

STATE OF CONNECTICUT

DEPARTMENT OF ENVIRONMENTAL PROTECTION



STATE OF CONNECTICUT :
V. :
Connecticut CVS Pharmacy, L.L.C. :

CONSENT ORDER No. WC 5695

Date of Issuance: October 22, 2010

A. With the agreement of Connecticut CVS Pharmacy, L.L.C. ("Respondent"), the Commissioner of Environmental Protection ("the Commissioner") finds:

1. Respondent is a pharmaceutical, health care and consumer product retailer with its principal place of business located at One CVS Drive, Woonsocket, Rhode Island, and with approximately one hundred and forty (140) stores currently located throughout Connecticut ("CVS Connecticut Stores").
2. On or about September 20, 1989, the Commissioner publicly noticed a General Permit for the Discharge of Minor Photographic Processing Wastewaters ("GPH"), which was available for issuance on or about January, 1990, revised on June 10, 1997, and modified on August 21, 2003.
3. Respondent submitted registrations for coverage under the GPH for those sites in Attachment A that have an assigned GPH permit number listed.
4. On June 15, 2009, staff of the Department of Environmental Protection's ("Department") Materials Management and Compliance Assurance Bureau, Waste Engineering and Enforcement Division ("WEED") provided a referral to the Department's Water Permitting and Enforcement Division ("WPED") regarding potential violations found during inspections conducted by WEED in January and February of 2009 of CVS stores in Connecticut located at 14 East Main Street, Clinton, Connecticut ("Clinton site"), 3514 Main Street, Coventry, Connecticut ("Coventry site"), 1057 Boston Post Road, Guilford, Connecticut ("Guilford site"), 22 Depot Hill Road, Southbury, Connecticut ("Southbury site"), and 142 Talcottville Road, Vernon, Connecticut ("Vernon site").
5. On August 25, 2009, WPED conducted inspections of the Clinton site and additional CVS stores located at 660 Foxon Road, East Haven, Connecticut ("East Haven site"), 519 Boston Post Road, Old Saybrook, Connecticut ("Old Saybrook site"), and 1078 Silas Deane Highway, Wethersfield, Connecticut ("Wethersfield site").
6. On September 3, 2009, WPED conducted inspections of the Coventry site and additional CVS stores located at 16 Main Street, East Hartford, Connecticut ("Main St., E. Hartford site"), and 20 Burnside Avenue, East Hartford, Connecticut ("Burnside Ave., E. Hartford site").

7. The Department issued Notices of Violation ("NOV") Nos. NOVWRIN09048 through NOVWRIN09057 on November 25, 2009 to CVS Pharmacy, Inc. (a Rhode Island corporation, and the parent company and sole member of Connecticut CVS Pharmacy, L.L.C.) regarding the ten sites listed in paragraphs A.4 through A.6.
 8. Correspondence was received from the Burnside Ave., E. Hartford site on December 29, 2009 and from CVS Pharmacy, Inc.'s representative, Troutman Sanders LLP, on January 12, 2010 in response to the NOV's describing the efforts that Respondent had taken and was implementing, with the assistance of MACTEC Engineering and Consulting, Inc. and Strong Environmental Services, to address compliance.
 9. Based on the inspections of the sites noted in paragraphs A.5 and A.6, file information, and information provided in correspondence noted in paragraph A.8 above, violations, as summarized in Attachment B, Table 1, were identified for the sites listed in paragraphs A.4 through A.6.
 10. On November 25, 2009, CVS Caremark Corporation (the parent company of CVS Pharmacy, Inc.) received a letter ("308 letter") issued under Section 308(a) of the Federal Clean Water Act, 33 U.S.C. §1318(a), requiring CVS Caremark Corporation to submit information regarding the photographic processing equipment used at each of the sites in Connecticut and specifically monitoring results and maintenance information related to the silver recovery units at each of the sites in Connecticut. On January 25, 2010 and February 8, 2010, the Department received copies of CVS Caremark Corporation's responses to the 308 letter, under Respondent's claim of Confidential Business Information.
 11. The responses to the 308 letter indicate violations have occurred at many of the sites in Connecticut, including the following: nineteen (19) sites were discharging photographic processing wastewaters to the sanitary sewer without a permit in violation of CGS Section 22a-430, one hundred and one (101) sites failed to monitor the influent and effluent silver concentrations associated with the silver recovery system as required by the GPH, and twenty (20) sites discharged wastewaters with a silver effluent concentration exceeding the GPH limitation of 5.0 mg/l on one or more occasions. A summary of the sites in Connecticut and associated violations are listed in Attachment A.
 12. During the months of July, August and September, analytical and other monitoring was performed pursuant to the GPH on behalf of the Respondent. The results of the analytical monitoring indicated that the GPH silver effluent limitation of 5.0 mg/l was exceeded at certain CVS Connecticut Stores. A summary of such analytical results is listed in Attachment B, Table 2. In accordance with applicable regulations, the Department was notified of such exceedances.
 13. By virtue of the above, the Respondent has created or is maintaining a facility or condition which reasonably can be expected to create a source of pollution to the waters of the state and has maintained a discharge to the waters of the state without a permit as required by Section 22a-430 of the Connecticut General Statutes.
 14. By agreeing to the issuance of this consent order, Respondent makes no admission of fact or law with respect to the matters addressed herein other than the facts asserted in paragraphs A.1 through A.8, A.10 and A.12 above.
- B. With the agreement of Respondent, the Commissioner, acting under §22a-6, §22a-424, §22a-425, §22a-427, §22a-430, and §22a-438 of the Connecticut General Statutes, orders Respondent as follows:

