



Support Summary & Proposal

Nellis Air Force Base



Nellis AFB



August 26, 2011



EXCHANGE
ARMY & AIR FORCE EXCHANGE SERVICE

National Vision, Inc.

Company Overview

National Vision is currently the 4th largest optical chain in America. In 2010, sales exceeded \$595 Million in 639 locations. We opened an additional 42 locations including the optical centers at Ft. Lee, Kessler AFB and Ft. Polk in 2010. We have been opening an averaging of 40 new locations per year and on track for the same in 2011.

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Founded in 1990, National Vision, Inc. currently operates 676 locations in 44 states, including 39 Military locations with AAFES.

National Vision, Inc. is positioned as the leader in the industry for value oriented products and services. Unlike other value retailers, NVI offers name brand products and state of the art services at prices below the market average.

NVI offers exceptional value to our customers, while providing excellent service from polite, professional and knowledgeable associates. This standard is achieved through setting high hiring standards, providing quality service, focusing on training and development programs, and assuring operational excellence through our retail management.

NVI's experience in host store environments combined with value and service oriented strategies provide a perfect fit with AAFES Exchange retail operations.

We are a known quantity as an AAFES partner with 39 locations, including 25 Vision Centers. In 2010, the military division optical only sales were **\$20 Million**. For the past 3 years, 12 of our vision centers have **exceeded \$1 Million** in contract sales. In 2010, our million dollar stores included:

- Elmendorf AFB, AK
- Ft Belvoir, VA
- Andrews AFB, MD
- Ft Bragg, NC
- Ft Campbell, KY
- Ft Jackson, SC
- Ft Hood, TX
- Travis AFB, CA
- Ft Sam Houston, TX

- **Nellis AFB, NV**

We believe our formula for success encompasses honest everyday value, fashionable eyewear, quality manufacturing, uncompromising service, and a commitment to our associates and the community. We are fully committed to providing *“The Best Customers in the World”* with the best possible eyewear purchasing experience. ***We are proud and honored to serve the military customer.***

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Statement in Support of Proposal

National Vision, Inc. possesses the expertise and resources to meet and exceed the requirements of this solicitation. We have 5 Core Behaviors:

- **Customer Service**
- **Executional Excellence**
- **Simplicity**
- **Agility and Fulfillment**
- **Fun**

While employing proven management and marketing strategies, NVI projects the Optical Center and Optometry Care at Nellis AFB will continue to grow and surpass expectations with the optimum service and value provided to the AAFES patrons. To strengthen and expand the business, National Vision, Inc. is constantly launching new product offerings, exploring new marketing plans, updating our information systems, setting high employment standards, and developing new training programs. Our philosophy of providing quality service and value eyewear at everyday low prices with guaranteed customer satisfaction could not be realized without our focus on strategies to continually improve and stay up-to-date in a frequently changing industry.

National Vision, Inc. respectfully addresses the requirements for the Vision Center at Nellis AFB, NV

If any additional information is required for the evaluation of proposal please contact:

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We appreciate your consideration of this proposal.

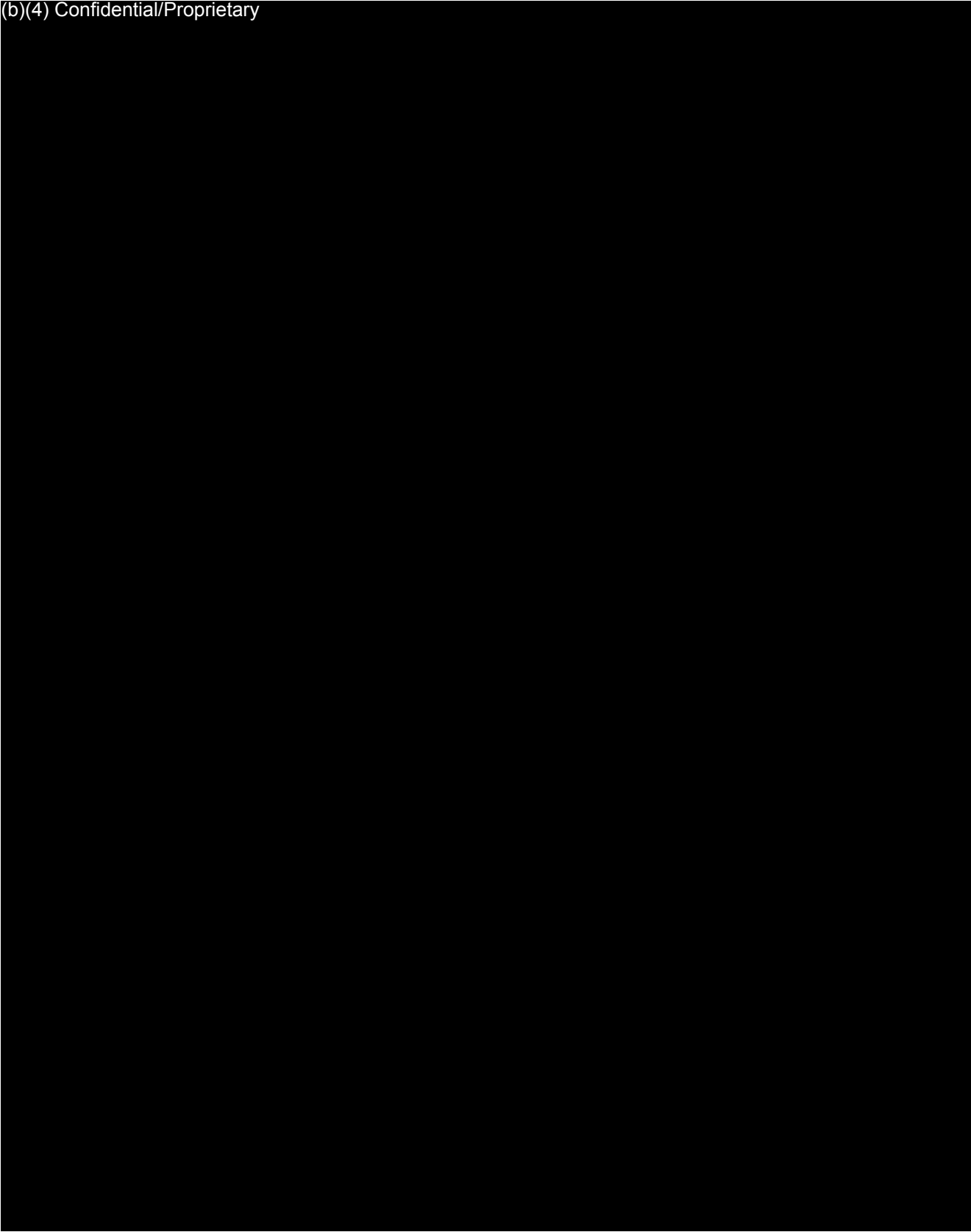
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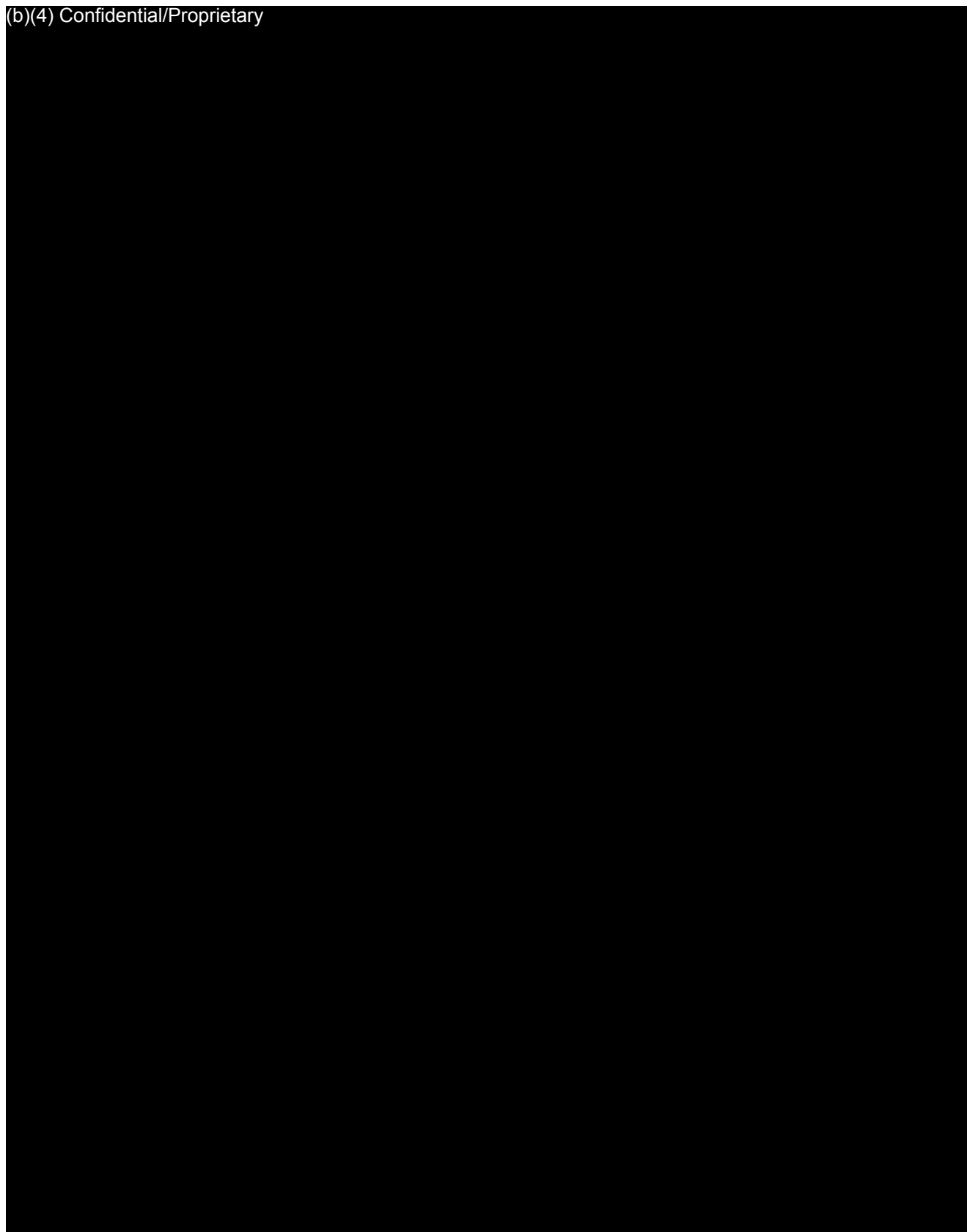
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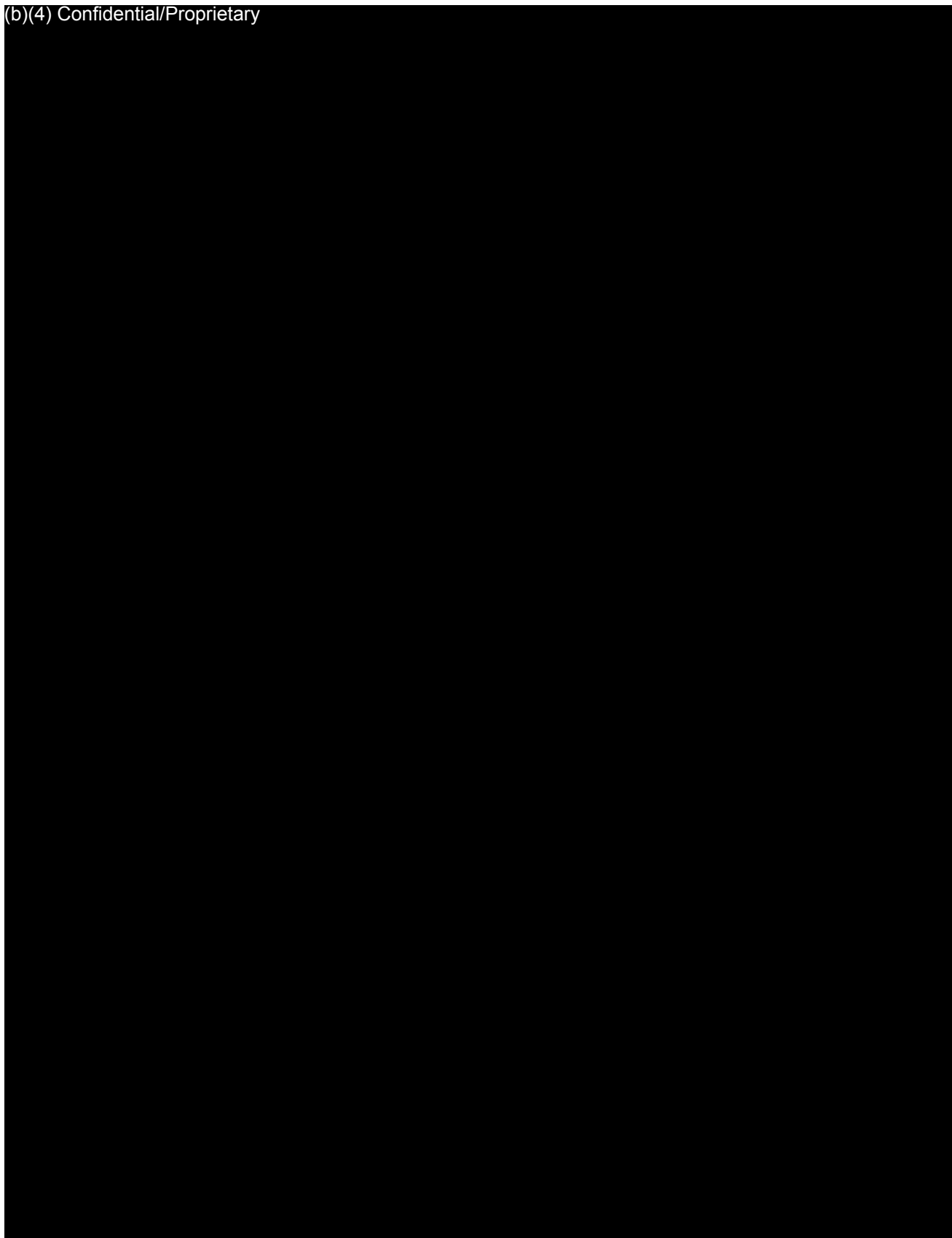
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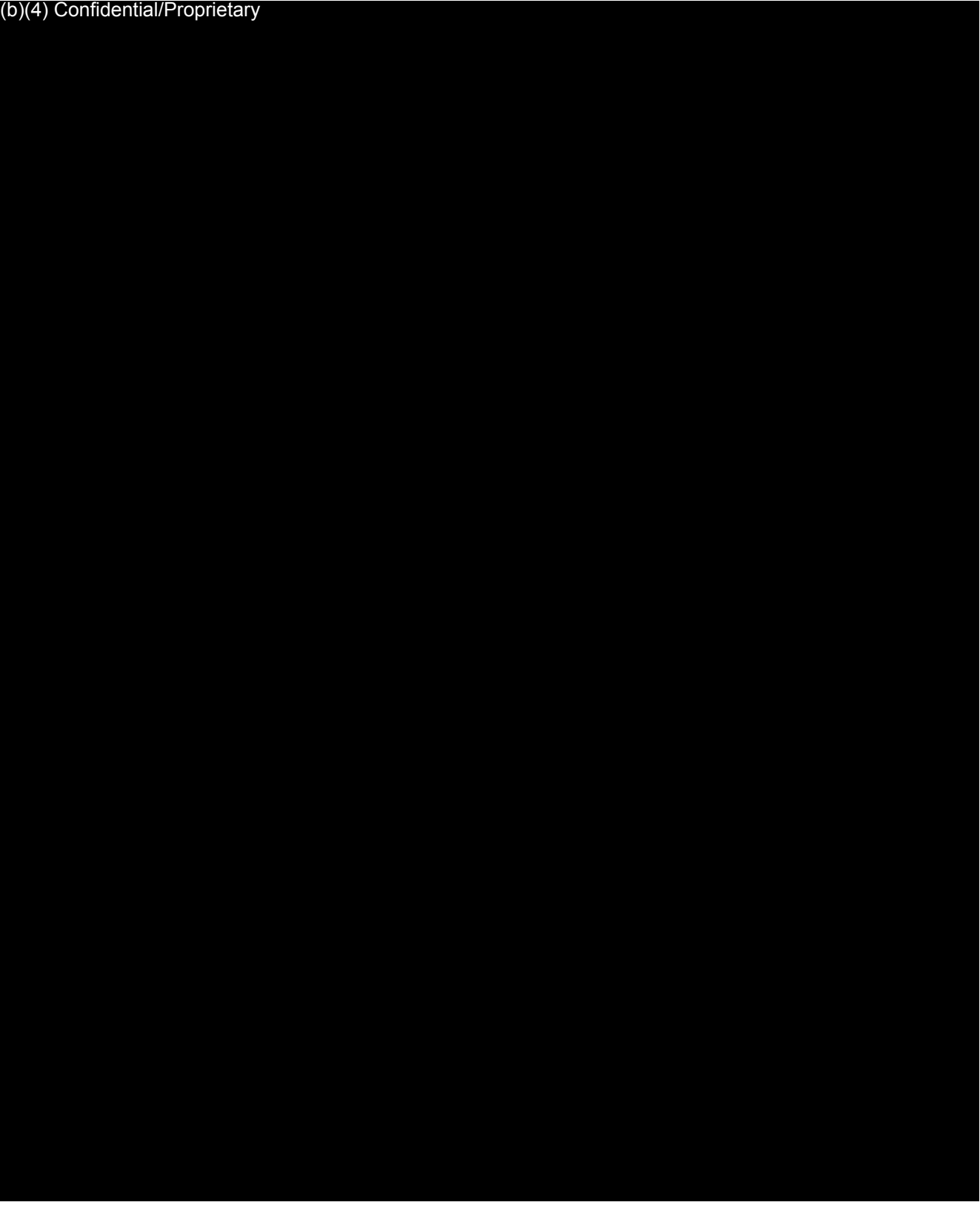
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Other tools and support provided by NVI's Professional Services includes:

