian VAT, social contribution, income and certain import-related taxes against BLIO for unpaid taxes totaling approximately \$5 million, interest of approximately \$7 million, plus approximately \$21 million in claimed penalties which relate back to various earlier periods. Appropriate reserves relating to these assessments were not reflected by BLIO in its subsidiary financial statements, as required by the Company's established policies and procedures. The Company recently retained Baker & McKenzie as tax counsel in Brazil to evaluate these assessments. Based on management's evaluation, in consultation with Baker & McKenzie, the Company is recording a reserve of approximately \$22 million with respect to these Brazilian tax matters, which is included in the preliminary financial results announced today and which yields an after-tax charge of \$19.6 million. The Company currently believes it has grounds on which to reduce certain of these Brazilian tax assessments and intends to raise them within the appeal process provided by the Brazilian tax system. There can be no assurance that

the Company's reserve for these tax matters will not be required to be materially increased or recorded in a different period.

Bausch & Lomb has terminated the employment of the general manager and the controller of BLIO, and will consider further action when the Audit Committee's independent investigation is completed. The director of operations for BLIO is serving as acting general manager of the subsidiary pending conclusion of the investigation.

The Company indicated that it may delay the filing of its Quarterly Report on Form 10-Q for the third quarter, which is due on November 3, in order to allow for the Audit Committee's independent investigation, and the Company's evaluation of these issues, to be concluded and for the required quarterly review procedures to be completed by PricewaterhouseCoopers. The Company is unable to predict the ultimate outcome of the investigation, or the timing of its conclusion. The Company will also consider, in consultation with PricewaterhouseCoopers, whether any restatement of prior-period financial statements would be required under generally accepted accounting principles with respect to the matters described above. In addition, the Company will complete its required assessment of the Company's internal control over financial reporting, including, in particular, its control over foreign tax matters, and whether there has been any material weakness in the Company's internal controls.

34. On December 22, 2005, Bausch issued a press release entitled “Bausch & Lomb Provides Update on Internal Investigation Related to Brazil Subsidiary and Its Impact on Third Quarter 2005 Results; Will Restate Financial Results for Prior Periods; Audit Committee Commences Independent Investigation Into Allegations of Improper Sales Practices in Korean Subsidiary.” Therein, the Company, in relevant part, stated:

Bausch & Lomb (NYSE:BOL) today provided an update on the investigation, previously reported on October 26, 2005, into allegations of improper conduct by management of its Brazilian subsidiary, BL Industria Otica Ltda. (BLIO) and tax assessments against BLIO by Brazilian taxing authorities that related to several prior years. The Company has concluded, based on the investigation, that certain prior-period financial statements will be required to be restated. In addition, the Company has preliminarily identified a

material weakness in its controls over financial reporting relating to detection and prevention of local management's fraudulent override of Brazil tax reporting controls. Bausch & Lomb also announced today that the Audit Committee of its Board of Directors has commenced an independent investigation into revenue recognition practices in its Korean subsidiary. Information provided on each of these matters is presented below.

#### Brazil Matters

On October 26, 2005, the Company reported preliminary results of operations for the third quarter and nine months ended September 24, 2005, pending the results of an investigation into allegations of improper conduct by management of the Company's Brazilian subsidiary, BL Industria Otica Ltda., and past tax assessments against BLIO by Brazilian taxing authorities. BLIO accounted for approximately \$20 million in net sales in 2004, which is less than one percent of Bausch & Lomb's consolidated revenues.

As described in the October 26 release, in September of 2005, the Audit Committee of the Board of Directors commenced an independent investigation into allegations of misconduct by the management of BLIO, which had been reported to the Company's senior management by a BLIO employee pursuant to the Company's established compliance program. The Audit Committee engaged the law firm of Cahill Gordon & Reindel LLP to assist with the investigation. Bausch & Lomb also voluntarily reported these matters to the staff of the Northeast Regional Office of the Securities and Exchange Commission, which commenced an informal inquiry into the matter.

The Audit Committee's independent investigation determined that the general manager, the controller and other employees of BLIO, in violation of Company policies, engaged in improper management and accounting practices, including, among other things, the mischaracterization of approximately \$600,000 in expenses to fund an approximately \$1.5 million unauthorized local pension arrangement for the benefit of themselves and other members of local management, the avoidance of Brazilian payroll tax obligations, and the misuse of Company assets for personal benefit. As noted in the

October 26 release, Bausch & Lomb has terminated the employment of the BLIO general manager and BLIO controller.

Also as a result of the Audit Committee's investigation, it was learned that certain Brazilian tax authorities have made tax assessments relating to or arising from Brazilian VAT, social contribution, income and certain import-related taxes against BLIO for unpaid taxes totaling approximately \$5 million, interest of approximately \$7 million, plus approximately \$21 million in claimed penalties which relate back to various earlier periods. These assessments include approximately \$19 million in penalties arising from tax-credit transactions involving BLIO and third parties, alleged by Brazilian tax authorities to have been fraudulently structured and implemented.

Appropriate reserves relating to these assessments were not reflected by BLIO in its subsidiary financial statements, as required by the Company's established policies and procedures. In its October 26 release, the Company indicated that, based on its assessments, in consultation with outside tax counsel, of the outstanding Brazil tax matters, it was recording a reserve in the Company's third quarter financial statement of approximately \$22 million, yielding an after-tax charge of \$19.6 million. The Company also cautioned in the October 26 release that there could be no assurance that the reserve for these tax matters would not be required to be materially increased or recorded in a different period.

The Audit Committee's independent investigation to date has not found any evidence indicating that anyone outside of BLIO was aware of or involved in the misconduct uncovered by the investigation, and it found evidence indicating that BLIO's former general manager and controller caused misleading records to be created in order to prevent Bausch & Lomb's senior management and its auditors from detecting this misconduct.

In the October 26 release, and in subsequent public announcements dated November 3 and November 30, 2005, the Company indicated that it would consider, in consultation with its independent public accountants, PricewaterhouseCoopers, LLP, whether any restatement of prior-period financial statements would be required under generally accepted accounting principles with respect to the BLIO matters, and that it would complete its required assessment of the Company's internal control over financial reporting, and whether

there has been any material weakness in the Company's internal controls.

The Audit Committee's investigation of the BLIO matters is substantially complete. On December 22, 2005, the Board of Directors, on recommendation of the Audit Committee and management, concluded that the Company should restate certain previously issued financial statements, as described below.

#### Restatement of Financial Information

The Company expects to restate its financial results for the fiscal years ended 2000, 2001, 2002, 2003, 2004, as well as the first and second quarters of 2005. Accordingly, the financial statements contained in the following Company filings with the Securities and Exchange Commission should no longer be relied upon:

Annual Report on Form 10-K for the year ended December 25, 2004; Quarterly Report on Form 10-Q for the quarterly period ended March 26, 2005; and Quarterly Report on Form 10-Q for the quarterly period ended June 25, 2005.