1. In connection with CVS Connecticut Stores, on or before sixty (60) days from the date of issuance of this consent order, Respondent shall submit for the Commissioner's review and written approval:
 - a. Standard Operating Procedures ("SOPs") that are designed to ensure proper disposal of unused/expired/waste concentrated photographic processing chemicals, over-the-counter medications, pharmaceuticals or pharmaceutical-laden wastewaters, and wastewaters generated from rinsing photographic processing racks and filters;
 - b. Documentation representing signage language developed and designed to ensure proper disposal of items identified in paragraph B.1.a and a description of where the signage will be posted including near all sinks and drains; and
 - c. A schedule for training appropriate staff regarding the SOPs and signage requirements referenced above. Respondent shall keep records of staff training for five years.
2. Respondent shall refrain from discharging silver-bearing photographic processing wastewaters at any CVS Connecticut Store under the GPH (as now issued or hereafter amended) unless and until such time as Respondent has complied with the requirements set forth in paragraphs B.2.a through c and B.3. At least sixty (60) days before Respondent elects to resume discharging at any CVS Connecticut Store under the terms of the GPH, or as it may be amended, Respondent shall notify the Department of such election (including the store number) and shall submit for the Commissioner's review and written approval:
 - a. SOPs that are designed to ensure all existing and future CVS Connecticut Stores obtain the permits required prior to commencing a discharge of photographic processing wastewaters. Such SOPs shall clearly identify the title and position within Respondent's organization of the employee that is responsible for such duties;
 - b. SOPs that are designed to ensure proper disposal of all wastewaters associated with the photographic processing units;
 - c. A schedule for training appropriate staff regarding requirements of the GPH, including but not limited to proper procedures for sampling, record keeping, identification of silver effluent limitation violations and effective corrective actions of such, and proper disposal of wastewaters generated during maintenance and operation of the photographic processing equipment. Respondent shall keep records of staff training for five years.
 - d. On or before three hundred and sixty-five (365) days after issuance of this consent order, Respondent shall notify the Department by certified mail of those CVS Connecticut Stores it elects to resume discharging wastewater under the terms of the GPH, or as it may be amended. Respondent agrees to surrender all other GPH permits issued to any other CVS Connecticut store as of the date of the above notification and shall include such declaration in the notification. In the event that Respondent elects to terminate all of the existing GPH permits, then upon the termination of such permits the requirements of paragraphs B.2.a through c. shall no longer be in effect.
3. On or before sixty (60) days after receiving approval for the SOPs, signage and the staff training schedules submitted in accordance with paragraphs B.1 and B.2, if applicable, Respondent shall implement the SOPs, post the signage and begin conducting staff training in accordance with the approved schedule.