- **Continuing Education** – To our network of Optometrists, National Vision provides approximately 15 hours of COPE approved continuing education per year with excellent speakers. Most of this continuing education is provided at regional or national company meetings.
- **Forums** – Our O.D. Internet Forum allows our doctors to chat with their peers, present any issues they may be experiencing in their practices and reap the benefits of the combined knowledge of our large network of doctors.
- **Clinical and Industry Updates** – National Vision is always on the forefront of the latest industry news, as well as receiving regular clinical updates in our ever changing field. NVI communicates our findings to our doctors via memos, email, internet forums and our weekly “In-Touch” phone message. This communication allows our doctors to remain abreast of happenings within the company and within the industry.
- **Credentialing** – National Vision provides full scope credentialing through our credentials verification organization.
- **Professional Liability Insurance** – We provide liability insurance resources for our doctors of Optometry.
- **Managed Care Enrollment** – Our Professional Services and Managed Care Sales group assist in managed care enrollment, providing necessary payor applications and paperwork, and expediting the process. With strong managed care relationships in place, certain payors delegate credentialing to us, making the amount of paperwork necessary for the doctor to complete negligible.
- **Optometric Equipment Support** – Our locations contain state of the art equipment available for the use of our Optometrists and Technicians. A support division within National Vision makes sure that each piece of equipment is functioning at optimum.

- In addition to the peer review contract requirement, NVI has established a **Peer Review Committee** – Part of our devotion to quality of patient care involves an established clinical review process. Our doctors are periodically reviewed by a designated peer to ensure that proper clinical and office procedures are followed.
 - **Clinical Panel Oversight** – Our clinical panel handles a broad range of research topics and work as a team to benefit our company and our doctors with their findings. Clinical Panel opportunities are available to our established doctors.
 - **Supplies & Pharmaceuticals** – We provide prescription pads at no cost to our doctors. We also provide doctor biographies, again at no cost to the provider. These are a wonderful marketing tool to help establish and grow a practice. We also provide recall cards, another practice growth tool.
 - **Clinical Ombudsman** – Our Clinical Director is available in both an advisory and ombudsman capacity for any questions or concerns, can involve our clinical panel on any issues, and is an excellent resource for the latest research findings.
 - **Area Doctor Oversight** – A distinct advantage for our optometric providers is having an Area Doctor to go to with your questions and concerns. Our Area Doctors have been with the company for some time, are familiar with its operations and can offer advice in many avenues.
- a. Training topics to be covered, must include ANSI Standards and Company Policies on Compliance.**

Quality assurance is a component that separates NVI from other price/value optical retailers. NVI engages in quality assurance methods at every level of the organization. Price and value may bring a customer in once, quality and service is the only thing that will bring customers back again and again. National Vision's growth chart trajectories illustrate that our customers are coming back again and again. Store Managers are responsible for implementing quality checks at several stages of the sales and service process. The optician, using a Quality Checklist, verifies every spectacle order is in compliance with ANSI Standards. A copy of the Quality Checklist is provided to the patron to demonstrate the steps taken to ensure that every pair of spectacles is at or above standards. (b)(4) Confidential/Proprietary

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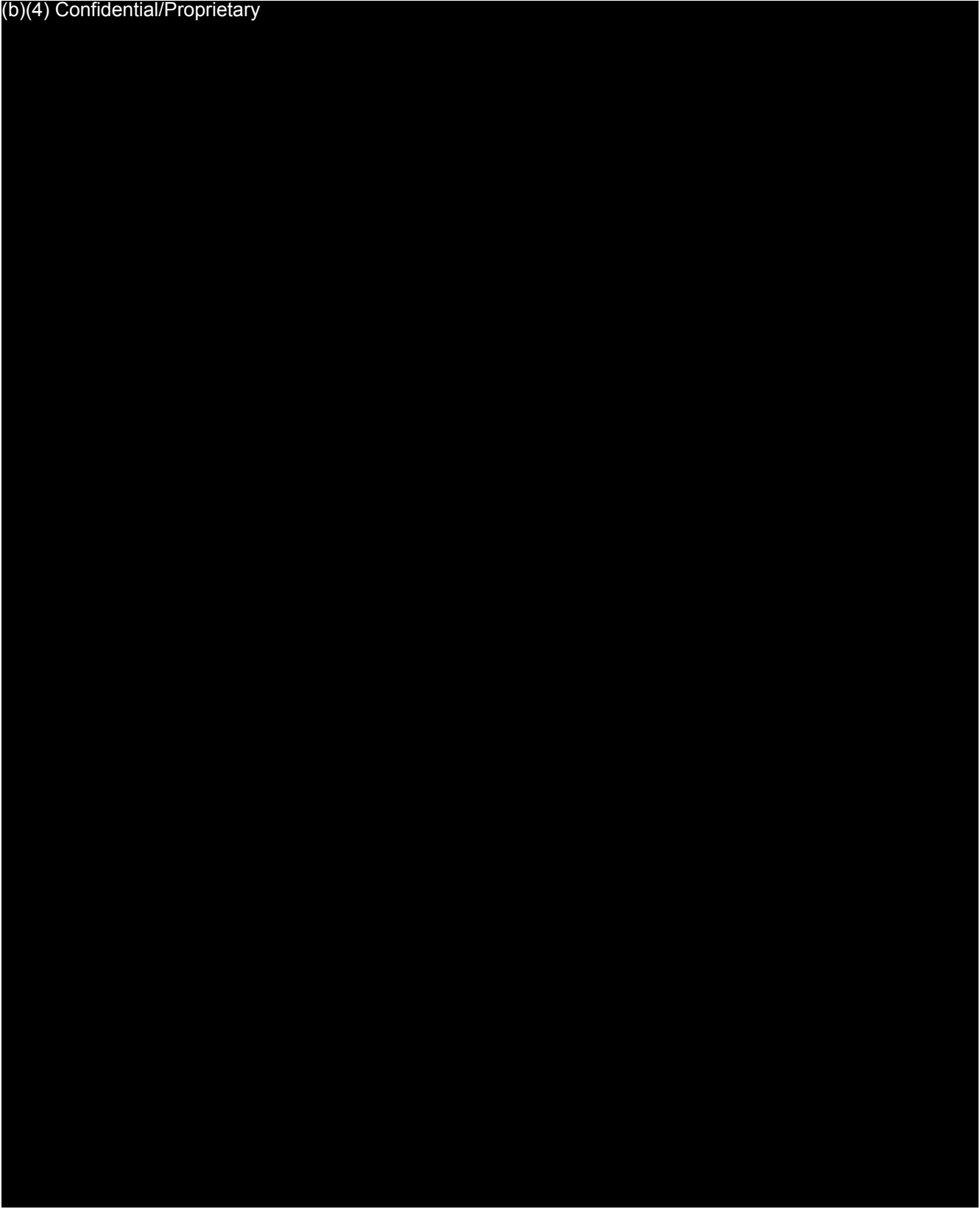
Below is a list of training initiatives that have and will continue to be covered during site visits:

- The District Manager conducts follow up training with the optometric provider(s) on the Patient Peer Records Review process to ensure this contract requirement is adhered to. Our Professional Services Department also offers a similar program that has been reviewed with our optometric provider.
- The APEL Program: The Optical Center staff is thoroughly trained in all aspects of the APEL program and the store has been provided with the most recent copy of APEL approved eyewear.
- Open communication with the MTF Optometry Clinic has been established and we will continue to review the following topics during our visits.
 - Our hours of operations
 - Services
 - TRICARE
 - Walk-in acceptance
 - Trial contact lens referral procedures
 - The after hours' emergency care plan

NVI feels that opening communication and establishing a good working relationship with the military optometry clinic has been and will continue to be a key to growing a successful business.

b. Criteria to pass training, advantages, bonuses, and/or consequences.

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Copies of NVI's training programs, reports, etc are available upon request.

2. Sales goals and growth projections for this location:

a. Quantifiable numbers for each year of the contract for this specific location.

Optical Center

National Vision, Inc. has been a solid partner with AAF ES since opening in November 2004. Our total optical sales (without optometry fees) for the Nellis AFB location has exceeded **\$5,460,000** for the 6+ years and still growing. In 2005, our optical sales were \$650,000; an average of \$51,466 a month. In 2010, our sales were \$792,000; an average of \$66,000 a month, this was a **28%** increase since taking over operations. Year after year, our sales performance has been solid with comparable sales growth. These sales could not have been obtained without our team working toward a common goal of meeting the needs of the AAF ES patrons, setting above industry standards and creating an environment that customers want to return to year after year. These sales were not obtained by just opening the doors on a daily bases and hoping customers will come in.

Nellis AFB is home of the largest and most demanding advanced combat air-training mission in the world. The base's all-encompassing mission is accomplished through a wide array of aircraft, and its good year-round flying weather and location make it ideal for advanced combat aviation training. The base plays host to 10,000 military members and 3,500 civilians. On average, more than 1,100 temporary duty personnel visit each day with more than 8,000 official visitors annually. Las Vegas metropolitan area is also home to almost 28,000 military retirees.

In 2011, the optical center has focused on growing managed care sales. We now have the capabilities of obtaining insurance verifications and benefit information online through the NVI Portal. Year to date, managed care sales at Nellis AFB have increased

29% over the prior year and we anticipate this to continue to grow. Our optical center manager, Crystal works closely with Exchange Management on marketing the optical center and she also participates in events geared toward the military retirees in the area. Another area of focus is safety eyewear sales. Crystal has sent to several units/departments information on our safety program and she is currently following up to sign new accounts. Although the Las Vegas area has been hit hard economically, we expect our sales to grow approximately 2% to 3% annually over the life of the contract.