The estimated earnings impact (in millions except per share amounts) on the interim 2005 periods, and each of the years from 2000 through 2004 is as set forth in the table of estimated restatement impacts included in this news release, though there can be no assurance that these current estimates will not be required to be materially adjusted when the restated financial statements are filed.

The restated financial statements will be included in the Company's Annual Report on Form 10-K/A for its fiscal year ended December 25, 2004 and the Quarterly Reports on Form 10-Q/A for the periods ended March 26, 2005, and June 25, 2005, when these are filed. The Company also expects to file its delayed Quarterly Report on Form 10-Q for the period ended September 24, 2005, pending completion of the Audit Committee's continuing independent investigation into the Korea matters described below.

#### Accounting for the BLIO Matters

As previously reported on October 26, 2005, in connection with the Audit Committee investigation of the BLIO matters, the Company learned that certain Brazilian tax authorities have made tax assessments relating to or arising from Brazilian VAT, social contribution, income and certain import-related taxes against BLIO for a total of approximately \$33 million in unpaid taxes, interest and claimed penalties which relate back to various earlier periods, as described above. In addition, the Company learned that BLIO had failed to comply with local payroll tax obligations. The Company has conducted a further review of these tax matters, and has determined that an after-tax accrual of \$26.1 million (at September 2005 exchange rates) is appropriate. This after-tax accrual reflects an increase of approximately \$6 million from the \$19.6 million after-tax charge which the Company had reported in the October 26 release. This increase is primarily attributable to the Company's further evaluation of the outstanding tax assessments identified above, plus a subsequent payment of approximately \$1 million against the previously unquantified payroll taxes and penalties, which the Company made voluntarily in November 2005. The Company continues to believe it has grounds on which to reduce certain of these outstanding Brazilian tax assessments and intends to raise them within the appeal process provided by the Brazilian tax system.

Also in connection with the Audit Committee investigation of the BLIO matters, it appears that recognition of all adjustments relating to or arising from Brazilian VAT, social contribution, payroll, income and certain import-related taxes against BLIO for unpaid taxes, interest and claimed penalties which relate back to various earlier periods, would be material to fiscal 2005 (i.e., Q3 quarter-to-date 2005, Q3 year-to-date 2005 and projected fiscal year 2005) and to certain prior periods. As such, the Company has determined that it is required to restate the Company's financial statements for certain prior periods to account properly for the impact of the BLIO tax matters. The approximate estimated impact of the Brazil matters on prior fiscal periods is summarized in the table of estimated restatement impacts included herein, though there can be no assurance that these current estimates will not be required to be materially adjusted when the restated financial statements are filed.

Of the \$26.1 million after tax accrual related to the BLIO matters, approximately \$400 thousand relates to the third quarter of 2005. Accordingly, Bausch & Lomb's third quarter GAAP net earnings are expected to be approximately \$19.2 million higher than the

previously reported preliminary amounts, reflecting the reallocation of BLIO reserves into prior periods. As with the other estimated restatement impacts included herein, there can be no assurance that these estimates will not be required to be materially adjusted when the restated financial statements are filed.

#### Accounting Estimates and Accrual Reconciliations

Current accounting practice requires that when a restatement of previously filed financial statements is appropriate for any reason, the Company also review all accounting entries, including out-of-period adjustments, made in the periods covered by the restatement and correct such entries at the time of the restatement. Accordingly, the Company has reviewed other unrelated accounting entries made in the periods covered by the expected restatement and determined that certain entries, while not individually or in the aggregate material to the periods in which they were recorded or to the relevant prior periods, in light of the expected restatement, are now required to be recorded in the prior periods to which they relate. Correcting these items is expected to result in adjustments to reported income of the Company as set forth in the table of estimated restatement impacts included herein, though there can be no assurance that these current estimates will not be required to be materially adjusted when the restated financial statements are filed. In addition, application of 2005 year-end procedures could result in additional out-of-period entries being identified and recorded in the prior periods to which they relate.

#### ESTIMATED RESTAMENT IMPACT

The estimated earning impact on all impacted periods is as set forth below:

<b>Fiscal Period</b>	<b>Net Income As Previously Reported</b>	<b>Brazil Matters</b>	<b>Other Items</b>	<b>Net Income As Restated</b>	<b>Total Net Income Change As Percentage of Previously Reported Net Income</b>
Six Months Ended June 25, 2005	\$79.6	\$(0.9)	\$(0.6)	\$78.1	(1.9%)
Second Quarter Ended June 25, 2005	45.0	(0.3)	-	44.7	(0.7%)
First Quarter Ended March 26, 2005	34.5	(0.2)	(1.0)	33.3	(3.4%)
Year Ended December 25, 2004	159.6	(0.7)	-	158.9	(0.4%)

Year Ended December 27, 2003	125.5	(5.9)	(4.0)	115.6	(7.9%)
Year Ended December 28, 2002	72.5	(6.6)	(3.7)	62.2	(14.1%)
Year Ended December 29, 2001	21.2	(5.6)	1.3	16.9	(20.2%)
Year Ended December 30, 2000	83.4	(2.1)	0.6	81.9	(1.8%)

#### Section 404 of the Sarbanes-Oxley Act

In 2005, as in 2004, the Company has undergone a comprehensive effort to comply with Section 404 of the Sarbanes-Oxley Act of 2002 ("Section 404") and plans to issue the results of these efforts upon filing its Annual Report on Form 10-K for the fiscal year ended December 31, 2005 (the "10-K"). The Company's Section 404 compliance efforts included documenting, evaluating the design, and testing the effectiveness of its internal control over financial reporting.

A material weakness is a control deficiency, or combination of control deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. In connection with the BLIO investigation, the Company has preliminarily identified a material weakness relating to detection and prevention of local management's fraudulent override of Brazil tax reporting controls. This has led to the untimely identification and resolution of certain tax accounting matters with respect to BLIO and has resulted in the above-described restatement of the previously issued financial statements. The Company has taken and will take specific actions to address this situation, including (i) terminating the employment of BLIO's general manager and its controller, (ii) enhancing central oversight of tax reporting in Brazil and other small non-U.S. operations, including by enhancing third-party annual reviews of subsidiary tax returns and accounts, and (iii) changing the relationship of the operational finance organization to a direct reporting relationship to the Company Controller. In addition, it is expected that items (ii) and (iii) above will enhance controls in other Company operations. Further, management believes that improvements it has made to its communication, investigation and resolution of whistleblower activities as well as the communication of its Code of Conduct, fosters a culture that encourages those with concerns about such management override to bring those to the attention of Bausch & Lomb senior management.

The Company continues to address the situation described above and management believes these measures will be sufficient to remediate such a material weakness. However, as a result of the preliminary identification of this material weakness in late 2005, management cannot provide assurance that this material weakness will be remediated by the time management concludes its testing and assessment of internal control over financial reporting for the year ending December 31, 2005.

