

AMENDMENT TO VOLUNTARY CLEANUP CONTRACT

02-5416-RP

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IN THE MATTER OF

IVAX SPECIALTY CHEMICALS SITE, YORK COUNTY

AND

IVAX SPECIALTY CHEMICALS SUB, LLC

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WHEREAS, on April 29, 2002, IVAX Specialty Chemicals SUB, LLC (“IVAX”), and the South Carolina Department of Health and Environmental Control (the “Department”) entered into Voluntary Cleanup Contract 02-5416-RP (“VCC”), with respect to the IVAX property located at 1880 Langston Street, Rock Hill, York County, South Carolina and those areas at or appurtenant to that facility, where a hazardous substance from operations at such facility, if any, has been deposited, stored, disposed of, placed or otherwise comes to be located (the “Site”). The Site does not include any consumer product in consumer use or any vessel, as defined in CERCLA Section 101 (28);

WHEREAS, the VCC provides that IVAX submit for Department approval a draft Remedial Investigation/Feasibility Study (“RI/FS”) Work Plan that reviews existing property investigation information; includes a conceptual site model; describes the objectives, scope, and methods of the proposed RI/FS; includes a draft Sampling and Analysis Plan to support the Remedial Investigation (“RI”) field efforts; and includes the data collection and evaluation requirements for completing a Baseline Risk Assessment for the Site;

WHEREAS, the draft RI/FS Work Plan was submitted to the Department in May 2002 and in a letter dated July 16, 2002, the Department provided comments on the draft RI/FS Work Plan;

WHEREAS, a revised RI/FS Work Plan dated October 31, 2002 was submitted to the Department and in a letter dated November 6, 2002, the Department approved the revised RI/FS Work Plan;

WHEREAS, various assessment and other activities were performed at the Site in 2003, 2004, and 2005;

WHEREAS, well surveying and ground water testing was conducted at the up-gradient, Columbus Industries property by IVAX on May 2, 2005, pursuant to the authorization of the Department in a letter dated January 19, 2005, and documented in a report to the Department, dated June 28, 2005, confirming that perchloroethylene impacts to groundwater at deep monitoring well MW-6D, near the northeast corner of the IVAX property, originated from an off-site source. The Department approved this finding in a letter dated July 18, 2005, which also stated that the remedial investigation activities were complete, and the RI Report could be submitted to the Department.

WHEREAS, an RI Report dated January 2006, which presented a comprehensive compilation of all previous site investigation activities, was submitted to the Department, and in a letter dated April 21, 2006, the Department provided comments on the draft RI Report;

WHEREAS, responses to the RI Report Comments, dated May 19, 2006 and June 5, 2006, were submitted to the Department, and the revisions in said Responses were incorporated into the RI Report;

WHEREAS, a remote survey of the sewer line south of the IVAX property was conducted on August 18, 2006 to document the integrity of the sewer line in the area, and to collect information that would be considered during the evaluation and selection of remedial alternatives for the assessment and treatment of impacted ground water in the area. GeoProbe borings were installed and groundwater samples collected along the sewer line starting in October 2006 and ending in December 2006;

WHEREAS, the document summarizing the sewer line investigation, Remedial Investigation Report – Additional Groundwater Sampling dated April 2007, was submitted to the Department and in a letter dated June 18, 2007, the Department provided comments on the Report and proposed the installation of additional groundwater monitoring wells;

WHEREAS, the Additional Groundwater Remedial Investigation Work Plan dated March 18, 2008 was submitted to the Department. This Work Plan proposed the installation and sampling of four additional water table monitoring wells and two additional bedrock monitoring wells. A monitoring well permit for these wells was issued March 27, 2008;

WHEREAS, the results of the additional sampling were reported in the Supplemental Remedial Investigation Report dated July 9, 2008;

WHEREAS, an Additional Groundwater Investigation Work Plan dated October 8, 2008 was submitted to the Department, which proposed the installation and sampling of five additional

water table monitoring wells and one additional bedrock monitoring well at the Site. The Department approved this Work Plan and a monitoring well permit for these wells was issued November 21, 2008;

WHEREAS, on June 5, 2009, the Department verbally agreed and subsequently confirmed in writing on June 11, 2009, to the elimination of one of the proposed water table wells and to the relocation of the four remaining water table wells to locations slightly different than those proposed in the Additional Groundwater Investigation Work Plan in order to avoid the need to access third party owned properties;

WHEREAS, the four additional water table monitoring wells and one bedrock monitoring well were installed and developed, and, along with the other permanent monitoring wells at the Site, were sampled in August 2009;