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National Vision has established and maintained the Optical Center by exploring all avenues of meeting the needs of this installation:

- Strong MTF Communication
- 1 hour service for deploying troops
- Solid Marketing Plan
- Involvement with Exchange and Installation activities:
 - Exchange Meet and Greet
 - Back to School Event
 - Safety and Health Fairs
 - Retiree Appreciation Day
 - Newcomer's Meetings
 - Sidewalk Sales AAFES
 - AAFES Anniversary
 - Armed Forces Day
 - 4th of July Event
- Excellent Customer Service that is measured through our Net Promoter Score Program.
- Frame product mix to meet the demands of the total population; fashion forward styles for the young service personnel as well as traditional styles for the retirement communities.
- New and innovative products are introduced as soon as they become available.



Optometry Care

The Optometry Care Clinic at Nellis AFB is an established clinic with a growing patient base. Dr. Conrad Lochner has been at this location since it became a vision center in 2004. He has since brought on an associate optometrist Dr. Vorpas Thunyalukul in 2007. We plan to continue our relationship with Dr. Lochner if re-awarded this contract.

Both Dr. Lochner and Dr. Thunyalukul have military background in the reserves and understand the unique needs of this patient base. Both are committed to the delivery of highly competent, conscientious, quality eye care. Services offered beyond primary care include surgical post-op care and glaucoma evaluations. These doctors have an excellent relationship with the Optical Center. Both are TR ICARE certified and accept most insurance assignments. With the dedication and experience providing care to the military personnel, we project that the optometry care clinic will continue to grow as it has since 2004. Dr. Lochner increased revenues 6.6% in 2010 over revenues in 2009. Based on this performance, we anticipate the clinic to increase revenues an average of 5% annually over the life of the contract.

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b. Plans to achieve sales goals and justify growth projections (include management/services philosophies).

Merchandising:

By utilizing everyday low prices and exceptional customer service, we are able to bring excitement to the eyewear shopping experience and increasing sales and market share. The Merchandising Department at NVI is constantly updating our frame selection with fashionable styles from some of the world's most respected designer brands. This allows our products to be current and in vogue with changing styles, a must in today's competitive market. We take a fresh approach to marketing our products and change our promotions and events frequently in the effort to keep our customers and associates excited.

- To accommodate the designer frame preferences of the diverse communities of Nellis AFB, our frame selection will include an extensive selection of designer styles including Christian Dior, Coach, Gucci, and Armani.
- To accommodate the young brand conscious consumer, we will include DKNY, Baby Phat, Calvin Klein, Emporio Armani, and Kenneth Cole.

- To accommodate the mature demographics surrounding Nellis AFB, our selections include traditional styled frames by Stetson, Liz Clairborne, Sophia Loren, Wrangler, and NASCAR.
- To meet the demand of the training schedules, we will offer a larger variety of lenses in-house to accommodate same day service requirements; our proposed lens assortment includes single vision lenses in polycarbonate, polycarbonate aspheric, CR 39, Polycarbonate with Anti-reflective coating, and Hi-Index materials.
- To accommodate non Rx sunglass wearers, our sunglass collection includes Oakley, RayBan, and Serengeti. We will also stock designer sunwear by Coach and CK for the brand conscious consumer.

To view the complete listing of frames to be offered see [Exhibit 3](#).

- Our eyeglass lens assortment includes innovative new technology driven products. More information concerning our lens assortment can be found on page 59 of this summary.
- Our in-stock contact lens assortment includes Acuvue II, Acuvue Oasys, Acuvue Advance, and Focus Night & Day. Our contact lenses prices are extremely competitive to directly compete with mass merchants who might be located outside the gate.
- Safety Voucher Program – The Optical Center Manager is trained on the implementation and guidelines of this program. Eligible DOD Departments located at the installation have been contacted concerning their current Safety Eyewear Program and we are investigating the possibility of setting up new safety eyewear accounts. Our safety program is by far one of the most economical programs available today.

Marketing:

The cornerstone of our successful strategy has been proven with the exciting promotions that are scheduled each year. NVI conducts a new promotion every two months, six times per year. Our Marketing Department has designed fresh, exciting promotion material including banners, fliers, and in-store signage that is visually appealing with exciting eyewear savings for the exchange patron. Print media is also derived from our promotional signage and is published in the Bullseye newspaper on a regular basis.

The outline of our 2011 promotions can be found starting on page 49 of this summary. As to date, the 2012 promotions have not been finalized but will be submitted as soon as it becomes available.

In addition to our promotions, our stores conduct Business Builder Events, a unique marketing idea to promote sales and service. The Optical Center has been provided with a Business Builder Manual with several different events outlined with step-by-step instructions. The manager and staff have more control and are able to choose what events are more beneficial to the location. These events are held a minimum of twice per month (every other week, 24 times per year). More information on Business Builder Events can be found on page 52.

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NVI stores use proven grass roots marketing techniques with an adjustment and ultrasonic cleaning station positioned at the entrance of the Optical Center. This allows our staff the opportunity to discuss new products, frame styles and lens options during the cleaning process. Each location has a supply of free cleaning cloths to hand out to customers with a variety of product and marketing brochures. This marketing technique has been extremely successful at bringing customers in to purchase eyewear and adds excitement to the eyewear shopping experience.

We feel that participation in special opportunities and programs at the exchange not only has been a direct contribution to our sales growth at our location but also increases customer foot-traffic at the exchange, therefore increasing sales for AAFES and other concessions. Establishing and supporting special practices is a “win-win” situation for NVI and AAFES.

Special Marketing Events that we will continue to participate in at Nellis AFB can be found on page 51 of this summary.

As a solid supporter of all AAFES events we are prepared to alter our operating hours to meet the needs of special events and promotions at the Exchange if the need arises. Examples may include extended exchange holiday hours, AAFES Anniversary Sale, Veterans Day Sale, etc.

During the Newcomer's Meetings, we distribute a Welcome Letter with a \$15 off coupon along with give-away items. This letter is also used during our business builder events to welcome new patrons to the Optical Center.

We are available to participate in annual installation health/safety fairs. A table can be set up with free eyeglass cleaning and adjustments. Goodie bags can be distributed containing give-away items such as cleaning cloths, promotional fliers, pamphlets with information on eye exams, eye health, etc. and information on the optometry care clinic.

Other Marketing strategies we plan exploring at Nellis AFB to promote the business include:

Contact the Child Development Center and offer our support during any of the monthly meetings. We would discuss the importance of eye exams and distribute information concerning children's vision, impact resistant lenses, sports eyewear and information on the Optometry Care Clinic; location, hours of operations, etc

Contact the School Liaison Officers to inform them of \$150 voucher program. The school liaison officers may be aware of military children that are in need of glasses and would benefit with a voucher.

Distribute information on preventing eye injuries during contact sports and sports eyewear information at the Sports and Fitness Office, and the various fitness and athletic centers located at Nellis AFB.

Place Marketing Table Tents in the Installation Library (if permitted) with information concerning presbyopia and eye fatigue and information about the Optometry Care Clinic; location, hours of operations, etc.

Contact the Retirement Services Office to distribute brochures on eye health, presbyopia along with information about the Optometry Clinic; Doctor Biography, and hours of operation. Offer to participate in any upcoming or future health events.

Contact 99th FSS to offer support on any upcoming event. We can set up a table with information concerning the Optometry Care Clinic and Optical Center. Offer free cleaning and adjustments, free screenings (if permitted by law) and give away items including cleaning cloths and coupons. We could also have a drawing for \$150 voucher toward a free pair of eyeglasses.

Optometric Support:

Assisting our optometric partner to grow the practice is an important part of building the business and creating a lasting business relationship. Some of the tools that we offer include:

- Patient Recall Cards are provided to assist the practice in maintaining the customer base.
- Prescription pads are provided through the Professional Service Department.
- HIPAA information, guidelines and forms are also provided through the Professional Service Department.
- Professional biography hand out details the optometrist background, clinic contact information, the services available at the practice, as well as the hours of operation. It is personalized to the optometrist and contains a photo. This is a two-color, professionally produced marketing piece that will enhance customer awareness of the clinic.
- Professional Service Support – The Professional Service Department and District Manager help in navigating issues such as credentialing, managed care enrollment, current changes or updates in the legal environment, new product trends, equipment maintenance, etc. that can significantly simplify the practice activity allowing direct focus on patient care.

We keep direct communication with the optometric professional regarding upcoming promotional events to ensure adequate coverage during anticipated busy periods. This enables NVI and the Optometry Clinic to focus on providing excellent customer service to the exchange patron.

Customer Satisfaction:

National Vision has quantitatively assessed our customer's satisfaction with our store product offerings and our in-store experience to ensure that we are always delivering at or above our customer's expectations.

We have recently upgraded our method of monitoring customer satisfaction by adopting the approach detailed in Fred Reichheld's book "The Ultimate Question." Fred is the Director Emeritus of Bain & Company and considered America's leading expert on customer loyalty. (We actually adopted his approach and met with him before his book was released and became a Wall Street Journal best seller.)

Mr. Reichheld recommends a 0-10 point scale for the question that most gets at the heart of whether a customer is pleased with your store. That question is "How likely would you be to recommend the Optical Center to a family member or colleague?" He believes that the concept of actively recommending the store is the most rigorous judge of a customer's experience.

He recommends all customer who rate the store a 9 or 10 be considered "Promoters", that those who rate it a 7 or 8 be considered "Passive" customers, and those who rate it a 6 or below be considered "Detractors." His approach involves subtracting the Detractors from the "Promoters" to get a "Net Promoter Score."

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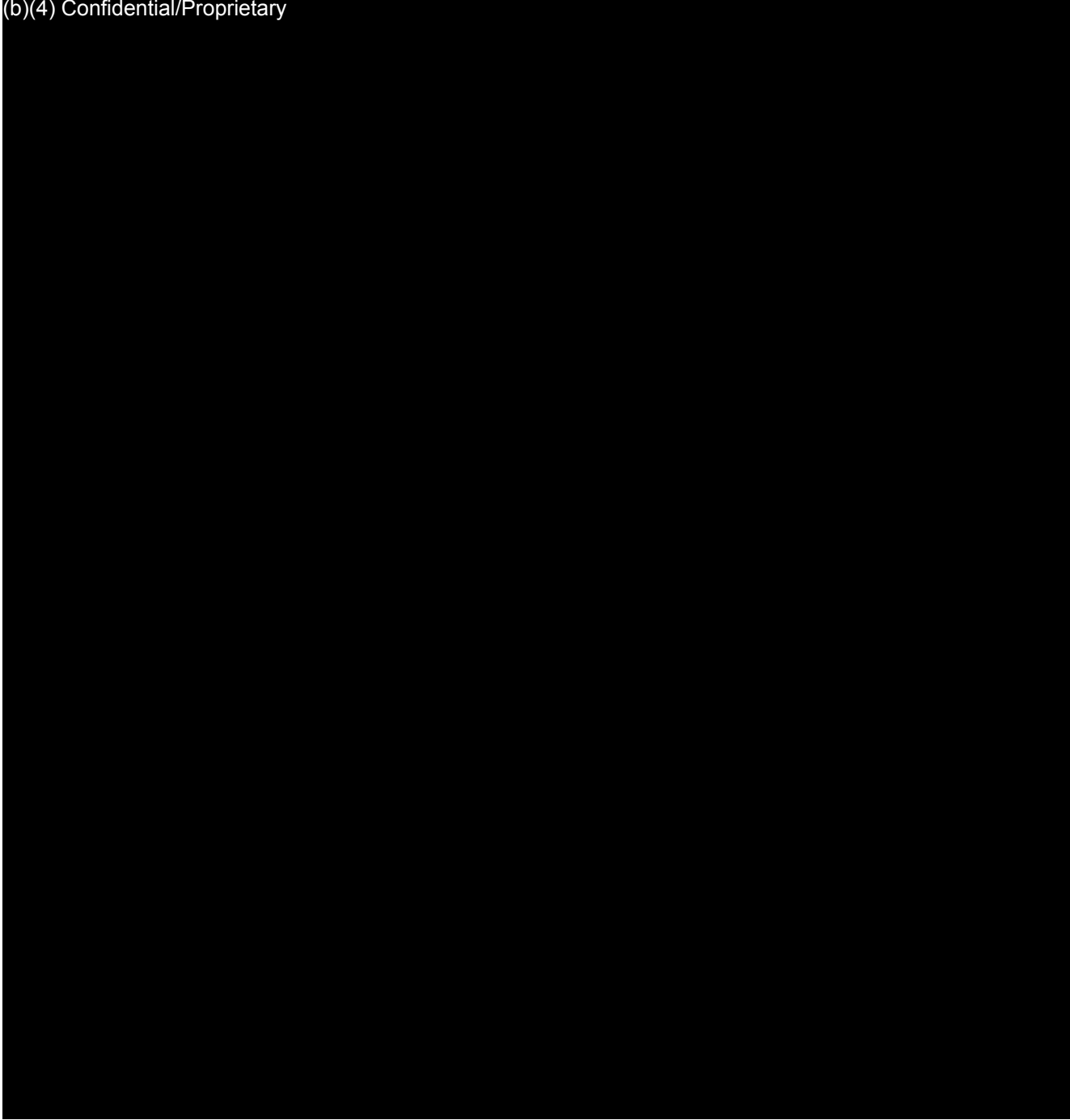
We are still relatively new at this and this approach is new to our industry. Therefore we do not have a lot of reference points with which to evaluate these scores. We do know that on pg 20 of Mr. Reichheld's book he lists 20 firms that he calls "NPS Stars." These are firms that have NPS scores of 48% or higher, currently the military division has a goal of 54% with 72% of our stores above goal.

In summary, AAFES can rest assured that National Vision:

- Takes Customer Satisfaction so seriously that we regularly quantify our own customer's satisfaction.

- Uses the most up-to-date methods for quantifying Customer Satisfaction. Our methods are statistically relevant and appropriate internal control mechanisms are in place.
- That our Military stores are delivering the highest levels of customer satisfaction both relative to highly regarded businesses in other industries and relative to the other National Vision optical brands.