The Company continues to assess its findings and has not reached a conclusion as to whether there are likely to be any other material weaknesses to report under Section 404. Since management has not completed its testing and evaluation of the Company's internal control over financial reporting and the control deficiencies identified to date in 2005, and in light of the pending Audit Committee investigation described below, the Company's management may ultimately identify additional control deficiencies as being material weaknesses. The Company will conclude its analyses and report its findings when it files its Annual Report on Form 10-K for the period ending December 31, 2005.

In addition, in connection with the expected filing of the Form 10-K/A and Form 10-Q/A's, the Company will formally conclude on the effect of the restatements as it relates to the Company's previously reported assessments of the effectiveness of its internal control over financial reporting as of December 25, 2004. As noted above, based on the BLIO investigation commenced in September 2005, the company has preliminarily identified a material weakness relating to detection and prevention of management fraud that likely existed on December 25, 2004, the date as of which management previously reported on its assessment of internal controls. As a result, the Company's previous conclusion as of December 25, 2004 - which was based on the procedures then performed and the information then known to it - that is internal control over financial reporting was effective should no longer be relied upon. The Company will conclude its analysis and report its findings when it files an Amended Annual Report on Form 10-KA for the period ended December 25, 2004.

Management and the Company's Audit Committee discussed with PricewaterhouseCoopers LLP, the Company's independent registered public accounting firm, the matters disclosed above. PricewaterhouseCoopers has not audited the proposed adjustments

and estimates of earnings impacts from the expected restatement set forth in this news release.

### Korea Investigation

On October 26, 2005, in connection with the Company's ongoing efforts to enhance its ethics and compliance program and to address the issues raised by the Audit Committee's investigation of the BLIO matters, Ronald L. Zarrella, the Company's chairman and chief executive officer, sent a communication to all Bausch & Lomb employees in which he reminded them of Bausch & Lomb's ethical standards and expectations and encouraged employees to continue to use all available channels of communication to report any possible violations of Company policies.

Thereafter, in late November 2005, following employee reports regarding possibly improper sales practices in the Company's Korean subsidiary (Bausch & Lomb Korea Co. Ltd.), the Audit Committee commenced an independent investigation into revenue recognition practices in the Korean subsidiary. This subsidiary accounted for approximately \$33 million in net sales in 2004. This investigation also has been voluntarily reported to the Northeast Regional Office of the Securities and Exchange Commission.

The Audit Committee investigation is in its early stages and therefore it is not possible at this time to predict its outcome or the timing of its conclusion. As was the case with the now substantially completed investigation of the BLIO matters, the Company will consider, in consultation with PricewaterhouseCoopers, whether any additional adjustment to prior-period financial statements would be required under GAAP as a result of the Korean subsidiary investigation, and, as noted above, will also assess whether the ultimate findings of the Korean subsidiary investigation indicate any control deficiencies that constitute a material weakness in the Company's internal controls of financial reporting.

This news release contains, among other things, certain statements of a forward-looking nature relating to future events or the future business performance of Bausch & Lomb. Such statements involve a number of risks and uncertainties including, without limitation, those concerning global and local economic, political and sociological conditions; currency exchange rates; government pricing changes and

initiatives with respect to healthcare products; changes in laws and regulations relating to the Company's products and the import and export of such products; product development and rationalization; enrollment and completion of clinical trials; the ability of the Company to obtain regulatory approvals; the outcome of litigation; the outcome of the Audit Committee's continuing independent investigations described in this news release; the outcome of PriceWaterhouseCoopers' quarterly review process in connection with the filing of the Company's Quarterly Report on Form 10-Q for the third quarter of fiscal 2005; the filing of the Company's 10-Q for that quarter; the Company's evaluation of whether any restatement with respect to the matters described in this release would be required under generally accepted accounting principles; the success of product introductions; the possibility that the market for the sale of certain products and services may not develop as expected; the financial well-being of key customers, development partners and suppliers; the successful execution of marketing strategies; continued efforts in managing and reducing costs and expenses; the successful repatriation of funds under the American Jobs Creation Act of 2004; the successful completion and integration of business acquisitions; the Company's success in introducing and implementing its enterprise-wide information technology initiatives, including the corresponding impact on internal controls and reporting; the Company's success in the process of management testing, including evaluation of results; continued positive relations with third party financing sources and the risk factors listed from time to time in the Company's SEC filings, including but not limited to the Current Report on Form 8-K, dated June 14, 2002 and the Form 10-Q for the quarter ended June 25, 2005.

35. On this news, shares of Bausch fell \$7.07 per share, or 8.94 percent, on December 23, 2005, to close at \$72.00 per share.

#### **PLAINTIFF'S CLASS ACTION ALLEGATIONS**

36. Plaintiff brings this action as a class action pursuant to Federal Rule of Civil Procedure 23(a) and (b)(3) on behalf of a Class, consisting of all those who purchased the securities of Bausch between January 27, 2005 and December 22, 2005, inclusive (the "Class Period") and who were damaged thereby. Excluded from the Class are defendants, the officers and directors of the

Company, at all relevant times, members of their immediate families and their legal representatives, heirs, successors or assigns and any entity in which defendants have or had a controlling interest.

37. The members of the Class are so numerous that joinder of all members is impracticable. Throughout the Class Period, Bausch's securities were actively traded on the New York Stock Exchange ("NYSE"). While the exact number of Class members is unknown to Plaintiff at this time and can only be ascertained through appropriate discovery, Plaintiff believes that there are hundreds or thousands of members in the proposed Class. Record owners and other members of the Class may be identified from records maintained by Bausch or its transfer agent and may be notified of the pendency of this action by mail, using the form of notice similar to that customarily used in securities class actions.

38. Plaintiff's claims are typical of the claims of the members of the Class as all members of the Class are similarly affected by defendants' wrongful conduct in violation of federal law that is complained of herein.

39. Plaintiff will fairly and adequately protect the interests of the members of the Class and has retained counsel competent and experienced in class and securities litigation.

40. Common questions of law and fact exist as to all members of the Class and predominate over any questions solely affecting individual members of the Class. Among the questions of law and fact common to the Class are:

a. whether the federal securities laws were violated by defendants' acts as alleged herein;

b. whether statements made by defendants to the investing public during the Class Period misrepresented material facts about the business, operations and management of Bausch; and

c. to what extent the members of the Class have sustained damages and the proper measure of damages.

41. A class action is superior to all other available methods for the fair and efficient adjudication of this controversy since joinder of all members is impracticable. Furthermore, as the damages suffered by individual Class members may be relatively small, the expense and burden of individual litigation make it impossible for members of the Class to individually redress the wrongs done to them. There will be no difficulty in the management of this action as a class action.