4. Penalty. Respondent agrees to the assessment of a civil penalty of **\$268,900** as the total civil penalty to be sought by the Commissioner for past violations described in paragraphs A.9, A.11, and A.12 of this consent order to be satisfied by the following:
 - a. On or before **thirty (30) days** after issuance of this consent order, Respondent shall pay a penalty of **two hundred twenty-three thousand, nine hundred dollars (\$223,900)**.
 - b. Supplemental Environmental Project. In addition to the penalty referenced in paragraph B.4.a, Respondent has agreed to fund the following supplemental environmental project ("SEP") or make payment as follows:
 - i. On or before **thirty (30) days** after the date of issuance of this consent order, Respondent shall pay **forty-five thousand dollars (\$45,000)** to the Connecticut Fund for the Environment and shall certify in writing to the Commissioner that such payment was made. The check shall be made payable to the "Connecticut Fund for the Environment" with notation thereon "Urban Green Infrastructure Scan." The SEP funding shall be used for the Urban Green Infrastructure Scan for the cities of New Haven and Bridgeport proposed by the Connecticut Fund for the Environment and as approved by the Commissioner.
 - ii. If Respondent fails to fund the SEP in accordance with paragraph B.4.b, Respondent shall immediately notify the Commissioner in writing of such noncompliance and shall, upon written request by the Commissioner, remit a payment for unexpended SEP funds equal to: **forty-five thousand dollars (\$45,000)**; plus 10%. Within fourteen (14) days after the date of the Commissioner's written request, Respondent shall pay such unexpended SEP funds by certified or bank check payable to "Treasurer State of Connecticut" and the check shall state on its face "Statewide SEP Account, Consent Order No. WC5695." Respondent shall mail or personally deliver such payment to the Department of Environmental Protection, Bureau of Financial and Support Services, Accounts Receivable Office, 79 Elm Street, Hartford, Connecticut 06106-5127.
 - iii. If and when Respondent disseminates any publicity, including but not limited to any press releases regarding funding a SEP, Respondent shall include a statement that such funding is in partial settlement of an enforcement action brought by the Commissioner.
 - iv. Respondent shall not claim or represent that any SEP payment made pursuant to this consent order constitutes an ordinary business expense or charitable contribution or any other type of tax deductible expense, and Respondent shall not seek or obtain any other tax benefit such as a tax credit as a result of the payment under this paragraph.
5. Payment of penalties. Payment of penalties under this consent order shall be mailed or personally delivered to the Department of Environmental Protection, Bureau of Financial and Support Services, Accounts Receivable Office, 79 Elm Street, Hartford, CT 06106-5127, and shall be by certified or bank check payable to "Treasurer, State of Connecticut." The check shall state on its face, "***Bureau of Materials Management and Compliance Assurance, Water Permitting and Enforcement Division***, civil penalty, Consent Order WC5695." A copy of any check used for payment and any transmittal letter for such a payment shall also be sent to the individual identified in paragraph B.22.a of this consent order.