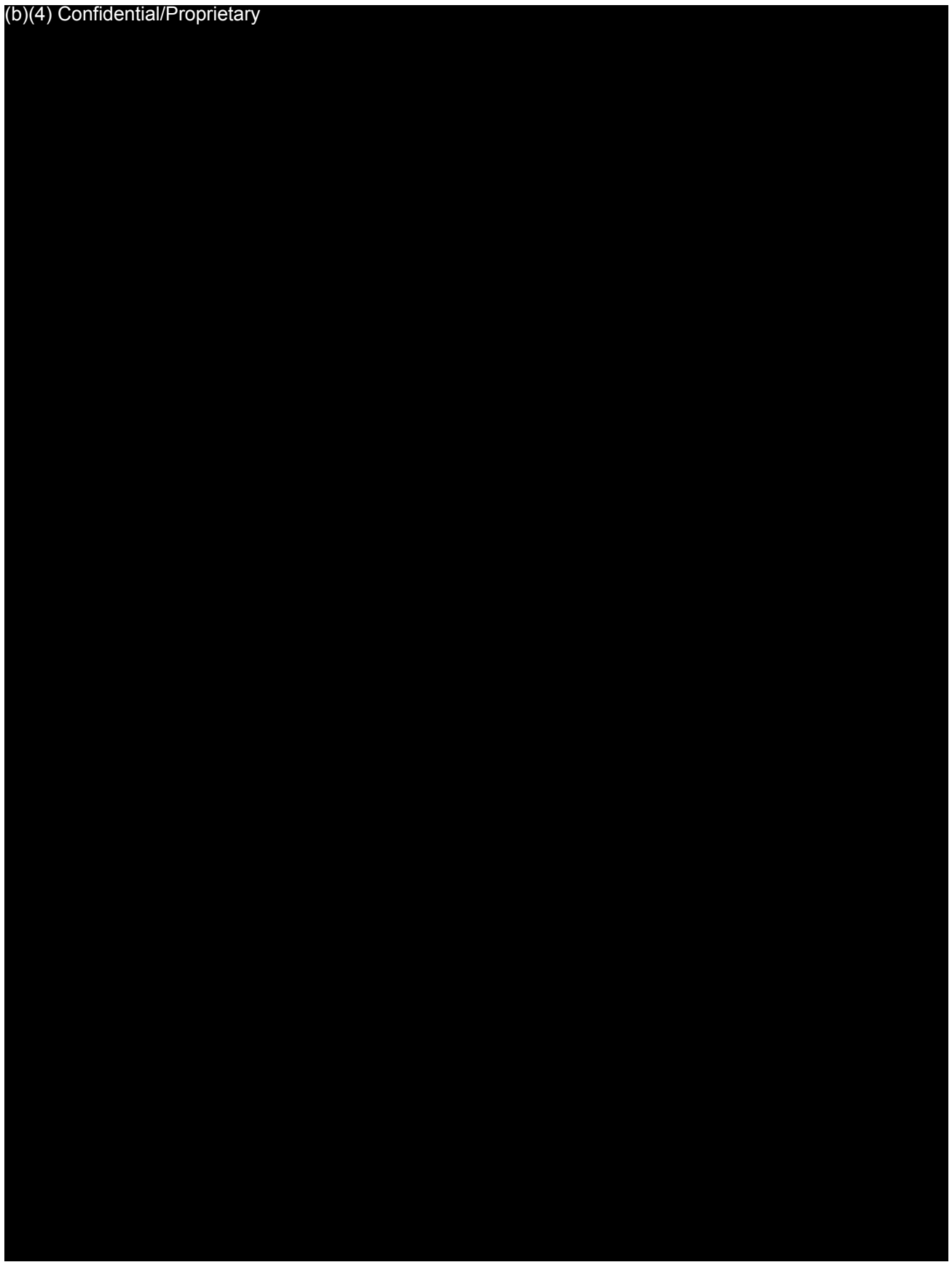
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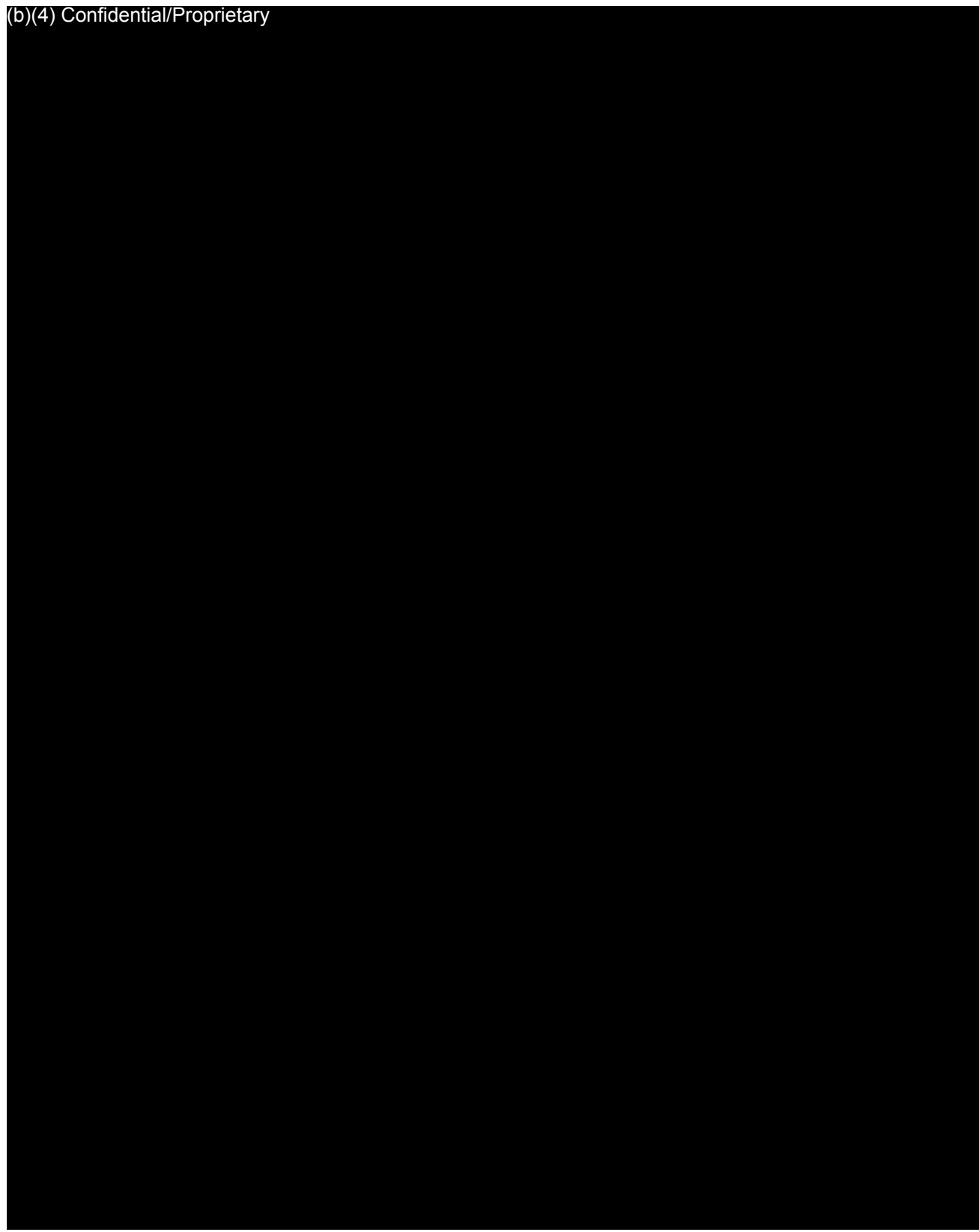
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Other Job Boards we currently use to post positions:


- OptiBoard Job Board forum (optiboard.com).
- The Opticians Association of America Job Center (oaa.org).
- The National Academy of Opticianry Job Bank (nao.org).
- Eye Hunter (eyehunter.com).
- State professional Optometrist/Optician Association Websites where applicable.
- Hire Patriots (hirepatriots.com).
- The Army Partnership for Youth Success (PAYS) Program (armypays.com).

Other avenues utilized to fill open positions include:

- Promoting and transferring from other National Vision divisions, in areas where we have existing nearby locations.
- A current list of qualified candidates is obtained from state licensing boards and recruitment letters are sent to candidates residing in the area of need.
- District Managers visit local competitors to prospect potential candidates for all positions.

- Base/Post and local newspapers may be used to post employment ads.

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An Optical Center well staffed by attentive, knowledgeable opticians will assure continued achievement of this location's potential. An Optometry Clinic operated by a professional driven, motivated and caring Optometrist will assure success.

Optometric Providers:

NVI has relationships with over 900 optometrists nationwide and recruits qualified optometric candidates as positions become available, through the following:

- ♦ National Vision launched an optometric career website nviptometry.com
- ♦ NVI Professional Services Department includes 4 full time recruiters.

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- ♦ Publicizing in optometric trade journals such as Eyecare Business, posting available positions on such well know optical industry web-sites as Vision Monday, 20/20 American Optometric Association, and Optometry school web-sites.
- ♦ In the past year NVI has contributed over \$75,000 to colleges of Optometry throughout the country including:
 - Illinois College of Optometry
 - Southern College of Optometry
 - Inter-American University
- In addition to direct scholarship and endowment contributions, National Vision invests another \$100,000 annually in sponsoring dinners and events at 14 Optometry Schools.

2. Provide after hours patient treatment/management plan (emergency, after-hours, etc.).

Below is the Optometry Care Clinic after hours' emergency plan.

- The Exchange is inaccessible after hours. A recorded phone message is set up on the office answering machine with instructions for emergencies. The caller is instructed "If this is an ocular emergency, please hang up and dial 911 or proceed to the nearest emergency room".
- Signage is posted near the clinic entrance listing the hours of operation, office phone number, and the after hours' emergency care information.
- The Professional Biography handout includes the clinic hours of operations, office and after hours' phone numbers. Any follow-up or appointment instructions for the patient will include after hours' emergency instructions.

3. Provide, for each job title, a corresponding job description including qualifications and assigned duties. Specifically identify:

Below are the position titles and basic job responsibilities. Additional job descriptions are available upon request.

Optical Manager /Assistant Manager

Essential Duties:

- Provides responsible management in directing all facets of retail store operations, including but not limited to; the daily operation of a retail area

including personnel management, budgetary controls, inventory controls, and any other requirements which may impact store operations while maintaining the highest level of customer service.

- Set standards and model behavior for optimum customer service.
 - **Actively empowers associates to respond immediately with an appropriate level of concern to all customers issues. Empowers associate to analyze, solve, and correct customer service issues.**
 - Ensure compliance to all store and corporate policies and procedures.
 - Provide ongoing focus and maintenance in all store operations.
 - Interface with all Doctors of Optometry and maintain appropriate professional relations.
 - Create a retail environment that is fun, educational, professional, and provides consistent standard of customer care.
 - Directs and coordinates activities involved in operating an optical center by performing essential duties personally or through subordinate associates.
 - Accountable for the direction of the selling activity of the store's sales force.
 - Works closely with the Optometrist and host Business Manager to ensure a productive business partnership prevails.
-

Optician/Sales Associate

Essential Duties and Responsibilities:

- Excellent customer service skills.
- Consults with and refers patients to the Optometrist.
- Assists customers with selection of optical goods based on prescription written by Optometrist and individual needs.
- **Listens and responds immediately with an appropriate level of concern to all customers issues. Analyzes, solves, and corrects customer service issues.**
- Shows and recommends frames and explains product features and benefits to customers.
- Takes optical measurements for customer eyewear.
- Processes orders for eyewear via the POS system.
- Understands managed care programs to include plans available, PBS utilization, POS procedures, and plan specifics.
- Proficient in Lensometry and accurately final inspects eyeglass orders according to ANSI Standards.
- Responds immediately to non compliant ANSI Standards. Analyzes, solves, and takes corrective measures to resolve issues.
- Analyzes, solves, and corrects eyeglass issues.
- Dispense eyeglasses and contact lenses to customers.

- Assist in lab processes, including but not limited to:
 - Accurately use all lab equipment and tools
 - Edging lenses accurately.
 - Follows and adheres to required maintenance guidelines for the lab and lab equipment.
 - Proficient in adjusting eyewear.
 - Meets and/or exceeds pre-established NVI sales goals.
 - Completes other responsibilities as assigned by a member of the management staff.
-

Optometric Technician

Essential Duties and Responsibilities

- Greet customers in a friendly manner and ensure high quality customer service.
 - Answer phone according to the telephone protocol.
 - Create a professional atmosphere in the Doctor's office.
 - Schedule and confirm appointments and follow-up visits.
 - Set standards and model behavior for optimum customer service.
 - Interface with all doctors and maintain appropriate professional relations.
 - **Listens and responds immediately with an appropriate level of concern to all patient issues. Analyzes, consults with doctor(s) to solve, and correct patient issues.**
 - Present and verify accuracy of all customer / patient paperwork.
 - Complete necessary paperwork and perform testing on patients prior to doctor examinations.
 - Instruct patients on insertion and removal of CL according to the optometric provider protocol.
 - Accurately transcribe words and numbers
 - Complete referral forms and follow-up paperwork as required.
 - Accurately complete and file managed care claims according to the optometric provider protocol.
 - Ensure equipment (both Doctor's and pre-test) is properly maintained.
 - Order and maintain supplies and pharmaceuticals as needed by doctors.
 - Perform such other duties as assigned by optometric provider.
-

- a. **Positions that may perform management functions and a listing of the functions.**

The Manager provides responsible leadership in directing all facets of the store operations, including but not limited to; the daily operation including personnel management, budgetary controls, inventory controls, and any other requirements which may impact store operations while maintaining the highest level of customer service. The manager is directly responsible for hiring, leading, **training, & development**, increasing/maintaining high morale, productivity, and disciplinary actions. Through our extensive training programs for the associates and the IQDS Management Training Program for the manager, associates are authorized to perform a host of duties that the manager is ultimately responsible for. Increased responsibilities equal increased morale and productivity creating a “win-win” situation. Below is an outline of management functions that are performed through subordinate associates under the direction and coordination of the manager.

