

3. The Hearing Officer and the Secretary of State Securities Department have jurisdiction over the parties herein and the subject matter dealt with herein, due and proper notice having been previously given as required by statute in this Matter.
4. Corneal Science Corporation is a defunct Delaware corporation.
5. Dr. Alan Touch is the President of Corneal Science Corporation.
6. Corneal Science Corporation and Dr. Alan Touch offered and sold to PD, an Illinois resident, one Convertible Promissory Note issued by Corneal Science Corporation on or about April 4, 2001 in the amount of \$30,000.00. PD made an additional payment of \$20,000.00 on or about June 25, 2001 pursuant to the terms of the Note.
7. The Note paid interest of 12% per annum, however no interest has been paid to PD as required pursuant to the Note.
8. Additionally, PD made three short term loans to Corneal Science Corporation from December 1, 2001 through February 2002 totaling \$50,000.00.
9. As of the date of September 21, 2009, no principal or interest has been paid to PD on the Promissory Note or short term loans.
10. FC, an Illinois resident, on June 20, 2003 invested \$5,000.00 in a Convertible Promissory Note issued or issuable by Corneal Science Corporation with a maturity date of July 15, 2003.
11. As of September 21, 2009, FC has not received any repayment on his Note, despite repeated demands for payment.
12. RP, an Illinois resident, invested \$22,500.00 in Corneal Science Corporation on or about August 8, 2002 and received 3,000 shares of stock in Corneal Science Corporation.
13. On or about February 6, 2008, RP, through his attorney, requested to review the books and records of Corneal Science Corporation pursuant to his rights under Delaware law as a corporate shareholder.
14. As of September 21, 2009, RP has not been allowed by Corneal Science Corporation to review its books and records nor has he been provided any financial reports or other business information of Corneal Science Corporation.
15. On or about March 5, 2008, RP, through his attorney, made a request of the Board of Corneal Science Corporation to re-purchase his stock in Corneal Science Corporation. Dr. Alan Touch agreed with RP's lawyer to recommend to the board of Corneal Science Corporation to re-purchase the stock of RP.

16. As of September 21, 2009, Corneal Science Corporation has not re-purchased the stock of RP nor has the board informed him of its decision regarding his re-purchase request.
17. On or about March 2, 2001, a Consent Judgment in Case No. 99 CVD 01617, District Court of North Carolina, Wake County, was entered against Dr. Alan Touch and others in the amount of \$272,0289.98.
18. The above Consent Judgment was not disclosed to investors PD, RP or FC prior to their investments with Dr. Alan Touch and Corneal Science Corporation.
19. On or about July 3, 2002, a Default Judgment was entered against Corneal Science Corporation in Case No. 02 CVS 4971, Superior Court of North Carolina, Wake County. The Default Judgment was for \$79,879.17. Additionally, the Default Judgment provided that all of Corneal Science Corporation's accounts, documents, equipment, fixtures, general intangibles, instruments, inventory, money, deposit accounts, securities, patents and all products and proceeds of any of the foregoing were to be sold in satisfaction of the judgment.
20. The above Default Judgment was not disclosed to investors RP or FC prior to their investments with Dr. Alan Touch and Corneal Science Corporation.
21. On October 24, 2002, the Department issued a Temporary Order of Prohibition against Dr. Alan Touch and Touch Scientific, and on May 9, 2003, the Department issued Final Orders of Prohibition against Dr. Alan Touch and Touch Scientific.
22. The above Orders of the Department were not disclosed to investor FC prior to his investment with Dr. Alan Touch and Corneal Science Corporation.
23. Section 2.1 of the Act defines the term "Security" as any note, stock, treasury stock, bond, debenture, evidence of indebtedness, certificate of interest or participation in any profit sharing agreement, collateral trust certificate, pre-organization certificate or subscription, transferable share, investment contract, investment fund share, face-amount certificate, voting-trust certificate, certificate of deposit for a security, fractional undivided interest in oil, gas or other mineral lease, right or royalty, any put, call, straddle, option, or privilege on any security, certificate of deposit, or group or index of securities (including any interest therein or based on the value thereof), or any put, call, straddle, option or privilege entered into on a national securities exchange relating to foreign currency, or, in general, any interest or instrument commonly known as a "Security," or any certificate of interest or participation in, temporary or interim certificate for, receipt for, guarantee of, or warrant or right to subscribe to or purchase, any of the foregoing. "Security" does not mean a mineral investment contract or a mineral deferred delivery contract; provided, however, the Department shall have authority to regulate these contracts as hereinafter provided.