6. Full compliance. Respondent shall not be considered in full compliance with this consent order until all actions required by this consent order have been completed as approved and to the Commissioner's reasonable satisfaction.
7. Compliance Audits. Respondent agrees to conduct compliance audits as specified below at each of Respondent's facilities identified in Attachment A of this consent order and any additional stores which are opened in Connecticut within one hundred eighty (180) days after the date of issuance of the consent order.
 - a. Within one hundred twenty (120) days of the date that the Commissioner provides written approval of all SOPs required under paragraph B.1 and, if applicable, within one hundred twenty (120) days of the date that the Commissioner provides written approval of all SOPs required under paragraph B.2 (with respect to only those stores to which paragraph B.2 SOPs apply), Respondent shall perform environmental compliance audits at each of Respondent's facilities identified in Attachment A of this consent order and any additional stores which were opened in Connecticut within one hundred eighty (180) days after the date of issuance of the consent order; provided, however, that the obligation to conduct compliance audits or certify compliance shall not apply to any facility that the Respondent no longer owns or operates as of the deadline for completion of such audits. The Respondent shall conduct the audits of each facility to evaluate compliance with CGS Section 22a-430 and the GPH, as applicable. The audit shall include at a minimum the items identified in the checklist included as Attachment C, to the extent applicable.
 - b. As soon as possible, but not later than thirty (30) days after completion of all of the audits, Respondent shall remedy any violations discovered therein. Respondent shall take prompt remedial action to correct each and every violation discovered during each environmental audit.
 - c. On or before sixty (60) days after completion of all of the audits, Respondent or Respondent's duly authorized representative shall submit to the Commissioner a certification of compliance certifying that audits have been performed at each of Respondent's facilities identified in Attachment A including any additional stores which were opened in Connecticut within one hundred-eighty (180) days of issuance of the consent order and that all of the facilities in Connecticut are in compliance with CGS Section 22a-430 and, as applicable, the GPH. The individual shall certify in writing as follows:

"I certify that to the best of my knowledge and belief: (i) the compliance audits described in paragraph B.7 of this consent order have been completed at each of the specified CVS stores in Connecticut, and (ii) that each of these stores is in compliance with Section 22a-430 of the Connecticut General Statutes, and (iii) that all stores that are permitted under the General Permit for the Discharge of Minor Photographic Processing Wastewaters ("GPH") are currently in compliance with the GPH. I am aware that there are significant penalties for false statements in this certification, including the possibility of fine and imprisonment for knowingly making false statements."
8. Approvals. Respondent shall use best efforts to submit to the Commissioner all documents required by this consent order in a complete and approvable form. If the Commissioner notifies Respondent that any document or other action is deficient, and does not approve it with conditions or modifications, it is deemed disapproved, and Respondent shall correct the deficiencies and resubmit it within the time specified by the Commissioner or, if no time is specified by the Commissioner, within thirty (30) days of the Commissioner's notice of deficiencies. In approving

any document or other action under this consent order, the Commissioner may approve the document or other action as submitted or performed or with such conditions or modifications as the Commissioner deems necessary to carry out the purposes of this consent order. Nothing in this paragraph shall excuse noncompliance or delay.

9. Definitions. As used in this consent order, "Commissioner" means the Commissioner or a representative of the Commissioner.
10. Dates. The date of "issuance" of this consent order is the date the consent order is deposited in the U.S. mail or personally delivered, whichever is earlier. The date of submission to the Commissioner of any document required by this consent order shall be the date such document is received by the Commissioner. The date of any notice by the Commissioner under this consent order, including but not limited to notice of approval or disapproval of any document or other action, shall be the date such notice is deposited in the U.S. mail or is personally delivered, whichever is earlier. Except as otherwise specified in this consent order, the word "day" as used in this consent order means calendar day. Any document or action which is required by this consent order to be submitted or performed by a date which falls on a Saturday, Sunday or a Connecticut or federal holiday shall be submitted or performed by the next day which is not a Saturday, Sunday or Connecticut or federal holiday.
11. Certification of documents. Any document, including but not limited to any notice, which is required to be submitted to the Commissioner under this consent order shall be signed by Respondent or, if Respondent is not an individual, by a responsible corporate officer for Respondent or a duly authorized representative of such officer, as those terms are defined in §22a-430-3(b)(2) of the Regulations of Connecticut State Agencies, and by the individual(s) responsible for actually preparing such document, and each such individual shall certify in writing as follows:

"I have personally examined and am familiar with the information submitted in this document and all attachments thereto, and I certify, based on reasonable investigation, including my inquiry of those individuals responsible for obtaining the information, that the submitted information is true, accurate and complete to the best of my knowledge and belief. I understand that any false statement made in the submitted information may be punishable as a criminal offense under §53a-157b of the Connecticut General Statutes and any other applicable law."
12. Noncompliance. This consent order is a final order of the Commissioner with respect to the matters addressed herein, and is nonappealable and immediately enforceable. Failure to comply with this consent order may subject Respondent to an injunction and penalties.
13. False statements. Any false statement in any information submitted pursuant to this consent order may be punishable as a criminal offense under §53a-157b of the Connecticut General Statutes and any other applicable law.
14. Notice of transfer; liability of Respondent. Until Respondent has fully complied with this consent order, Respondent shall notify the Commissioner in writing no later than fifteen (15) days after transferring all or any portion of the facility, the operations, the site or the business which is the subject of this consent order or after obtaining a new mailing or location address. Respondent's obligations under this consent order shall not be affected by the passage of title to any property to any other person or municipality.