Customer Service: All associates are empowered and responsible to react immediately with an appropriate level of concern to all customer issues and responsible to analyze, solve, and correct customer service issues.

Financial: All associates receive a thorough background check prior to employment and are authorized to perform opening and closing procedures relating to cash closing and other cash management reporting including responsibility for daily bank deposits.

Shipping and Receiving: All associates follow up to ensure receiving procedures comply with policies and that timely distribution to customers is occurring.

Inventory: All associates are responsible for all aspects of inventory management including product recalls, inventory transfers and perpetual inventory counts.

Accounts Receivable: All associates are responsible for monitoring the stores accounts receivables including following company procedures, documenting the Accounts receivable Report and Customer Communication Report.

Petty Cash: All associates are authorized under the direction of the manager to process petty cash transactions. Guidelines must be followed in policy # FN-NV-03-01 Petty Cash.

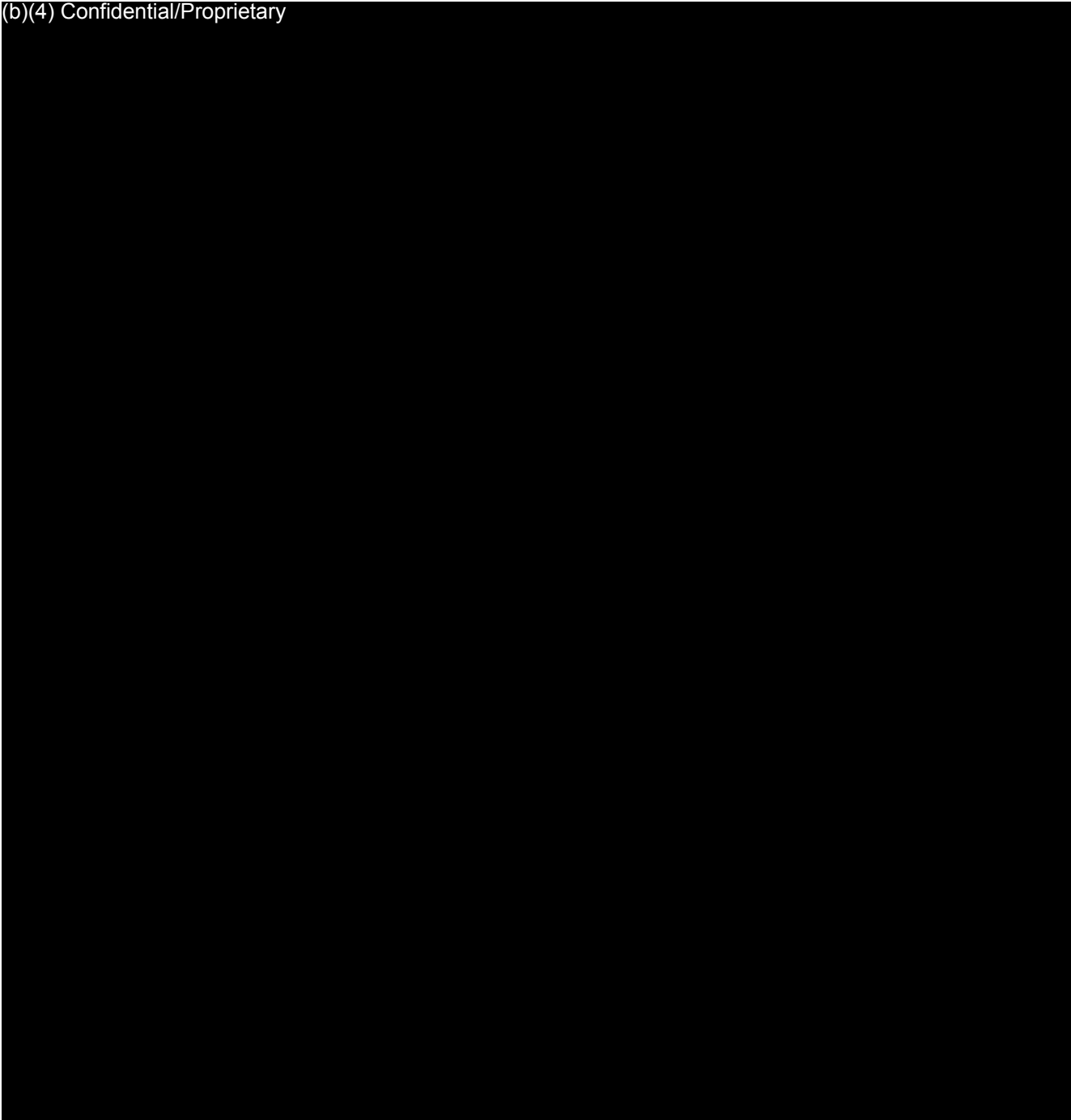
Payroll Approval and Transmittal: Due to the POS security feature, management or lead associates are only authorized to approve and transmit the associate payroll timesheets. The management team will be the only associates authorized to perform this function.

b. Positions that may authorize exchanges, refunds, warranty issues, and product complaints. Include a copy of any written policies concerning this attribute and how they are to be handled with your attachments/exhibits.

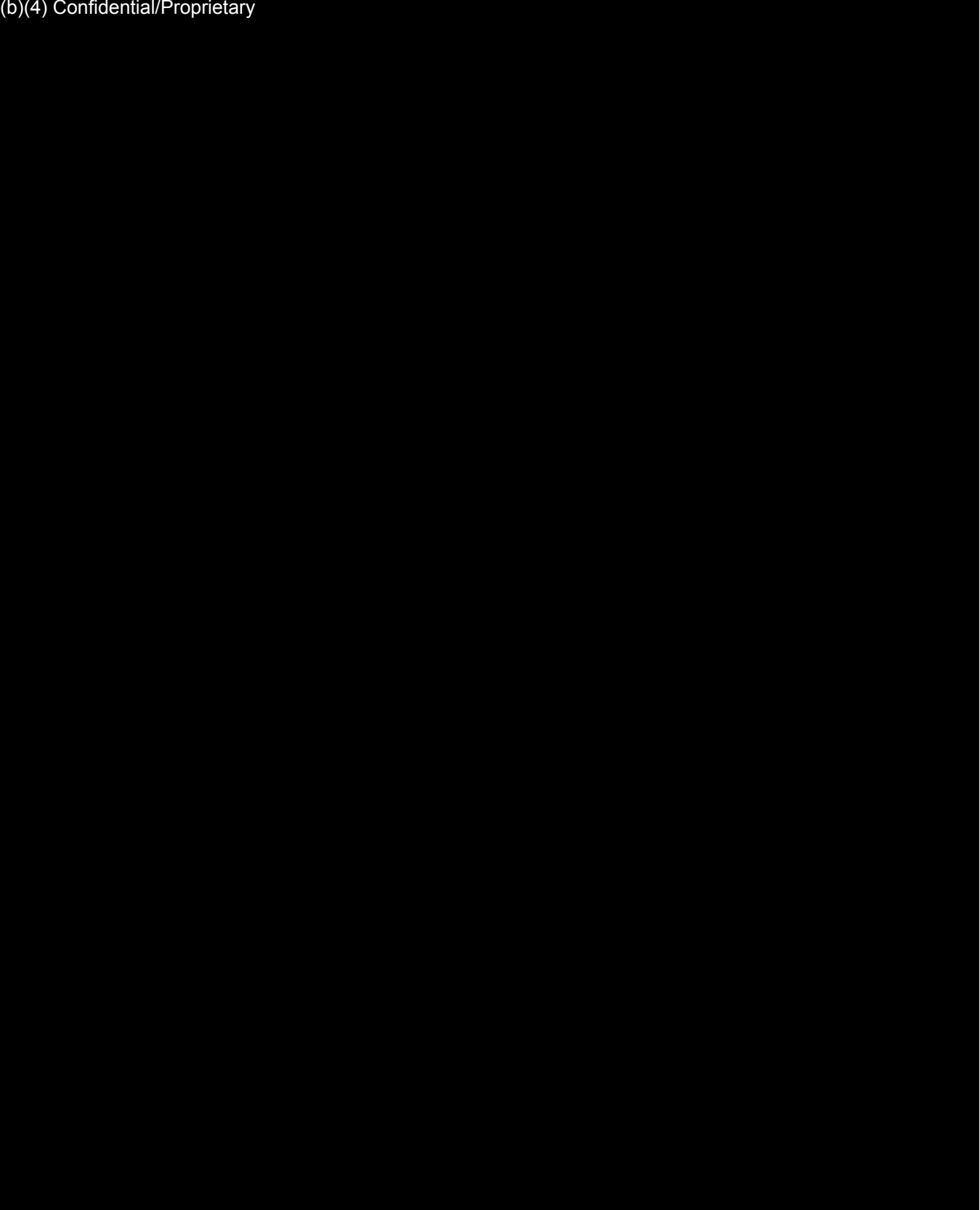
Our Management Team **and entire Staff** have been empowered with the authorization to do **WHATEVER IT TAKES** to satisfy our customers. This assures that no customer

issue ever goes unresolved due to a member of management being unavailable. NVI's policies and procedures have been written and developed to provide instruction and guidance on the duties and expectations of Optical Center managers and associates, but ultimately, all associates regardless of position have been instructed to do whatever it takes to resolve any customer issues. NVI's management is responsible for ensuring the appropriate procedures are utilized for applicable transactions to make certain the optical center is in compliance with financial procedures.

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(b)(4) Confidential/Proprietary



Primary Factor II –Pricing & Marketing

A. Product Pricing and Distribution:

1. Wholesale and retail pricing structure for all products and services. (Include price proposals per Exhibit D, Sections II and III.)

As previously stated, NVI is currently the 4th largest Optical Retailer in the US. We have ongoing proprietary arrangements with our vendors which by agreement restrict us from revealing our wholesale pricing. Our **strength lies in our reduced retail pricing**, far below that of any Optical retailer who offers similar quality service.

- ◆ **Exhibit 3** - Safety Eyeglass Program and Price List
- ◆ **Exhibit 4** - Eyeglass Lens Price List
- ◆ **Exhibit 5** – Military Optical Center Frame Planogram.
- ◆ **Exhibit 6** - Contact lens Parameter Guide
- ◆ **Exhibit 7** - Accessory List

2. Descriptions of products and service to be offered that are not contractually required (e.g. additional sports, safety, and other specialty frames that are not in the AAFES Image complete-pair-package pricing, specialty eyewear such as goggles for water or snow skiing, helmet-eyewear combinations, specialized arc welding glasses, etc.)

APEL - NVI has developed an **APEL** “Look Book” a manual that outlines the current **APEL** approved frames that are available at each of our exchange locations. This tool is useful for each of our associates and customers to determine what ballistic eyewear options are approved for military use and which can hold prescription lenses. We do not offer this product with a profit motive. We offer it solely as a service to rapidly deploying troops and as a means to assure our staffs are intimately familiar with **APEL** product and policy. All of our associates have been fully trained on this program to assure everyone is able to correctly advise troop personnel.

To accommodate the sports activities offered through the 99th FSS, we will offer a wide variety of sports goggles. Our selection includes a variety of Rec Specs, high quality protective eyewear designed for contact sports including the Helmet Specs 3, designed to fit under a helmet for football and the Aqua Spec swim goggles to accommodate water activities. Rec Specs are the first Protective Sport Eyewear to receive the AO A Seal of Acceptance.

Our collection of sports performance sunglasses manufactured by Oakley features the latest technology in sunglasses. The collection includes:

- ◆ **LIVESTRO NG RADAR:** Features BLACK IRIDIUM® lens coating to reduce glare and balance light in bright sun. POLARIC ELLIPSOID™ lens geometry is one of the innovations that give this sunglasses HIGH DEFINITION OPTICS® (HDO®), and the technology optimizes clarity at every angle of view to maximize peripheral vision. **OAKLEY THUMP:** The world's first digital music eyewear with an integrated digital audio engine. This product combines premium sun protection with a state-of-the-art MP3 player to create entertainment all in one unit.
- ◆ **POLARIZED WATER JACKET:** HIGH DEFINITION OPTICS® (HDO®) combines patented optics and PLUTONITE® lens material that provides 100% UV filtering and unsurpassed impact protection. Optical acuity remains full scale with a wide-screen peripheral view. Wind and water are a formula for liquid shrapnel. That's why the glare reduction and high contrast of our vented lenses are protected against droplet buildup with a specially formulated hydrophobic coating.
- ◆ **ENDURING EDGE:** Engineered specifically for women, and can be adjusted with two included sizes of nosepiece. UNOBTANIUM® components keep the lightweight frame comfortably in place by increasing grip with perspiration. The lens curvature helps protect the delicate skin around the eyes from the wrinkling rays of ultraviolet light.
- ◆ **JAWBONE:** Includes SWITCHLOCK™ Technology for an interchangeable lens design that helps keep up with changing light conditions to maximize performance in any environment.
- ◆ **POLARIZED STRAIGHT JACKET:** Oakley polarization eliminates the blinding rays of glare with greater than 99% efficiency, and the manufacturing technique eliminates the haze and visual distortion that comes with ordinary polarized lenses.
- ◆ **RADAR P ATH Golf Specific:** This go lf-specific ve rsion of RADA R co mes in a G30™ lens to optimize depth perception when haze hides the bunker or clouds cover the fairway.

Other sun collections consist of styles with distinct name brands including Ray ban, Bolle, and Serengeti.

To better serve the patrons at Nellis AFB, we also offer an extensive prescription program in the Serengeti and Bolle sun lines. The advanced technology of these lenses offers ultimate protection and is the most advanced in the history of eyewear.

National Vision offers an industrial Safety Eyewear Program that combines high quality products, service, delivery, and competitive pricing that addresses the needs of employers and eligible employee's needs for convenience, price and ease of administration. The Optical Center is provided with a Safety Eyewear Manual including information on basic and fashion safety eyewear frames as well as voucher prices on polycarbonate, plastic, or glass lens. (See [Exhibit 3](#) for information on NVI's Safety Program).