#### **UNDISCLOSED ADVERSE FACTS**

42. The market for Bausch's securities was open, well-developed and efficient at all relevant times. As a result of these materially false and misleading statements and failures to disclose, Bausch's securities traded at artificially inflated prices during the Class Period. Plaintiff and other members of the Class purchased or otherwise acquired Bausch securities relying upon the integrity of the market price of Bausch's securities and market information relating to Bausch, and have been damaged thereby.

43. During the Class Period, defendants materially misled the investing public, thereby inflating the price of Bausch's securities, by publicly issuing false and misleading statements and omitting to disclose material facts necessary to make defendants' statements, as set forth herein, not false and misleading. Said statements and omissions were materially false and misleading in that

they failed to disclose material adverse information and misrepresented the truth about the Company, its business and operations, as alleged herein.

44. At all relevant times, the material misrepresentations and omissions particularized in this Complaint directly or proximately caused or were a substantial contributing cause of the damages sustained by Plaintiff and other members of the Class. As described herein, during the Class Period, defendants made or caused to be made a series of materially false or misleading statements about Bausch's business, prospects and operations. These material misstatements and omissions had the cause and effect of creating in the market an unrealistically positive assessment of Bausch and its business, prospects and operations, thus causing the Company's securities to be overvalued and artificially inflated at all relevant times. Defendants' materially false and misleading statements during the Class Period resulted in Plaintiff and other members of the Class purchasing the Company's securities at artificially inflated prices, thus causing the damages complained of herein.

#### **LOSS CAUSATION**

45. Defendants' wrongful conduct, as alleged herein, directly and proximately caused the economic loss suffered by Plaintiff and the Class.

46. During the Class Period, Plaintiff and the Class purchased securities of Bausch at artificially inflated prices and were damaged thereby. The price of Bausch common stock declined when the misrepresentations made to the market, and/or the information alleged herein to have been concealed from the market, and/or the effects thereof, were revealed, causing investors' losses.

#### **SCIENTER**

47. As alleged herein, defendants acted with scienter in that defendants knew that the public documents and statements issued or disseminated in the name of the Company were materially false and misleading; knew that such statements or documents would be issued or disseminated to the investing public; and knowingly and substantially participated or acquiesced in the issuance or dissemination of such statements or documents as primary violations of the federal securities laws. As set forth elsewhere herein in detail, defendants, by virtue of their receipt of information reflecting the true facts regarding Bausch, their control over, and/or receipt and/or modification of Bausch's allegedly materially misleading misstatements and/or their associations with the Company which made them privy to confidential proprietary information concerning Bausch, participated in the fraudulent scheme alleged herein.

48. During the Class Period, and with the Company's stock trading at artificially inflated prices, Individual Defendants sold 390,525 shares for gross proceeds of \$29,878,439, as evidenced by the chart below.

NAME	DATE	# of SHARES	PRICE	PROCEEDS
Hahs	2/15/2005	2,913	\$72.900	\$212,358
	2/15/2005	1,700	\$72.820	\$123,794
	2/15/2005	300	\$72.850	\$21,855
	5/16/2005	5,407	\$75.400	\$407,688
	8/15/2005	5,000	\$80.800	\$404,000
		<b>Total Shares</b> 15,320		<b>Total Proceeds</b> \$1,169,695
Ide	5/4/2005	3,800	\$75.250	\$285,950
	5/4/2005	3,400	\$75.320	\$256,088
	5/4/2005	3,200	\$75.200	\$240,640
	5/4/2005	3,100	\$75.210	\$233,151
	5/4/2005	1,900	\$75.400	\$143,260
	5/4/2005	1,900	\$75.030	\$142,557
	5/4/2005	1,600	\$75.380	\$120,608
	5/4/2005	1,500	\$75.100	\$112,650
	5/4/2005	1,300	\$75.110	\$97,643

	5/4/2005	1,200	\$75.350	\$90,420
	5/4/2005	1,200	\$75.300	\$90,360
	5/4/2005	1,100	\$75.290	\$82,819
	5/4/2005	900	\$75.240	\$67,716
	5/4/2005	700	\$75.040	\$52,528
	5/4/2005	500	\$75.450	\$37,725
	5/4/2005	500	\$75.310	\$37,655
	5/4/2005	500	\$75.190	\$37,595
	5/4/2005	400	\$75.370	\$30,148
	5/4/2005	400	\$75.280	\$30,112
	5/4/2005	400	\$75.270	\$30,108
	5/4/2005	400	\$75.050	\$30,020
	5/4/2005	300	\$75.230	\$22,569
	5/4/2005	200	\$75.170	\$15,034
	5/4/2005	200	\$75.120	\$15,024
	5/4/2005	100	\$75.220	\$7,522
	5/4/2005	100	\$75.160	\$7,516
	5/4/2005	100	\$75.140	\$7,514
	5/4/2005	100	\$75.060	\$7,506
		<b>Total Shares</b> 31,000		<b>Total Proceeds</b> \$2,332,438
Loughlin	2/10/2005	4,182	\$73.380	\$306,875
	2/10/2005	4,000	\$72.920	\$291,680
	2/10/2005	1,700	\$72.940	\$123,998
	2/10/2005	1,500	\$72.930	\$109,395
	2/10/2005	1,300	\$72.950	\$94,835
	2/10/2005	900	\$72.900	\$65,610
	2/10/2005	800	\$72.880	\$58,304
	2/10/2005	700	\$73.430	\$51,401
	2/10/2005	700	\$73.200	\$51,240
	2/10/2005	700	\$72.910	\$51,037
	2/10/2005	700	\$72.830	\$50,981
	2/10/2005	600	\$72.630	\$43,578
	2/10/2005	600	\$73.050	\$43,830
	2/10/2005	600	\$73.010	\$43,806
	2/10/2005	600	\$73.000	\$43,800
	2/10/2005	600	\$72.960	\$43,776
	2/10/2005	500	\$72.680	\$36,340
	2/10/2005	400	\$72.820	\$29,128
	2/10/2005	400	\$72.700	\$29,080
	2/10/2005	300	\$72.650	\$21,795
	2/10/2005	300	\$72.840	\$21,852