24. Section 2.5 of the Act defines the term "Sale or Sell" to include the full meaning of that term as applied by or accepted in the courts of this State, and shall include every contract of sale or disposition of a security or interest in a security for value.
25. Section 2.5a of the Act defines the term "Offer" to include every offer to sell or otherwise dispose of, or solicitation of an offer to purchase, a security or interest in a security for value; provided that the term "Offer" shall not include preliminary negotiations or agreements between an issuer and any underwriter or among underwriters who are or are to be in privity of contract with an issuer, or the circulation or publication of an identifying statement or circular or preliminary prospectus, as defined by rules or regulations of the Secretary of State.
26. The above-referenced Notes and shares of stock are securities as that term is defined pursuant to Section 2.1 of the Act.
27. Section 5 of the Act provides, inter alia, that all securities except those exempt under Section 3 of the Act or those offered and sold in transactions exempt under Section 4 of the Act shall be registered with the Secretary of State prior to their offer or sale in the State of Illinois.
28. Section 12.A of the Act provides, inter alia, that it shall be a violation of the Act for any person to offer or sell any security except in accordance with the provisions of the Act.
29. Section 12.D of the Act provides, inter alia, that it shall be a violation of the Act for any person to fail to comply with the terms of any order of the Secretary of State issued pursuant to Section 11 hereof.
30. Section 12.F of the Act provides, inter alia, that it shall be a violation of the Act for any person to engage in any transaction, practice or course of business in connection with the sale or purchase of securities which works or tends to work a fraud or deceit upon the purchaser or seller thereof.
31. Section 12.G of the Act provides, inter alia, that it shall be a violation of the Act for any person to obtain money or property through the sale of securities by means of any untrue statement of material fact or any omission to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading.
32. By virtue of the foregoing, the Respondents Corneal Science Corporation, its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, and Dr. Alan Touch have violated Sections 12.A, 12.D, 12.F and 12.G of the Act.
33. Section 11.E(2) of the Act provides, inter alia, that if the Secretary of State shall find that any person has violated subsection D, F or G of Section 12 of the Act, the

Secretary of State may by written order prohibit the person from offering or selling any securities in this State.

34. Section 11.E(4) of the Act provides, inter alia, that if the Secretary of State, after finding that any provision of the Act has been violated, may impose a fine as provided by rule, regulation or order not to exceed \$10,000.00 for each violation of the Act.
35. Section 11.F(2) of the Act provides, inter alia, that the Secretary of State may temporarily suspend or prohibit the offer or sale of securities by any person if the Secretary of State in his or her opinion, based upon credible evidence, deems it necessary to prevent an imminent violation of the Act or to prevent losses to investors which the Secretary of State reasonably believes will occur as a result of a prior violation of the Act.
36. By virtue of the foregoing, the Respondents Corneal Science Corporation and its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, and Dr. Alan Touch have violated Sections 12.A, 12.D, 12.F and 12.G of the Act, and are subject to a fine of up to \$10,000.00 per violation, costs of investigation, reasonable expenses, an order of censure, and an order which permanently prohibits the Respondents from offering or selling securities in the State of Illinois.
37. The entry of a final written order of permanent prohibition is proper in this Matter, given the conduct of the Respondents as described in Secretary of State Exhibit Nos. 1-22.

WHEREAS, the proposed Conclusions of Law are correct and are adopted by the Secretary of State as follows:

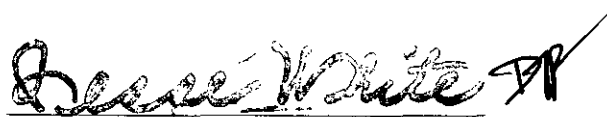
1. The actions, representations, and/or omissions of the Respondents made in connection with the failure to offer or sell any security in accordance with the provisions of the Act are violations of Section 12.A of the Act. The actions, representations, and/or omissions of the Respondents made in connection with the failure to comply with the terms of any order of the Secretary of State issued pursuant to Section 11 of the Act are violations of Section 12.D of the Act. The actions, representations and/or omissions of the Respondents to engage in any transaction, practice or course of business in connection with the sale or purchase of securities which works or tends to work a fraud or deceit upon the purchaser or seller thereof are violations of Section 12.F of the Act. The actions, representations, and/or omissions of the Respondents made to obtain money or property through the sale of securities by means of any untrue statement of a material fact or any omission to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading are violations of Section 12.G of the Act.
2. Because of the Findings of this Order and the Exhibits admitted as Secretary of State

Exhibit Nos. 1-22, the Respondents are subject to the entry of a final written Order that permanently prohibits the Respondents pursuant to Section 11.E(2) of the Act from offering or selling securities in the State of Illinois, provided that the Respondents may petition the Secretary of State for a hearing to present evidence of rehabilitation or change in circumstances justifying the amendment or termination of the Order of permanent prohibition, and grants such other relief as may be authorized under the Act.

WHEREAS, the proposed Recommendations of the Hearing Officer are adopted by the Secretary of State.

NOW THEREFORE IT IS HEREBY ORDERED: That pursuant to the foregoing Findings of Fact, Conclusions of Law, and the Recommendations of the Hearing Officer, the Respondents are Permanently Prohibited from the offer and sale of securities in or from the State of Illinois.

ENTERED: This 29th day of December, 2011



JESSE WHITE
Secretary of State
State of Illinois

NOTICE: Failure to comply with the terms of this Order shall be a violation of Section 12.D of the Illinois Securities Law of 1953, as amended, 815 ILCS 5/1 et seq. (the "Act"). Any person or entity who fails to comply with the terms of this Order of the Secretary of State, having knowledge of the existence of this Order, shall be guilty of a Class 4 felony.

This is a final order subject to administrative review pursuant to the Administrative Review Law, 735 ILCS 5/3-101 et seq. and the Rules and Regulations of the Act (14 Ill. Admin. Code, Ch. I, Sec. 130.1123). Any action for judicial review must be commenced within thirty-five (35) days from the date a copy of this Order is served upon the party seeking review.

Attorney for the Secretary of State:
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