WHEREAS, an Interim Measures Work Plan dated January 21, 2009 was submitted to the Department, which proposed interim remedial measures to reduce soil and groundwater contamination at the Site;

WHEREAS, the Department conceptually approved the Interim Measures Work Plan in writing on February 5, 2009 and further requested a Detailed Interim Measures Design Work Plan;

WHEREAS, IVAX submitted a Detailed Interim Measures Design Work Plan & Engineering Design Report to the Department, dated July 2009 (“Work Plan”);

WHEREAS, in a letter to IVAX dated October 1, 2009, the Department provided comments regarding the Work Plan;

WHEREAS, based on the results of the various historical investigations at the Site, the Department and IVAX agree that interim remedial measures are needed to reduce contamination in the soil and groundwater including: *in situ* chemical injection at locations with elevated soil contaminant levels, groundwater extraction using a single recovery well at the source area, and installation of an interceptor trench down gradient of the source area;

WHEREAS, the Department prepared an Interim Action Record of Decision dated March 29, 2010, to document the decision to conduct an interim remedial action;

WHEREAS, the Department and IVAX agree that the following requirements are hereby incorporated into VCC 02-5416-RP, and said VCC is amended as below as if included completely therein. IVAX and the Department agree as follows:

1. In July 2009, IVAX submitted to the Department the Work Plan for review and approval by the Department. IVAX will submit a Health and Safety Plan (“HASP”) to the Department under separate cover no later than two (2) weeks prior to the commencement of fieldwork. IVAX certifies that the HASP will be consistent with the Occupational Safety and Health Act (“OSHA”) regulations and protocols. IVAX agrees that the HASP to be submitted to the Department is for informational purposes only. The Department expressly disclaims any liability that may result from implementation of the HASP by IVAX. Per the Department’s requirements, the

Work Plan included a detailed description of all remedial activities, and an estimated time schedule for implementation of all major activities required by the Work Plan.

2. Any written comments generated through the Department's review of the Work Plan, and HASP must be addressed in writing to the Department's Project Manager by IVAX within thirty (30) days of receipt of said comments by IVAX. IVAX shall begin to implement the interim remedial measures and commence pre-construction activities within thirty (30) days of the Department's written approval of the Work Plan and thereafter shall take all necessary and reasonable steps to complete the interim remedial measures in a timely manner. IVAX shall comply with all Federal, State, and local permitting requirements, if any, in implementing the interim remedial measures;
3. Within forty-five days (45) after the completion of the interim remedial measures, IVAX shall submit to the Department's Project Manager, a written Interim Remedial Measures Report. This report shall provide a detailed description of the interim remedial measures taken, including analytical results, volumes of waste removed, and manifests. The Department shall review the report for determination of completion of the interim remedial measures and sufficiency of the documentation within a reasonable period of time. The Interim Remedial Measures Report will not include the post-implementation, semi-annual groundwater monitoring reporting. Semi-annual groundwater monitoring reports will be submitted within sixty (60) days following each post-implementation, semi-annual groundwater monitoring event. If the Department determines that the interim remedial measures have not been

completed in accordance with the approved Work Plan, the Department shall so notify IVAX in writing and IVAX shall thereafter take such necessary and reasonable actions to complete the interim remedial measures, within the time specified by the Department or as otherwise agreed to by the parties. Alternatively, if the Department determines that the documentation contained in the report as submitted by IVAX is not approved, it shall so notify IVAX in writing and IVAX shall submit a revised report to the Department's Project Manager, which addresses the comments in the Department's letter, within thirty (30) days after receipt of the Department's disapproval letter; and,

NOW, THEREFORE, IT IS AGREED that voluntary cleanup contract 02-5416-RP is hereby amended to incorporate the aforementioned items; all other terms and conditions of VCC 02-5416-RP shall remain in effect.

FOR THE SOUTH CAROLINA DEPARTMENT  
OF HEALTH AND ENVIRONMENTAL CONTROL

Daphne G. Neel

Daphne G. Neel, Chief

Date: 6/7/10

Bureau of Land and Waste Management

Joseph S. Duh

Approved by Legal Office

Date: 5/20/2010

WE CONSENT: IVAX SPECIALTY CHEMICALS SUB, LLC

Erella Dimentstein

Signature

LEGAL AFFAIRS  
KB

Erella Dimentstein

Date: 4/28/10

Sr. Director Environmental, Health & Safety      Teva Pharmaceuticals

Print Name & Title

William Guff  
V.P. Finance & CFO      Teva Pharmaceuticals

4/29/10