2/10/2005	300	\$72.750	\$21,825
2/10/2005	200	\$72.640	\$14,528
2/10/2005	200	\$72.610	\$14,522
2/10/2005	200	\$73.030	\$14,606
2/10/2005	200	\$72.870	\$14,574
2/10/2005	200	\$72.860	\$14,572
2/10/2005	200	\$72.770	\$14,554
2/10/2005	200	\$72.800	\$14,560
2/10/2005	100	\$72.620	\$7,262
2/10/2005	100	\$73.060	\$7,306
2/10/2005	100	\$73.040	\$7,304
2/10/2005	100	\$72.710	\$7,271
5/10/2005	8,100	\$76.150	\$616,815
5/10/2005	2,000	\$76.200	\$152,400
5/10/2005	1,100	\$76.130	\$83,743
5/10/2005	1,100	\$76.060	\$83,666
5/10/2005	1,000	\$76.110	\$76,110
5/10/2005	800	\$76.100	\$60,880
5/10/2005	500	\$76.080	\$38,040
5/10/2005	400	\$76.050	\$30,420
8/10/2005	8,200	\$80.600	\$660,920
8/10/2005	3,100	\$80.640	\$249,984
8/10/2005	2,400	\$80.660	\$193,584
8/10/2005	1,800	\$80.690	\$145,242
8/10/2005	900	\$80.700	\$72,630
8/10/2005	500	\$80.650	\$40,325
8/10/2005	500	\$80.750	\$40,375
8/10/2005	400	\$80.500	\$32,200
8/10/2005	400	\$80.780	\$32,312
8/10/2005	133	\$80.630	\$10,724
11/9/2005	100	\$79.400	\$7,940
11/10/2005	700	\$78.910	\$55,237
11/10/2005	700	\$79.650	\$55,755
11/10/2005	600	\$79.350	\$47,610
11/10/2005	600	\$79.350	\$47,610
11/10/2005	600	\$79.650	\$47,790
11/10/2005	600	\$79.300	\$47,580
11/10/2005	500	\$78.920	\$39,460
11/10/2005	500	\$79.300	\$39,650
11/10/2005	500	\$79.320	\$39,660
11/10/2005	500	\$79.330	\$39,665
11/10/2005	400	\$79.330	\$31,732

11/10/2005	400	\$79.440	\$31,776
11/10/2005	400	\$79.440	\$31,776
11/10/2005	300	\$79.340	\$23,802
11/10/2005	300	\$79.340	\$23,802
11/10/2005	300	\$79.580	\$23,874
11/10/2005	300	\$79.580	\$23,874
11/10/2005	300	\$79.640	\$23,892
11/10/2005	300	\$79.660	\$23,898
11/10/2005	300	\$79.660	\$23,898
11/10/2005	200	\$79.000	\$15,800
11/10/2005	200	\$79.090	\$15,818
11/10/2005	200	\$79.230	\$15,846
11/10/2005	200	\$79.640	\$15,928
11/10/2005	200	\$79.310	\$15,862
11/10/2005	200	\$79.310	\$15,862
11/10/2005	200	\$79.400	\$15,880
11/10/2005	200	\$79.400	\$15,880
11/10/2005	200	\$79.540	\$15,908
11/10/2005	200	\$79.590	\$15,918
11/10/2005	200	\$79.600	\$15,920
11/10/2005	200	\$79.630	\$15,926
11/10/2005	200	\$79.680	\$15,936
11/10/2005	200	\$79.760	\$15,952
11/10/2005	100	\$78.880	\$7,888
11/10/2005	100	\$79.270	\$7,927
11/10/2005	100	\$79.330	\$7,933
11/10/2005	100	\$79.390	\$7,939
11/10/2005	100	\$79.390	\$7,939
11/10/2005	100	\$79.540	\$7,954
11/10/2005	100	\$79.590	\$7,959
11/10/2005	100	\$79.760	\$7,976
11/10/2005	100	\$79.600	\$7,960
11/10/2005	100	\$79.630	\$7,963
11/10/2005	100	\$79.260	\$7,926
11/10/2005	100	\$79.420	\$7,942
11/10/2005	100	\$79.480	\$7,948
11/10/2005	100	\$79.550	\$7,955
11/10/2005	100	\$79.610	\$7,961
11/10/2005	100	\$79.670	\$7,967
11/10/2005	100	\$79.680	\$7,968
11/10/2005	100	\$79.680	\$7,968
11/10/2005	100	\$79.700	\$7,970

	11/10/2005	67	\$79.730	\$5,342
		<b>Total Shares</b> 71,482		<b>Total Proceeds</b> \$5,494,697
McCluski	2/15/2005	5,239	\$72.900	\$381,923
	8/10/2005	14,500	\$80.600	\$1,168,700
	8/10/2005	3,100	\$80.640	\$249,984
	8/10/2005	2,500	\$80.660	\$201,650
	8/10/2005	1,900	\$80.690	\$153,311
	8/10/2005	900	\$80.700	\$72,630
	8/10/2005	600	\$80.650	\$48,390
	8/10/2005	600	\$80.750	\$48,450
	8/10/2005	400	\$80.500	\$32,200
	8/10/2005	400	\$80.780	\$32,312
	8/10/2005	100	\$80.590	\$8,059
	8/10/2005	100	\$80.670	\$8,067
	8/10/2005	100	\$80.710	\$8,071
	8/10/2005	14,500	\$80.600	\$1,168,700
	8/10/2005	3,100	\$80.640	\$249,984
	8/10/2005	2,500	\$80.660	\$201,650
	8/10/2005	1,900	\$80.690	\$153,311
	8/10/2005	900	\$80.700	\$72,630
	8/10/2005	600	\$80.650	\$48,390
	8/10/2005	600	\$80.750	\$48,450
	8/10/2005	400	\$80.500	\$32,200
	8/10/2005	400	\$80.780	\$32,312
	8/10/2005	100	\$80.590	\$8,059
	8/10/2005	100	\$80.670	\$8,067
	8/10/2005	100	\$80.710	\$8,071
		<b>Total Shares</b> 30,439		<b>Total Proceeds</b> \$2,413,747
Panzarella	3/7/2005	900	\$72.140	\$64,926
	3/7/2005	600	\$72.160	\$43,296
	3/7/2005	210	\$72.180	\$15,158
		<b>Total Shares</b> 1,710		<b>Total Proceeds</b> \$123,380
Sarbadhikari	2/3/2005	4,500	\$73.830	\$332,235
	2/3/2005	500	\$74.000	\$37,000
	4/21/2005	1,700	\$75.760	\$128,792
	4/21/2005	100	\$75.750	\$7,575
	4/22/2005	4,100	\$75.400	\$309,140
	4/22/2005	300	\$75.440	\$22,632
	4/27/2005	23,800	\$75.800	\$1,804,040