National Vision's In-store Lab is a vital part of the way we do business. We will go beyond the solicitation requirements and offer a wide-ranging assortment of single

vision lenses in polycarbonate, polycarbonate aspheric, and CR 39. With our in-house stock, we engage in the practice of processing in-store orders in **One Hour**. This has been a huge benefit for the deploying troops at Nellis AFB and practiced on a daily basis.

In regards to our service time we feel that with the efficiency of our distribution center and optical labs we can submit an alternate service time chart. See Exhibit H.

3. Other information, company philosophy, or plans for intended products.

Discontinued frame merchandise is recalled 2 times a year in conjunction with our store's inventory. We do not sell discontinued product currently in any of our Military locations. Our historical sales data has proven that our broad line of frame designs as well as a wide-ranging eyeglass lens assortment has met the demand of the patrons of AAFES. Our commitment to the patrons of AAFES is to provide a great selection along with our company's solid commitment to provide great customer service.

B. Marketing Considerations:

1. Marketing initiatives and public awareness campaign for this vision center.

National Vision employs proven strategies in marketing our locations. Our Marketing Department runs a minimum of six promotions each year utilizing discount coupons, product launches and everyday low prices to attract customers. The demographics of the installation are taken into consideration during the planning stages of our promotions. Other elements addressed during our promotions are special events such as Back to School, and Contact Lens Events. See [Exhibit 8](#) for examples of our marketing materials.

NVI does not do national advertising for our military locations. We take grass roots, local approach and advertise via local and installation newspapers, banners, fliers, in-store signage and special event/promotions. Print media is derived from our promotional signage and is published in the Bullseye on a regular basis. We also include information on the Optometric provider; hours of operations, insurance acceptance, contact phone numbers. We have found that this has been extremely successful in reaching the military community and communicating the optical/optometry services offered at the Exchange.

Our Marketing Department has also designed Windmaster signs that are positioned at the entrance to the Exchange. These signs are changed out regularly for a fresh look. Currently we are rotating three signs; Eyeglasses starting as low as \$39.98, Contact Lenses, and Eye Exams Available (select locations). These signs bring attention to the

patrons of AAFES of the products and services available at the Optical Center. See the Military Marketing Signage in [Exhibit 8](#) to view Windmaster signs.

Outlined below are the marketing promotions for 2011. NVI reserves the right to alter or change promotions based on business conditions. These promotions outline what we would print on our brochures, banners and in-store signage. Print and other media ads are derived from these basic themes. The 2012 Promotions have not been finalized and unavailable for submission.

2011 Marketing Plan

January/February

MAIN OFFER: Buy One Pair of Eyeglasses Get One Pair ½ off - Share with Friend or Family

2nd pair must be of equal or lesser retail value as the first pair purchased. Complete pair purchases required. Offer cannot be combined with any other discount, coupon or insurance plan except for the \$25 off of lined bifocals and \$30 off of no line bifocals on the first pair purchase.

SECONDARY OFFER:

\$25 off lined bifocals and \$30 off no line bifocals (Complete pair purchase required. Offer cannot be combined with any other discount, coupon or insurance plan).

March/April

MAIN OFFER: Free Frame with purchase of Coppertone Lenses

Buy any style Copper tone Lenses and get the frame free. Free frame up to \$65.98 value. Complete pair purchases required. Offer cannot be combined with any other discount, coupon or insurance plan.

May/June

MAIN OFFER: Buy One Pair of Eyeglasses Get One Free - Share with Friend or Family
Free second pair frame must be of equal or lesser value up to \$65.98. 2nd pair includes single vision CR 39; you only pay for upgrade lens styles and extra features if applicable. Complete pair purchase required. Cannot be combined with any other discount, coupon or insurance plan.

SECONDARY PROMOTION: Biannual Contact Lens Event (6-05-11 through 7-02-11)
All contact lenses on sale. Disposable Contact Lens priced as low as \$11.88/box with mail in rebate.

\$40 credit toward an eyeglass purchase with annual supply purchase or \$20 credit toward an eyeglass purchase with semi-annual supply purchase. May be shared with Friend or Family.

July/August

MAIN OFFER: Buy One Frame Get One Free - Share with Friend or Family

Free frame must be of equal or lesser retail value as the first frame purchased. You only pay for the lenses and any extra features. Complete pair purchases required. Cannot be combined with any other discount, coupon or insurance plan.

SECONDARY PROMOTION: Kid's Eyeglasses only \$39.98. Kid's eyeglass off includes \$15.98 frame and single vision polycarbonate lenses. Choose a more expensive frame or lens and just pay the difference. Offer only valid for children 17 and under.

September/October

MAIN OFFER: Buy One Pair of Eyeglasses Get One Pair ½ off - Share with Friend or Family

2nd pair must be of equal or lesser retail value as the first pair purchased. Complete pair purchases required. Offer cannot be combined with any other discount, coupon or insurance plan.

November/December

MAIN OFFER: Buy One Pair of Eyeglasses Get One Free - Share with Friend or Family Free second pair frame must be of equal or lesser value up to \$65.98. 2nd pair includes single vision CR 39; you only pay for upgrade lens styles and extra features if applicable. Complete pair purchase required. Cannot be combined with any other discount, coupon or insurance plan.

SECONDARY PROMOTION: Contact lens Event (10-30-11 through 12-03-11)

All contact lenses on sale. Disposable Contact Lens priced as low as \$11.88/box with mail in rebate.

\$40 credit toward an eyeglass purchase with annual supply purchase or \$20 credit toward an eyeglass purchase with semi-annual supply purchase. May be shared with Friend or Family.

Also in an effort to attract and exhibit our support to the AAFES patron we are involved in frequent special events for the military communities. We expect to continue participation in these events at all of our locations.

Armed Forces Day: To show our support for the troops and their families, we hold a 3 day event each May. In 2011, Military personnel and their families were greeted in the Exchanges by Optical Center Associates. Current fliers were distributed and patrons were invited to the Optical Center for refreshments and to enter the drawing for a free pair of eyeglasses valued at \$150.00. This event was supported with free give-away items including Cookies, Lens Cloths, Patriotic Bracelets, and Patriotic Tattoos. To make this event fun for the children, a face painting area was also set up. Kids love to have their faces painted and it created a festive atmosphere around the event.

AAFES Anniversary Sale: In July, 2011, we supported this sale with a **register to win** for a pair of eyeglasses valued at \$150.00 and \$35.00 off eyeglass coupons at all of our locations. A table was set up at the entrance to the Optical Center with free eyeglass cleaning and adjustments, give-away items, coupons, and refreshments. The give-

away items included Animal Stickers, Patriotic Can Coolers, and Paper US Flags. We expect to celebrate the event in 2012 in the same fashion.

Another exciting AAFES marketing tool that we participate in is the **Buddy List**. Each promotional period our marketing signs are emailed to the local Service Business Manager and are included in the Buddy List emailing that is sent out to a large portion of the exchanges' customer base. This email gives the exchange patrons information on specials/promotions and special events at the exchange and we have been given the opportunity to include information on the Optical Center's promotions and special events. It is a simple yet powerful way to get our promotional messages out to the Buddy List subscribers.

Also included in NVI's monthly Sales Action Planners are accompanying **PA Scripts** related to our current promotion. The store managers are directed to provide these messages to the Service Business Manager for inclusion into the AAFES Radionet. The current Sales Action Planner is available upon request.

Other examples of promoting special savings for the Exchange patron include our promotional fliers that are distributed to the customers shopping at the exchange. These handouts are also used at bag stuffers at the neighboring concessions and have been a successful part of our growth. By utilizing discounts and everyday low prices we are able to bring excitement to the eye-wear shopping experience. These promotions have a common link to the wants and needs of the Exchange patron. All of our promotions are supported by in-house signage that includes banners and promotion sign stand inserts. We have incorporated the AAFES signature logo "Optical Center" which is utilized on all advertising.

NVI Store Managers execute the most powerful advertising technique for host store locations. NVI uses **Business Building Events** that are held in-store to promote sales and service. The strategy of our Marketing Department has been to develop Business Builder Events that are easy to administer and informative for the exchange patrons. Each location has a Business Builder Manual with several different events outlined with step-by-step instructions. The manager and staff have more control and are able to choose what events are more beneficial to the location. These events are to be held a minimum of twice per month (every other week, 24 times per year). Event topics include:

- GET FRAMED
- TRANSITIONS
- GET POLARIZED
- RX AND PLANO SUNGLASSES
- ANTI-REFLECTIVE COATING

The events are held more often during pay days, high traffic times, and periods when a store is being challenged by their budget due to decreased customer traffic, etc.

Business Builders may be held at any time during operational hours to create awareness of the Optical Center and the services we have to offer.

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Another exciting event held bi-annually each year is the **Contact Lens Event** that includes discounts on all contact lenses, including disposables, colors and specialty lenses. Savings included:

- Disposable Contact Lenses - \$2 off per box
- Disposable Color Contact Lenses - \$3 off per box
- Frequent Replacement Contact lenses, including dailies, Monthly, Extended Wear Toric and Bifocals – 15% off
- Specialty Lenses - 15%

The Bi-Annual Contact Lens Events held each June and December also included an eyeglass offer that we anticipate will continue with future events. With the purchase of a

semi-annual supply of contact lenses, the customer received a coupon for \$20 off a complete pair of eyeglasses and with the purchase of an annual supply the customer received a \$40 coupon. These coupons are valid for 60 days and may be shared with family or friends.

2. A highlight of an idea/initiative that would be unique to this specific location or unique solely to the company.

Installation Support:

The Optical Center participates in any events offered through the Exchange. These events are supported with drawings for free eyeglasses, free give-away items, free eyeglass cleaning table, safety product information displays, etc. Information concerning the optometry care clinic is also distributed, hours of operations, doctor biography, and business cards.

Events supported by the Optical Center include:

- * Retiree Appreciation Days
- * Newcomer's Meetings
- * Sidewalk Sales – AAFES
- * 4th of July Celebration
- * Spouses' Events

Marketing initiatives that are unique to National Vision, Inc.:

- **Business Builder Events**
- **Contact Lens Events**
[REDACTED] (b)(4) Confidential/Proprietary
- **Buddy List**
- **PA Announcements on the AAFES Radionet service**
[REDACTED] (b)(4) Confidential/Proprietary

NVI's Managed Care Initiative

In 2007, all of our military locations became providers for all Federal Employees and Retirees with the acceptance of Spectera and Davis Vision Managed Care. This is a 'win-win' situation for federal employees and AAFES. In 2010, all of our military locations became EyeMed providers and NVI also mandated that all of our partnered optometrist become AETNA providers and we are happy to report that we are in compliance 100%. Our Optical Center/Optomety Care Clinics can service all of the AAFES employees, another "win-win" situation. YTD 2011, the military division has increased managed care sales by 50% and the optical center at Nellis AFB is up 30% over the same timeframe last year. We feel this is a unique area in which National

Vision complies with this contract requirement as we know of no other providers operating in AAFES locations that accept any managed care.

Militarycontacts.net

In 2009, we introduced militarycontacts.net website, a new e-commerce site exclusively available on the AAFES Exchange Online Mall. This new resource allows our customers to purchase contact lenses online or sign-up for an automated shipping program. The user is directed to designate the location of their home installation command when setting up their account and the AAFES Optical Center on that installation gets credit for all orders placed on militarycontacts.net by that customer. This program enables us to extend the retention time of contact lens customers regardless of what installation they are being relocated to. They will be able to enjoy the lowest prices around and free shipping on any order over \$50 or "Auto-Ship" a 3 or 6 months supply automatically replenished. The stores can register customers through the NVI Portal filling in the prescriptions, expiration dates, etc. We provide each customer with a militarycontacts.net card to remind them to visit the website to order replacement contacts.

Marketing initiatives that are being investigated or initiated at Nellis AFB:

- Communication with the Retirement Services office to promote our services to the retiree communities surrounding Nellis AFB. Special emphasis is made to assure the Retirement Services Office is aware that the Optical Center staff stands ready to participate in any health related venues they sponsor. Participation typically involves set up of a table or booth with product samples, informational materials and eyewear adjustment and cleaning capability.
- Place Marketing Table Tents with information about our current promotions in the Food Court at the Exchange.
- Explore advertising in the various programs offered through Services.
- Brochure Display - Table Top Displays with information about our current promotions can be displayed at the various recreational facilities including the Bowling Alley, Fitness Centers and Outdoor Recreational Center.

Primary Factor III - Quality Comprehensiveness and Suitability to Execute the Contract

A. Quality Comprehensiveness

1. General:

a. Projected or anticipated products and services for this location.

NVI is committed to the patrons of AAFES and we provide an extensive selection of optical products and excellent customer service. We have proven this with annual sales growth exceeding expectations year after year since we began services at the AAFES Exchanges in 1997. We have since grown to 39 locations with an extremely large customer base. We are proud of the service we have provided to the military communities year after year. We offer brand names at low prices that bring substantial savings to Optical Center customers. Our selections are comprised of a variety of styles to match different personalities and lifestyles that meet the needs of the exchange patrons.

Eyeglass Frames:

To stay current with the technology and fashion driven optical industry, our Merchandising Department's main tools for keeping styles current and germane include our Product Sales Reports, and Top Selling Frame Reports that can be generated by store, demographic location and company entity. These reports along with vendor reports, industry publications such as 20/20 and the Jobson Publication are valuable tools that are analyzed and incorporated in maintaining a variety of frame styles that are current and relevant to each demographic area. To provide product for the broad range of desires of a large group of patrons; we have tailored our selection to accommodate the young military personnel with up-to-date trendy frames to the retirement communities with traditional and designer frame lines. Our frame selection includes product that meets the needs of the total customer group without limiting the fashion forward. The frame offerings are refreshed approximately four to six times annually; this allows our products to be current for parts and in vogue with changing styles. Below is a listing of designer and brand name frames that are offered and the current profile of frames can be reviewed in [Exhibit 5](#) - NVI Frame Planogram.

