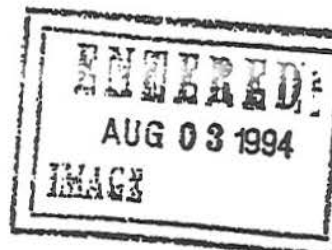


IN THE COURT OF COMMON PLEAS
HAMILTON COUNTY, OHIO



STATE OF OHIO, ex rel. :
ANTHONY J. CELEBREZZE, JR., : Case No. A8608219
 :
Plaintiff, : (Judge O'Connor)
 :
v. :
 :
STERLING DRUG INC. :
 :
and :
 :
HILTON-DAVIS CHEMICAL COMPANY, :
 :
Defendants :

AMENDMENT TO
CONSENT DECREE

WHEREAS, the parties filed a Consent Decree in this matter on October 20, 1986, and

WHEREAS, the October 1986 Decree required Defendants to submit to Ohio EPA for approval a plan to close the lagoons, and

WHEREAS, the closure plan submitted to Ohio EPA through its various revisions has been approved by the Director, and

WHEREAS, closure of the lagoons in accordance with the approved closure plan is now required, and

WHEREAS, the October 1986 Decree must now be amended to incorporate the changed circumstances resulting from approval of the closure plan,

NOW THEREFORE, the parties agree upon and the Court enters this Amended Consent Decree as follows:

1. All references in the Consent Decree to "Sterling Drug Inc." are changed to "Sterling Winthrop Inc."
2. Existing section "XXIII. Interim Measures" is renumbered to read "XXVIII. Interim Measures."

3. Section "XXVIII. Interim Measures" is amended to read as follows:

"Defendant Sterling Winthrop Inc. is enjoined and ordered to implement the hazardous waste closure plan for Defendants' hazardous waste lagoons according to its terms as approved by the Director of Ohio EPA on August 2, 1994. Defendant Sterling Winthrop Inc. agrees that the Director's final action approving the closure plan for the lagoons at its facility is lawful and reasonable. Sterling Winthrop Inc. shall comply with all requirements of the closure plan. Further, Sterling Winthrop Inc. agrees to waive all rights it might have to seek judicial or administrative review of the Director's final action approving the closure plan. Sterling Winthrop Inc. and Ohio EPA agree, however, that Sterling Winthrop Inc. has the right to intervene and participate in any appeal or review of the closure plan brought by any third party. In the event the Director's final action approving the closure plan is appealed by any third party, Sterling Winthrop Inc. shall continue to comply with the requirements of the closure plan notwithstanding such appeal and intervention, unless the approval of the plan is stayed, vacated, or modified upon appeal. Nothing in this Section XXVIII. shall prevent Sterling Winthrop Inc. from filing a motion to stay implementation of the closure plan if a third party appeals the final action of the Director approving the closure plan."

The provisions of the October 20, 1986 Consent Decree shall remain in effect in all other respects.

Date August 2, 1994

Judge Jo P. O'Connor

WE CONSENT:

STATE OF OHIO
LEE I. FISHER
ATTORNEY GENERAL OF OHIO

STERLING WINTHROP INC.

By: Jane Melville
Jane Melville
Vice President, Manufacturing

By: David G. Cox
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