	5/9/2005	2,100	\$76.500	\$160,650
		<b>Total Shares</b> 37,100		<b>Total Proceeds</b> \$2,802,064
Stiles	4/20/2005	3,222	\$74.310	\$239,427
	4/21/2005	2,580	\$75.000	\$193,500
	4/22/2005	20,000	\$75.070	\$1,501,400
	6/27/2005	10,000	\$80.000	\$800,000
		<b>Total Shares</b> 38,082		<b>Total Proceeds</b> \$2,900,653
Waltrip	3/8/2005	1,900	\$73.860	\$140,334
	3/8/2005	331	\$73.880	\$24,454
	5/13/2005	5,200	\$75.800	\$394,160
	5/13/2005	3,400	\$76.100	\$258,740
	5/13/2005	3,200	\$75.720	\$242,304
	5/13/2005	2,600	\$75.210	\$195,546
	5/13/2005	1,800	\$76.330	\$137,394
	5/13/2005	1,500	\$75.330	\$112,995
	5/13/2005	1,400	\$76.350	\$106,890
	5/13/2005	1,300	\$75.500	\$98,150
	5/13/2005	1,200	\$76.010	\$91,212
	5/13/2005	1,000	\$76.640	\$76,640
	5/13/2005	1,000	\$75.480	\$75,480
	5/13/2005	900	\$75.490	\$67,941
	5/13/2005	900	\$75.300	\$67,770
	5/13/2005	800	\$75.220	\$60,176
	5/13/2005	700	\$76.610	\$53,627
	5/13/2005	700	\$76.030	\$53,221
	5/13/2005	700	\$75.200	\$52,640
	5/13/2005	600	\$76.500	\$45,900
	5/13/2005	600	\$76.050	\$45,630
	5/13/2005	600	\$75.830	\$45,498
	5/13/2005	600	\$75.370	\$45,222
	5/13/2005	600	\$75.260	\$45,156
	5/13/2005	600	\$75.110	\$45,066
	5/13/2005	561	\$76.800	\$43,085
	5/13/2005	500	\$76.690	\$38,345
	5/13/2005	500	\$76.650	\$38,325
	5/13/2005	500	\$76.570	\$38,285
	5/13/2005	500	\$76.510	\$38,255
	5/13/2005	500	\$76.210	\$38,105
	5/13/2005	500	\$75.850	\$37,925
5/13/2005	500	\$75.790	\$37,895	

5/13/2005	500	\$75.740	\$37,870
5/13/2005	500	\$75.320	\$37,660
5/13/2005	500	\$75.290	\$37,645
5/13/2005	500	\$75.230	\$37,615
5/13/2005	400	\$76.360	\$30,544
5/13/2005	400	\$76.320	\$30,528
5/13/2005	400	\$76.120	\$30,448
5/13/2005	400	\$75.820	\$30,328
5/13/2005	400	\$75.560	\$30,224
5/13/2005	400	\$75.360	\$30,144
5/13/2005	400	\$75.250	\$30,100
5/13/2005	300	\$76.400	\$22,920
5/13/2005	300	\$76.200	\$22,860
5/13/2005	300	\$76.170	\$22,851
5/13/2005	300	\$75.840	\$22,752
5/13/2005	300	\$75.730	\$22,719
5/13/2005	300	\$75.700	\$22,710
5/13/2005	300	\$75.170	\$22,551
5/13/2005	200	\$76.850	\$15,370
5/13/2005	200	\$76.810	\$15,362
5/13/2005	200	\$76.620	\$15,324
5/13/2005	200	\$76.580	\$15,316
5/13/2005	200	\$76.560	\$15,312
5/13/2005	200	\$76.520	\$15,304
5/13/2005	200	\$76.390	\$15,278
5/13/2005	200	\$76.130	\$15,226
5/13/2005	200	\$75.350	\$15,070
5/13/2005	200	\$75.240	\$15,048
11/1/2005	2,400	\$73.920	\$177,408
11/1/2005	1,600	\$74.090	\$118,544
11/1/2005	1,200	\$73.860	\$88,632
11/1/2005	800	\$73.870	\$59,096
11/1/2005	600	\$73.470	\$44,082
11/1/2005	600	\$73.880	\$44,328
11/1/2005	500	\$73.680	\$36,840
11/1/2005	500	\$73.850	\$36,925
11/1/2005	400	\$73.530	\$29,412
11/1/2005	400	\$73.620	\$29,448
11/1/2005	300	\$73.380	\$22,014
11/1/2005	300	\$73.450	\$22,035
11/1/2005	300	\$73.900	\$22,170
11/1/2005	300	\$73.930	\$22,179

	11/1/2005	300	\$73.950	\$22,185
	11/1/2005	200	\$73.700	\$14,740
	11/1/2005	200	\$73.740	\$14,748
	11/1/2005	200	\$73.750	\$14,750
	11/1/2005	200	\$73.810	\$14,762
	11/1/2005	200	\$74.060	\$14,812
	11/1/2005	100	\$73.490	\$7,349
	11/1/2005	100	\$73.510	\$7,351
	11/1/2005	100	\$73.910	\$7,391
	11/1/2005	100	\$73.980	\$7,398
		<b>Total Shares</b>		<b>Total Proceeds</b>
		90,292		\$6,924,727
Zarrella	2/17/2005	2,200	\$71.890	\$158,158
	2/17/2005	2,100	\$71.260	\$149,646
	2/17/2005	1,900	\$71.450	\$135,755
	2/17/2005	1,700	\$71.130	\$120,921
	2/17/2005	1,300	\$71.850	\$93,405
	2/17/2005	1,300	\$71.100	\$92,430
	2/17/2005	1,100	\$71.840	\$79,024
	2/17/2005	1,100	\$71.200	\$78,320
	2/17/2005	1,000	\$72.030	\$72,030
	2/17/2005	800	\$71.910	\$57,528
	2/17/2005	800	\$71.180	\$56,944
	2/17/2005	700	\$71.810	\$50,267
	2/17/2005	700	\$71.170	\$49,819
	2/17/2005	600	\$71.370	\$42,822
	2/17/2005	500	\$71.150	\$35,575
	2/17/2005	400	\$71.990	\$28,796
	2/17/2005	400	\$71.870	\$28,748
	2/17/2005	400	\$71.790	\$28,716
	2/17/2005	400	\$71.750	\$28,700
	2/17/2005	400	\$71.670	\$28,668
	2/17/2005	300	\$71.860	\$21,558
	2/17/2005	300	\$71.760	\$21,528
	2/17/2005	300	\$71.610	\$21,483
	2/17/2005	300	\$71.590	\$21,477
	2/17/2005	300	\$71.580	\$21,474
	2/17/2005	300	\$71.520	\$21,456
	2/17/2005	300	\$71.190	\$21,357
	2/17/2005	300	\$71.160	\$21,348
	2/17/2005	300	\$71.140	\$21,342
	2/17/2005	300	\$71.090	\$21,327