We offer high-end designer labels to our already extensive frame selection. NVI has partnered with The Safilo Group and Marc'hon to offer these exciting collections. Our designer lines include:

Coach

Coach eyewear and sunwear, inspired by modern American design, combines great personal style, with long lasting wear-ability. The collections offer clean modern shapes, classic styling with sophistication, elegance and enduring quality.

Calvin Klein

The Calvin Klein collection is fashion forward designed to meet the needs of individuals that seek fun, youthful, and hip eyewear and sunwear. Modern, comfortable, and sleek styles set the image for those enticed by fashion.

Gucci

Its strong character with luxuriously designed styles and distinctive, exclusive detailing defines the **Gucci** collection. The delicate colours of the models come with attractive layered effects, with several different shades visible on frames. They stand in contrast to other collections and are considered one of the hottest products on the market.

Dior

Christian Dior sets a new trend in fashion designer eyewear. The sparkling collection of prescription frames is fashion-forward with maxi sized rectangular and rounded models in luscious hues and one of the most sought after designer labels.

Armani

Giorgio Armani collection is truly genuine fashion with a different perspective. The collection has beautiful, clean, European designs and includes neat streamlined models that are both comfortable and casual.

Armani

The **Emporio Armani** collection includes styles for young modern-minded fashion oriented men and women. The emphasis of the collection is focused on new exciting urban fashion with an edge.

Kate Spade

The trendy **Kate Spade** frames focus on geometric shapes, including modified ovals, rectangles and squares. Plastic frames feature sophisticated color combinations with double-laminates and fade treatments. Kate Spade collection sets a new trend in fashion designer frames.

Valentino

The **Valentino** collection seduces us with its bold shapes and surprising colors. The metal models are distinctive with large shapes and temples in acetate and are luxuriously feminine.

The **Hugo Boss** brand encompasses class, refined elegance, and is well-fitting to any situation. The Hugo collection, made with high value and quality materials (titanium and beta-titanium) offers a wide spectrum of non-conventional contrasts, according to post-modern tastes.

Other brand name lines include:

The **Randy Jackson Collection** features on-trend shapes and colors and give every man a stylish, masculine, and cool look. Randy's quote.....***"My Vision. Your Style. My Style. Your Vision."*** explains it all.

NASCAR is an absolute phenomenon in this country and this incredibly powerful brand features contemporary and traditional designs targeted toward men of all ages.

Wrangler designed for men 25+ who appreciate comfort, durability and functional products. The frames range from traditional to updated styles in masculine colors featuring Tortoise, Gunmetal, Bronzes and Browns.

Stetson known for their incredible level of comfort and long-lasting durability, the products come in a range of colors, shapes, sizes and materials.

Ray-Ban RX prescription eyewear has a history of quality and is available in a variety of shapes and colors, including plastic, metal and rimless frames.

Timberland provides unparalleled comfort and durability with each frame design, seamlessly blending cool fashion with unequalled performance.

Perry Ellis offers dynamic and unique styling incorporating neoclassics and modern styles that are perfect for work or play.

Candies collection is young and spirited with a purely inventive approach to color, shape and finishes, with a range of hues beyond the norm. Shapes are fun, sexy and feminine with details that draw attention to the eyes.

Cover Girl eyewear is designed for both teens and adults. Cover Girl frames come in sizes ranging from a small of 47 to a larger size of 51. Cover Girl incorporates the makeup palette into their frames, Raspberry, Sapphire, and Mink.

Cosmopolitan eyewear reflects traits of fun, fearless, bold and sassy with provocative designs and colors. Expressly designed for the trendy, fashion aware female, the funky, modern styling of the collection will most surely suit every fashion desire.

Lucky Brand is a complete collection of retro eyewear for men and women. Rooted in rock 'n' roll with a signature sense of humor, Lucky Brand stands for independent thinking, individual style and a feeling as authentic as love.

Sophia Loren offers a wide range of flattering colors and exclusive jewel-like styling and feminine accents. A favorite eyewear brand since 1980, and has been one of the top-selling brands to women over 40.

Essence is a well respected and trusted brand that is known for its classic style and value, the essentials for a good living. The collection is designed with a modern urban styling and unique hinge and temple designs that make these frames stand out from the crowd.

Kenneth Cole eyewear collection has bold plastics, sleek metals, and geometric shapes targeted to a younger audience. The plastic eyeglasses eyewear frames feature double and triple laminates, which are inspired by Kenneth Cole's reversible colors in his shoe lining designs.

Jones New York is known for elegant designs, quality materials and tailored styling. The collection includes modern classic frames, well-crafted designs using fine materials such as Italian-made zyl, German-made spring hinges.

Converse eyewear, inspired by urban street wear lets trendsetters of all ages demonstrate their lifestyle choice. With metal and semi rimless models in earthy colors Converse eyewear ensures even the youngest trendsetters are set.

Via Spiga

An authentic lifestyle brand, offering distinctive women's collections that are widely recognized for original, sophisticated design at competitive prices.

DKNY eyewear is a dynamic, colorful collection that's bold, edgy, and eclectic. Created by Donna Karan, DKNY eyewear features contemporary frames designs with rimless shapes and progressive geometrics with luxurious materials.

Sean John eyewear adds a definite upscale quality to urban dress and style. Sean Combs, also known as P. Diddy, adds to his international brand clothing line with his fashion forward Sean John frame line.

Tommy Hilfiger eyewear offers styling that juxtaposes classic and modern, traditional and urban hip. It unites vivid colors, rich materials, and innovative logo treatments for a distinctive look.

Ebony – The collection has an urban flair, with larger stylish frames. The styles consist of plastic, metal and metal/plastic combinations for men and women in an array of shapes and rich colors.

Vera Bradley - Exclusive designs with unique and colorful patterns. The collection is feminine in design, stylish, smart and comfortable to wear.

Daisy Fuentes - Frames designed for women feature modified rectangular shapes in colorful zyl plastic or metal. Daisy Fuentes combines fresh designer fashion frames styles with optimal functionality that reflects the entertainer's fun style.

Phat Farm - The frame collection is an upscale mix of sporty urban fashions with the classic styles. Created by the co-founder of Def Jam record label, targeting young men, the collection is proving to be a major hit.

Baby Phat - The Baby Phat frame collection are so unique and so amazing, they could only be Baby Phat. The creative force behind Phat Farm, debuted a collection for the girls targeting the urban dweller.

Eyeglass Lenses

The Military Price List offered includes a large variety of lens material and styles including polycarbonate, polarized and mid/high index lens materials. We offer a

complete assortment of polycarbonate, polarized and Mid Index lens material in Single Vision, FT Bifocals, FT Trifocals and Progressive lens styles. Our price list represents approximately 99.4% of all orders that are processed. We cover the remaining .6% of lenses by special orders that are available but not listed on the price list. We will gladly accommodate any request from patrons for specialty lens not identified on our price list that are available from an independent lab or manufacturer. Please make us aware of ANY lens styles needed not currently offered.

We have expanded our eyeglass lens assortment to include innovative new technology driven products as they become available to further accommodate the AAFES patrons and stay competitive in the local markets. Products include:

- ♦ **Neverglare Advantage** is a premium Anti-Reflective Coating created with a state-of-the-art manufacturing process that combines no glare properties with double-side scratch resistance and a finish that repels water. The **Neverglare Advantage** has the exact same characteristics and quality as Essilor's Crizal coating at a substantial savings for the exchange patron.
- ♦ **Digimax HD Progressives: Digimax HD** is a digitally processed progressive lens that is customized to each customer's visual needs. This lens is the newest product available in the optical industry with the sharpest most natural visual correction. The Digimax HD lenses afford patients a progressive that feels like a single vision lens. Eye movement feels unrestricted and comfortable, while images stay stable and clear.
- ♦ **DriveWear: DriveWear** is the first polarized photochromic lens that has the capability of sensing and reacting to varying light conditions in both the outdoors and behind the windshield of a vehicle. This lens combines the technology of polarization, which provides glare protection, and transitions, which respond to both visible and UV light.
- ♦ **Anti-Fatigue:** We have made available a single vision **Anti-Fatigue** lens for patients suffering from any type of visual fatigue. It has a unique variation of power at the lower part of the lens to give comfort for near vision, preventing and relieving visual fatigue. Only eye care professionals can diagnose visual fatigue and this lens will only be discussed and offered to patients with a doctor's recommendation or a written prescription.
- ♦ **Computer Continuum Lenses: Continuum Lenses** are a progressive lens designed to suit the visual needs of extended computer users. **Continuum Lenses** are ideal for other occupations including administrative assistants, engineers, architects and accountants.
- ♦ **Coppertone Lenses :** Coppertone polycarbonate polarized lenses are constructed with a special polarizing film that provides more protection against high-energy visible (HEV) light than other polarized lenses. HEV light is a major cause of age-related macular degeneration. The additional protection from HEV light has resulted in

Coppertone lenses being the first and only polarized lens to receive the Skin Cancer Foundation Seal of Approval. Coppertone lenses are available in Single Vision, FT 28 Bifocal, and Illumina Progressive Lens.

- ♦ **atLast! Multifocal** is the first in a new category of lenses called Enhanced Multifocal, made with new composite lens design technology that provides wide, clear, continuous intermediate vision that is missing in standard lined multifocal. Current bifocal and trifocal wearers are the primary candidates. atLast! is an excellent solution for computer users, progressive lens non-adaptors or a second pair for progressive wearers who need more intermediate. The atLast! lens design is increasingly becoming an excellent alternate to the lined bifocal for eyecare professionals when prescribing multifocals for children.

NVI's has one of the largest lens offerings available in the industry. Our Merchandising Department has gone to great lengths to ensure all lifestyle needs are met. We were the first to introduce new lens designs such as Digimax HD Progressive and atLast Multifocals. Our progressive assortment includes 11 different designs to accommodate the ever-changing frame designs, occupational and lifestyle needs of the AAFES patrons.

Our progressive assortment includes:

Sola VIP – A general use progressive lens available in CR39, clear glass and photochromic glass.

Sola Compact Ultra has the lowest (13mm) recommended minimum fitting height of any leading short-corridor progressive lens. Available in CR39, CR39 Transitions, Polycarbonate, Polycarbonate Transitions, 1.67 Hi-Index and 1.67 Hi-Index Transitions; the Compact ULTRA's patented design and revolutionary 9 mm corridor delivers unsurpassed full-power reading vision in small and ultra-small frames.

Sola SOLAMAX delivers all the elements patients want for comfortable all-day wear; an expanded reading area and a large intermediate and spacious distance area. This lens is available in CR39, CR39 Transitions, 1.5 Mid-Index, 1.5 Mid-Index Transitions, Polycarbonate, Polycarbonate Transitions.

AO Compact designed to provide outstanding optical performance in small frames. The corridor measures 13 mm - 4 mm less than the industry average and can be fitted in a small frame and still obtain a full-powered reading area. The lens is available in CR39, CR39 Transitions, 1.5 Mid Index, and Polycarbonate Aspheric.

Seiko Proceed II (fitting height 18) and **Proceed III** (fitting height 16) has the best overall vision in short-corridor PAL designed for smaller frames and computer users. The multi-division aspheric (MDA) design provides superior optics, with virtually no accommodation problems. Available in Hi-Index Plus, Hi-Index 1.67 Transitions.

Optima Response is the highest resolution lenses available with no power variation in the lens, 14% thinner & 27% lighter than standard polycarbonate. The only polycarbonate lens with an Aspheric-Atoric lens design for distortion-free optics. Available in Polycarbonate Aspheric, and Polycarbonate Aspheric Transitions.

Essilor SmallFit has a soft design which provides more comfortable intermediate vision than other short-corridor PAL. Well suited for higher additions with comfortable Vision Zones. Dynamic vision in all acuity fields and better vision balance than typical short-corridor lenses. Available in Polycarbonate Transitions.

Vision Ease Copper tone Illumina offers an extra-wide close vision area for reading and computer use, and optimized distance area for driving and everyday activities

Younger Image's award-winning design has one of the widest distortion-free distance zones in the industry, without compromising on the intermediate and near zones. Available in CR39, CR39 Polarized, Polycarbonate, Polycarbonate Polarized, Durabrite (Trivex 1.53) and Durabrite Transitions (Trivex 1.53).

Digimax HD Progressives: Digimax HD is a digitally processed progressive lens and is the newest product available in the optical industry with the sharpest most natural visual correction.

See [Exhibit 4](#) for the Eyeglass Lens Price List.

Contact Lenses

The contact lens industry is ever-changing with new materials, technology and lens designs being introduced by the leading manufacturers. NVI's Merchandising Department launches new lenses to our Military locations as they become available with product information, trial lens sets, and Contact Lens Updates with Product Intro training materials. Popular brands such as Acuvue II, Acuvue Oasys, Acuvue Advance, Focus Night and Day are included in our in-store contact lens assortment and are often featured in NVI marketing campaigns. Our Merchandising Department evaluates sales history and modifies stock levels quarterly. Enclosed in [Exhibit 6](#) are the Contact Lens Planogram and the Military Contact Lens Parameter Guide.

Accessories

Our accessory offering has been freshly updated to accommodate the changing fashion style and the diverse needs of the active exchange patron. Additional products are added as they become available. Included in our offering are the Xtros Eyewear Retainers, an assortment of leather, sports and child retainers in exciting colors and designed to accommodate all frame styles. Our updated contact lens cases include a variety of colors and patterns that are aimed toward the young contact lens wearer as well as zipper and wallet style cases aimed toward more traditional desires of the contact lens wearer. See [Exhibit 7](#) for the Accessory offering.

Services:

Optical Center

Competitive Pricing - We pride ourselves on being a value price leader. When a competitor's price is lower than ours on an identical item, we will match their price exactly.