2/17/2005	200	\$71.830	\$14,366
2/17/2005	200	\$71.820	\$14,364
2/17/2005	200	\$71.780	\$14,356
2/17/2005	200	\$71.770	\$14,354
2/17/2005	200	\$71.530	\$14,306
2/17/2005	200	\$71.120	\$14,224
2/17/2005	200	\$71.110	\$14,222
2/17/2005	100	\$72.000	\$7,200
2/17/2005	100	\$71.900	\$7,190
2/17/2005	100	\$71.880	\$7,188
2/17/2005	100	\$71.800	\$7,180
2/17/2005	100	\$71.700	\$7,170
2/17/2005	100	\$71.500	\$7,150
2/17/2005	100	\$71.230	\$7,123
5/17/2005	5,100	\$76.520	\$390,252
5/17/2005	4,600	\$76.510	\$351,946
5/17/2005	4,500	\$76.350	\$343,575
5/17/2005	2,500	\$76.300	\$190,750
5/17/2005	1,300	\$76.340	\$99,242
5/17/2005	1,200	\$76.490	\$91,788
5/17/2005	1,000	\$76.550	\$76,550
5/17/2005	1,000	\$76.410	\$76,410
5/17/2005	700	\$76.530	\$53,571
5/17/2005	700	\$76.430	\$53,501
5/17/2005	700	\$76.400	\$53,480
5/17/2005	600	\$76.330	\$45,798
5/17/2005	500	\$76.420	\$38,210
5/17/2005	300	\$76.500	\$22,950
5/17/2005	100	\$76.560	\$7,656
5/17/2005	100	\$76.380	\$7,638
5/17/2005	100	\$76.310	\$7,631
8/17/2005	1,900	\$80.650	\$153,235
8/17/2005	1,800	\$80.580	\$145,044
8/17/2005	1,400	\$80.400	\$112,560
8/17/2005	1,300	\$80.000	\$104,000
8/17/2005	1,200	\$80.110	\$96,132
8/17/2005	1,100	\$80.600	\$88,660
8/17/2005	1,000	\$79.910	\$79,910
8/17/2005	1,000	\$80.640	\$80,640
8/17/2005	800	\$80.660	\$64,528
8/17/2005	800	\$80.720	\$64,576
8/17/2005	700	\$80.680	\$56,476

8/17/2005	600	\$80.620	\$48,372
8/17/2005	600	\$80.700	\$48,420
8/17/2005	500	\$80.370	\$40,185
8/17/2005	500	\$80.180	\$40,090
8/17/2005	500	\$80.250	\$40,125
8/17/2005	400	\$79.950	\$31,980
8/17/2005	400	\$80.070	\$32,028
8/17/2005	400	\$80.500	\$32,200
8/17/2005	400	\$80.570	\$32,228
8/17/2005	400	\$80.590	\$32,236
8/17/2005	300	\$79.860	\$23,958
8/17/2005	300	\$79.940	\$23,982
8/17/2005	300	\$79.980	\$23,994
8/17/2005	300	\$80.350	\$24,105
8/17/2005	300	\$80.130	\$24,039
8/17/2005	300	\$80.290	\$24,087
8/17/2005	300	\$80.710	\$24,213
8/17/2005	200	\$79.840	\$15,968
8/17/2005	200	\$79.870	\$15,974
8/17/2005	200	\$79.900	\$15,980
8/17/2005	200	\$79.920	\$15,984
8/17/2005	200	\$79.930	\$15,986
8/17/2005	200	\$79.970	\$15,994
8/17/2005	200	\$80.010	\$16,002
8/17/2005	200	\$80.020	\$16,004
8/17/2005	200	\$80.380	\$16,076
8/17/2005	200	\$80.030	\$16,006
8/17/2005	200	\$80.050	\$16,010
8/17/2005	200	\$80.060	\$16,012
8/17/2005	200	\$80.160	\$16,032
8/17/2005	200	\$80.170	\$16,034
8/17/2005	200	\$80.410	\$16,082
8/17/2005	200	\$80.560	\$16,112
8/17/2005	200	\$80.670	\$16,134
8/17/2005	200	\$80.690	\$16,138
8/17/2005	200	\$80.750	\$16,150
8/17/2005	100	\$79.850	\$7,985
8/17/2005	100	\$79.890	\$7,989
8/17/2005	100	\$79.960	\$7,996
8/17/2005	100	\$79.990	\$7,999
8/17/2005	100	\$80.210	\$8,021
8/17/2005	100	\$80.280	\$8,028

	8/17/2005	100	\$80.310	\$8,031
	8/17/2005	100	\$80.140	\$8,014
	8/17/2005	100	\$80.190	\$8,019
	8/17/2005	100	\$80.330	\$8,033
	8/17/2005	100	\$80.340	\$8,034
	8/17/2005	100	\$80.430	\$8,043
	8/17/2005	100	\$80.450	\$8,045
	8/17/2005	100	\$80.510	\$8,051
	8/17/2005	100	\$80.520	\$8,052
	8/17/2005	100	\$80.550	\$8,055
		<b>Total Shares</b> 75,100		<b>Total Proceeds</b> \$5,717,039
		<b>Total Shares</b> 390,525		<b>Total Proceeds</b> \$29,878,439

**Applicability Of Presumption Of Reliance:  
Fraud-On-The-Market Doctrine**

49. At all relevant times, the market for Bausch securities was an efficient market for the following reasons, among others:

a. Bausch stock met the requirements for listing, and was listed and actively traded on the NYSE, a highly efficient and automated market;

b. As a regulated issuer, Bausch filed periodic public reports with the SEC and the NYSE;

c. Bausch regularly communicated with public investors via established market communication mechanisms, including through regular disseminations of press releases on the national circuits of major newswire services and through other wide-ranging public disclosures, such as communications with the financial press and other similar reporting services; and

d. Bausch was followed by several securities analysts employed by major brokerage firms who wrote reports which were distributed to the sales force and certain customers of

their respective brokerage firms. Each of these reports was publicly available and entered the public marketplace.

50. As a result of the foregoing, the market for Bausch securities promptly digested current information regarding Bausch from all publicly-available sources and reflected such information in Bausch stock price. Under these circumstances, all purchasers of Bausch securities during the Class Period suffered similar injury through their purchase of Bausch securities at artificially inflated prices and a presumption of reliance applies.

### **NO SAFE HARBOR**

51. The statutory safe harbor provided for forward-looking statements under certain circumstances does not apply to any of the allegedly false statements pleaded in this complaint. Many of the specific statements pleaded herein were not identified as “forward-looking statements” when made. To the extent there were any forward-looking statements, there were no meaningful cautionary statements identifying important factors that could cause actual results to differ materially from those in the purportedly forward-looking statements. Alternatively, to the extent that the statutory safe harbor does apply to any forward-looking statements pleaded herein, defendants are liable for those false forward-looking statements because at the time each of those forward-looking statements was made, the particular speaker knew that the particular forward-looking statement was false, and/or the forward-looking statement was authorized and/or approved by an executive officer of Bausch who knew that those statements were false when made.

### **FIRST CLAIM** **Violation Of Section 10(b) Of** **The Exchange Act And Rule 10b-5** **Promulgated Thereunder Against All Defendants**

52. Plaintiff repeats and realleges each and every allegation contained above as if fully set forth herein.

53. During the Class Period, defendants carried out a plan, scheme and course of conduct which was intended to and, throughout the Class Period, did: (i) deceive the investing public, including Plaintiff and other Class members, as alleged herein; and (ii) cause Plaintiff and other members of the Class to purchase Bausch securities at artificially inflated prices. In furtherance of this unlawful scheme, plan and course of conduct, defendants, and each of them, took the actions set forth herein.