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MilitaryContacts.net website – A new e-commerce service available exclusively on the AAFES Exchange Online Mall. This new resource allows our customers to purchase contact lenses on-line or sign-up for an automated shipping program. The location gets credit for all orders placed on MilitaryContacts.net after the customer selects the location when setting up their user account. This program enables us to extend the retention time of contact lens customers regardless of what installation they are being relocated to. They will be able to enjoy the lowest prices around and free shipping on any order over \$50 or “Auto-Ship” a 3 or 6 month supply automatically replenished.

Installation Activities - NVI is a strong supporter of installation activities including Retiree Appreciation Days, Veteran's Day activities and other events. Give-away items including cleaning cloths, cases, etc and register to win items including Oakley sunglasses, and free prescription eyeglasses.

Manager Care - NVI is an established in-network provider with over a hundred insurance companies and their affiliates nationwide. More information on NVI's Managed Care processes can be found beginning on page 65 of this summary.

Optometry Care Clinic

National Vision, Inc. will continually strive to provide the highest level of quality healthcare services by partnering with professionals that are committed to the delivery of highly competent, conscientious, quality eye care. Dr. Lochner provides the following services:

- Comprehensive vision examinations which includes case history, visual acuity, preliminary testing, refractive status, ocular motility, binocular and accommodative status, dilated ocular health assessment, retinal imaging and systemic health screening.
- Routine management of diabetic patients with annual dilated fundus exams, glaucoma screening, visual field analysis and contact lens fitting and prescribing.

- Supplemental testing such as threshold visual fields, and pachymetry.
- Management of eye infections and eye injuries.
- Co-managing Glaucoma
- Geriatric eye care, including co-managing cataract patients.
- Managed Care – Ongoing support is provided to our eye care provider from our Professional Services Department to assist in the managed care enrollment process so additional plans can be serviced by the Optometry Care Clinic. Currently the Optometry Care Clinic sees approximately 80% TRICARE, 15% Medicare, and less than 1% other insurances including Davis Vision, and Spectera.

b. Policies or quality initiatives to ensure quality products and services offered for patients at this location.

Quality assurance is a component that separates NVI from other price/value optical retailers. NVI engages in quality assurance methods at every level of the organization. Price and value may bring a customer in once, quality and service is the only thing that will bring customers back again and again.

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Store Managers are responsible for implementing quality checks at several stages of the sales and service process. The certified optician, using a Quality Checklist, verifies every spectacle order. A copy of the Quality Checklist is provided to the patron to demonstrate the steps taken to ensure that every pair of spectacles is at or above standards. (b)(4) Confidential/Proprietary

The vast majority of our eyeglasses are manufactured in one of our two Optical Laboratories in Lawrenceville, Georgia; and St. Cloud, Minnesota. By vertically integrating our manufacturing and distribution functions, we control both the quality of the product and the delivery times. We have the capability to route our eyeglass jobs to any of our lab location which utilize strict ANSI Standards quality control and state-of-the-art production techniques. (b)(4) Confidential/Proprietary

Our lab network has been identified as one of the most efficient and effective in the industry. National Vision is a company that believes strongly in our mission to create an environment where happy employees co-exist with happy customers for the benefit and growth of both.

National Vision's Customer Relations Department consists of dedicated employees who have a commitment to focus on consistent levels of customer service and assist the store in any situation that might affect delivery times or service. One of the responsibilities of this department is the collection of relevant information that affects quality and service. This information is compiled and available to the field management for review with the stores. These reports are useful training tools in striving for continuous improvement in overall customer satisfaction. To heighten our dedication to customer service each receipt lists a toll-free Customer Service Hotline phone number.

With our POS system we have data available from approximately 500+ stores on the actual historical sales, inventory levels, top sellers and warranty/remake data. This data is utilized, along with demographic data, and input from industry publications such as 20/20, our vendor's interpretation of their sales trends to make decisions on our frame inventory stocked with quality products. The warranty/remake data is analyzed to uncover any quality issues relating to a specific product. If a quality issue is discovered, the product is immediately recalled and returned to the manufacturer. This is just one of the measures that NVI has implemented to resolve quality issues.

c. Input regarding company -unique factors, especially in regards to additional beneficiary savings/value.

NVI's partnership with Berkshire Partners LLC has made possible for us to become the 4th largest optical retailer in the US operating over 670 retail locations in 44 states throughout the U.S. and we employ over 6,000 employees in our retail divisions. This growth has allowed us better negotiating power with our suppliers; better service, competitive pricing, and improved return policies. This means better pricing and service specifically for the AAFES Optical and Optometry patrons.

2. Facility :

- a. All proposed furniture and fixtures as per Exhibit G.**
- b. Dimensional design layout for optometry clinic and optical shop consistent with the facility design standards as provided by AAFES in the solicitation.**

Included with **Exhibit 9** is the layout of fixtures that are currently installed at the Optical Center and Optometry Care Clinic. These fixtures were installed in late 2004 and are in excellent condition. The recent photographs of the fixtures can also be found in **Exhibit 9**.

3. Insurance plans and claims. The plan to accept and process various insurance plans and claims. Detail must include:

- a. How claims will be processed and managed.**
- b. Where claims will be processed (local, corporate, etc.)**
- c. How long claim records are maintained.**

National Vision, Inc. is an established in-network provider relationship with over a hundred insurance companies and their affiliates nationwide. National Vision's Managed Care Department located at the Retail Support Center processes all contracted and out-of-network claims and Medicare claims electronically via the Claims Distribution System (CDS). Other responsibilities of this department include tracking outstanding claims and maintaining electronic files on the claims that have been satisfied.

The store personnel can now verify benefits online through the NVI Portal. The NVI Portal is linked to many of our contracted managed care companies making it simple and quick to verify the patient's eligible for benefits and benefit amounts. The store can also if needed communicate via email to insurance companies. The order is entered in the POS system and transmitted electronically to the Managed Care Department for filing. We electronically file claims for In-Network and Out-of-Network providers that will directly pay NVI. If an Out-of-Network or Indemnity Plan provider will not pay NVI, we provide assistance to the patient/customer with completing the insurance form, providing additional receipts and directions for reimbursement. Electronic claims are filed the next business day after the transaction and the average claim is paid within 45 days. The managed care department files over 90,000 claims a year and received over 35,000 checks totaling over \$18 million annually. Any pertinent information such as Explanation of Benefits, etc. relating to the claim is not received at the store level; all correspondences are handled through the Managed Care Department. All claims are backed up and kept electronically through the Claims Distribution System indefinitely.

We were pleased to announce in January, 2007 that our military locations are now providers for all Federal Employees and Retirees with the acceptance of Spectera and Davis Vision Managed Care. This is a 'win-win' situation for federal employees and AAFES. Coupled with our acceptance of most insurance plans, our military division has seen a continued growth in sales.

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NVI is extremely excited about servicing our Managed Care customers and this is company-unique as we know of no other concessionaire operating in AAFES that can or does accommodate Managed Care customers. At National Vision "We do take Managed Care", we process it electronically and efficiently as a service to our customers.

The Optometry Care Clinic takes most in surance plans including AET NA, Medicare, Davis Vision and Spectera. The office manager files all claims electronically and the documents are kept for a minimum of seven years.

B. Suitability to Execute the contract: Provide company history and experience with AAFES/military beneficiaries or otherwise explain why the offer/company is uniquely suitable to execute this contract at this location.

National Vision came into existence to fulfill a recognized need by a major U.S. retailer. In 1990 our company founders recognized Wal-Mart did not have the specialized experience and knowledge to establish all of the Vision Centers necessary at their rapid pace of expansion. National Vision was created out of that need and has since grown to be the fourth largest optical retailer in the United States, operating 676 retail locations in 44 states throughout the United States. National Vision employs over 6,000 employees and our retail divisions include America's Best Contacts & Eyeglasses, Vision Centers inside select Wal-Marts, Eyeglass World, Vista Optical inside Fred Meyer and Optical Centers on select military installations. National Vision has plans to open over 40 America's Best annually, grow the Eyeglass World Division and possibly grow our military division. We serve over 3,500,000 annually:

Though we have tried other business models, the company has recognized our business practices are best suited for and most successfully operated in the value sector market. That recognition resulted in our expanding into other opportunities involving "Host" retailers such as Fred Meyer and the Military Exchange Systems operated by AAFES.

NVI's experience in host store environments combined with value and service oriented strategies provide a perfect fit in AAFES Exchange retail operations. We are a known quantity as an AAFES partner with 25 Vision Centers. At the AAFES Vision Seminar held in August 2005, we were awarded certificates for 6 of the 2004 Top 10 Optometry Operations and 2 of the 2004 Top 10 Optical Operations. NVI has received the prestigious AAFES Golden Eye Award for an optical contract exceeding one Million

Dollars in one year for 3 consecutive years. In 2003 and 2004, the award was received by Ft. Lewis. In 2004, there were three of these significant awards presented, and we are proud to proclaim that the awards went to the Optical Center/Optomety Care at our Elmendorf AFB, Ft. Hood, TX and Ft. Lewis, WA locations. In 2005, there were six Golden Eye Awards presented to our locations at Elmendorf AFB, AK, Ft. Bragg, NC, Ft. Sam Houston, TX, Ft. Hood, TX, **Nellis AFB, NV** and Ft. Lewis, WA. We are fully committed to providing *"The Best Customers in the World"* with the best possible eyewear purchasing experience. Sadly, AAFES suspended presenting these awards in 2006.

NVI has been an AAFES partner since being awarded our first contract in 1997. National Vision has a solid track record with AAFES and a proven ability to meet and exceed contract requirements. National Vision, Inc. is positioned as the leader in the industry for value oriented products and services. Unlike other value retailers, NVI offers name brand products and state of the art services at prices below the market average.

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Evaluation of our Sales Record illustrates why we are best suited to execute this contract. Our proven management techniques have resulted in a doubling of net annual sales from the previous concessionaire over the course of a contract. In many cases this was done utilizing the same associates in place when the contract was awarded to us. Quality, Service, and Satisfaction are cornerstones of our business model. There is no better gauge in how well a company is performing and how well they are satisfying their customers' needs than a measure of the market share they are able to capture in successive years. Customers vote with their pocket books and year after year they exclaim we are doing a good job for them. NVI has a history of continual growth in each of the locations we operate.

As important as sales increases are, we believe customer service is important to a balanced approach to serve Exchange patrons. We believe in creating customers for life through the time tested proven method of providing quality eyewear products, continuous effort to improve our staff through education and training and dedication to exceptional customer service. After all we are **“Serving the Best Customers in the World”**. This has been our successful strategy in the past and will be our successful strategy for the future.

The programs we employ like in-house marketing, state-of-the-art training, operational tools including daily sales and production reports and meaningful field management who support the stores, cost a great deal of money to provide. We make this investment pay off in increased sales and more importantly increases customer service. Because of these increased sales AAFES will realize substantially increased revenue in real dollars not %'s.

C. Other: Submit any additional information the company deems pertinent which is above and beyond that listed above.

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National Vision's 24 Member Leadership Team

- Averages 21 years of optical industry experience each
- Averages 10 years with NVI each
- Have direct experience managing 24 different Domestic Optical Retail Concepts

- Have direct experience managing 20 International Optical Retail Concepts across 15 countries across 4 continents
- In the 31 quarters this management team has been together, there has never been a negative comp quarter

Our 4 Person Lab Management Team

- Averages 29 years of Lab experience each
- Averages 12 years with NVI each
- Has direct experience managing 21 different labs
- Has toured 119 labs in their careers (11 of which were outside the U.S.)

NVI History

- In September 2005, NVI Management and Berkshire Partners took NVI private and concurrently acquired America's Best Contacts & Eyeglasses and has since grown to 300+ locations under the leadership of National Vision, Inc.
- In January 2009, National Vision acquired the Eyeglass World chain.
- Since late 2005 – NVI has been the fastest growing optical chain in America.
- With continued growth of Military, America's Best and Eyeglass World, we expect to continue to be the fastest growing optical chain in America for years to come.

National Vision has become the fourth largest optical retailer and the largest independent optical chain serving the low price segment of the market in the U.S. This classification allows us better negotiating power with suppliers; better service, lower pricing, and more in-stock product. This allows us to expand our product lines at value pricing and pass the savings on to the patrons of AAFES. The merger has progressed into a 'win-win' situation for our business relationship with AAFES and the patrons of the Exchange.

In general, NVI is committed to customer service. Our philosophy is to create a team willing to put forth the extra effort necessary to exceed a high standard of customer service. Our retention level is way up (Military Division is 87 %, the highest in the company), our hiring processes, training and development programs coupled with a professional, enjoyable workplace has created expertly trained happy associates dedicated to taking care of the ***"Best Customers in the World"***, the AAFES patrons.

National Vision's 5th Admirability Measure - Contribution to Some Greater Good

National Vision is all about providing high-quality, affordable eye wear and eye care. So it's natural that our efforts in contributing to a Greater Good we focus primarily on improving the vision of individuals at the local / state level, nationally and globally. As a company we have partnered with and supported each of the six charitable organizations

below because each contribute to the Greater Good in ways that tie to what we are as a company.

Vision Spring <http://www.visionspring.org>

RestoringVision.org <http://www.restoringvision.org>

Frames for the World <http://framesfortheworld.com>

Optometry Giving Sight <http://www.givingsight.org>

Prevent Blindness America <http://www.preventblindness.org>

Lawrenceville Cooperative Ministry <http://www.lawrencevilleco-op.org>

Scholarship Program

In continuing support of our associates, National Vision, Inc. has established a scholarship program to assist employees' children who plan to enroll in a full-time undergraduate course of study at an accredited two- or four-year college or university in the United States and pursue a bachelor's degree.

Two awards of \$2,500 are granted each year. Awards are renewable up to three years or a total scholarship of \$10,000 each.



EXHIBIT INDEX

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[Redacted]

[Redacted]

Exhibit 4 – Eyeglass Lens Price List

Exhibit 5 – Military Optical Center Frame Planogram

Exhibit 6 – Contact lens Parameter Guide

Exhibit 7 – Accessory List

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Exhibit 9 – Fixtures