54. Defendants (a) employed devices, schemes, and artifices to defraud; (b) made untrue statements of material fact and/or omitted to state material facts necessary to make the statements not misleading; and (c) engaged in acts, practices, and a course of business which operated as a fraud and deceit upon the purchasers of the Company's securities in an effort to maintain artificially high market prices for Bausch securities in violation of Section 10(b) of the Exchange Act and Rule 10b-5. All defendants are sued either as primary participants in the wrongful and illegal conduct charged herein or as controlling persons as alleged below.

55. Defendants, individually and in concert, directly and indirectly, by the use, means or instrumentalities of interstate commerce and/or of the mails, engaged and participated in a continuous course of conduct to conceal adverse material information about the business, operations and future prospects of Bausch as specified herein.

56. These defendants employed devices, schemes and artifices to defraud, while in possession of material adverse non-public information and engaged in acts, practices, and a course of

conduct as alleged herein in an effort to assure investors of Bausch value and performance and continued substantial growth, which included the making of, or the participation in the making of, untrue statements of material facts and omitting to state material facts necessary in order to make the statements made about Bausch and its business operations and future prospects in the light of the circumstances under which they were made, not misleading, as set forth more particularly herein, and engaged in transactions, practices and a course of business which operated as a fraud and deceit upon the purchasers of Bausch securities during the Class Period.

57. Each of the Individual Defendants' primary liability, and controlling person liability, arises from the following facts: (i) the Individual Defendants were high-level executives and/or directors at the Company during the Class Period and members of the Company's management team or had control thereof; (ii) each of these defendants, by virtue of his responsibilities and activities as a senior officer and/or director of the Company was privy to and participated in the creation, development and reporting of the Company's internal budgets, plans, projections and/or reports; (iii) each of these defendants enjoyed significant personal contact and familiarity with the other defendants and was advised of and had access to other members of the Company's management team, internal reports and other data and information about the Company's finances, operations, and sales at all relevant times; and (iv) each of these defendants was aware of the Company's dissemination of information to the investing public which they knew or recklessly disregarded was materially false and misleading.

58. The defendants had actual knowledge of the misrepresentations and omissions of material facts set forth herein, or acted with reckless disregard for the truth in that they failed to

ascertain and to disclose such facts, even though such facts were available to them. Such defendants' material misrepresentations and/or omissions were done knowingly or recklessly and for the purpose and effect of concealing Bausch's operating condition and future business prospects from the investing public and supporting the artificially inflated price of its securities. As demonstrated by defendants' overstatements and misstatements of the Company's business, operations and earnings throughout the Class Period, defendants, if they did not have actual knowledge of the misrepresentations and omissions alleged, were reckless in failing to obtain such knowledge by deliberately refraining from taking those steps necessary to discover whether those statements were false or misleading.

59. As a result of the dissemination of the materially false and misleading information and failure to disclose material facts, as set forth above, the market price of Bausch securities was artificially inflated during the Class Period. In ignorance of the fact that market prices of Bausch's publicly-traded securities were artificially inflated, and relying directly or indirectly on the false and misleading statements made by defendants, or upon the integrity of the market in which the securities trades, and/or on the absence of material adverse information that was known to or recklessly disregarded by defendants but not disclosed in public statements by defendants during the Class Period, Plaintiff and the other members of the Class acquired Bausch securities during the Class Period at artificially high prices and were damaged thereby.

60. At the time of said misrepresentations and omissions, Plaintiff and other members of the Class were ignorant of their falsity, and believed them to be true. Had Plaintiff and the other members of the Class and the marketplace known the truth regarding the problems that Bausch was

experiencing, which were not disclosed by defendants, Plaintiff and other members of the Class would not have purchased or otherwise acquired their Bausch securities, or, if they had acquired such securities during the Class Period, they would not have done so at the artificially inflated prices which they paid.

61. By virtue of the foregoing, defendants have violated Section 10(b) of the Exchange Act, and Rule 10b-5 promulgated thereunder.

62. As a direct and proximate result of defendants' wrongful conduct, Plaintiff and the other members of the Class suffered damages in connection with their respective purchases and sales of the Company's securities during the Class Period.

**SECOND CLAIM**  
**Violation Of Section 20(a) Of**  
**The Exchange Act Against the Individual Defendants**

63. Plaintiff repeats and realleges each and every allegation contained above as if fully set forth herein.

64. The Individual Defendants acted as controlling persons of Bausch within the meaning of Section 20(a) of the Exchange Act as alleged herein. By virtue of their high-level positions, and their ownership and contractual rights, participation in and/or awareness of the Company's operations and/or intimate knowledge of the false financial statements filed by the Company with the SEC and disseminated to the investing public, the Individual Defendants had the power to influence and control and did influence and control, directly or indirectly, the decision-making of the Company, including the content and dissemination of the various statements which Plaintiff contends are false and misleading. The Individual Defendants were provided with or had unlimited access to

copies of the Company's reports, press releases, public filings and other statements alleged by Plaintiff to be misleading prior to and/or shortly after these statements were issued and had the ability to prevent the issuance of the statements or cause the statements to be corrected.

65. In particular, each of these defendants had direct and supervisory involvement in the day-to-day operations of the Company and, therefore, is presumed to have had the power to control or influence the particular transactions giving rise to the securities violations as alleged herein, and exercised the same.

66. As set forth above, Bausch and the Individual Defendants each violated Section 10(b) and Rule 10b-5 by their acts and omissions as alleged in this Complaint. By virtue of their positions as controlling persons, the Individual Defendants are liable pursuant to Section 20(a) of the Exchange Act. As a direct and proximate result of defendants' wrongful conduct, Plaintiff and other members of the Class suffered damages in connection with their purchases of the Company's securities during the Class Period.

**WHEREFORE**, Plaintiff prays for relief and judgment, as follows:

a. Determining that this action is a proper class action, designating Plaintiff as Lead Plaintiff and certifying Plaintiff as a class representative under Rule 23 of the Federal Rules of Civil Procedure and Plaintiff's counsel as Lead Counsel;

b. Awarding compensatory damages in favor of Plaintiff and the other Class members against all defendants, jointly and severally, for all damages sustained as a result of defendants' wrongdoing, in an amount to be proven at trial, including interest thereon;

c. Awarding Plaintiff and the Class their reasonable costs and expenses incurred in this action, including counsel fees and expert fees; and

d. Such other and further relief as the Court may deem just and proper.

**JURY TRIAL DEMANDED**

Plaintiff hereby demands a trial by jury.

Dated:

Respectfully submitted,

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