15. Commissioner's powers. Except as provided hereinabove with respect to payment of civil penalties, nothing in this consent order shall affect the Commissioner's authority to institute any proceeding or take any other action to prevent or abate violations of law, prevent or abate pollution, recover costs and natural resource damages, and to impose penalties for past, present, or future violations of law. If at any time the Commissioner determines that the actions taken by Respondent pursuant to this consent order have not successfully corrected all violations, fully characterized the extent or degree of any pollution, or successfully abated or prevented pollution, the Commissioner may institute any proceeding to require Respondent to undertake further investigation or further action to prevent or abate violations or pollution.
16. Respondent's obligations under law. Nothing in this consent order shall relieve the Respondent of other obligations under applicable federal, state and local law.
17. No assurance by Commissioner. No provision of this consent order and no action or inaction by the Commissioner shall be construed to constitute an assurance by the Commissioner that the actions taken by Respondent pursuant to this consent order will result in compliance.
18. Access to site. Any representative of the Department of Environmental Protection may enter the site without prior notice for the purposes of monitoring and enforcing the actions required or allowed by this consent order.
19. No effect on rights of other persons. This consent order neither creates nor affects any rights of persons or municipalities that are not parties to this consent order.
20. Notice to Commissioner of changes. Within fifteen (15) days of the date Respondent becomes aware of a change in any information submitted to the Commissioner under this consent order, or that any such information was inaccurate or misleading or that any relevant information was omitted, Respondent shall submit the correct or omitted information to the Commissioner.
21. Notification of noncompliance. In the event that Respondent becomes aware that it did not or may not comply, or did not or may not comply on time, with any requirement of this consent order or of any document required hereunder, Respondent shall immediately notify by telephone the individual identified in the next paragraph and shall take all reasonable steps to ensure that any noncompliance or delay is avoided or, if unavoidable, is minimized to the greatest extent possible. Within five (5) days of the initial notice, Respondent shall submit in writing the date, time, and duration of the noncompliance and the reasons for the noncompliance or delay and propose, for the review and written approval of the Commissioner, dates by which compliance will be achieved, and Respondent shall comply with any dates which may be approved in writing by the Commissioner. Notification by Respondent shall not excuse noncompliance or delay, and the Commissioner's approval of any compliance dates proposed shall not excuse noncompliance or delay unless specifically so stated by the Commissioner in writing.
22. Submission of documents. Except as otherwise specified herein, whenever any notifications, submissions, or communications are required by this consent order, they shall be made in writing and addressed as follows.
 - a. Any document required to be submitted to the Commissioner under this consent order shall, unless otherwise specified in this consent order or in writing by the Commissioner, be directed to:

Sarah Ely, Sanitary Engineer 1
Department of Environmental Protection
Bureau of Materials Management and Compliance Assurance
Water Permitting and Enforcement Division
79 Elm Street, 2nd Floor
Hartford, Connecticut 06106-5127

- b. Any document to be submitted to Respondent shall be directed to:

Carol A. DeNale
Senior Vice President and Treasurer
CVS Pharmacy, Inc.
One CVS Drive
Woonsocket, Rhode Island 02895

with copies to:

Barbara Rowland
Vice President and Assistant General Counsel
CVS Pharmacy, Inc.
One CVS Drive
Woonsocket, Rhode Island 02895

and


Wendy L. Brant
Corporate Environmental Manager
CVS Pharmacy, Inc.
One CVS Drive
Woonsocket, Rhode Island 02895

23. CVS Pharmacy, Inc. shall ensure that either the Respondent, or CVS Pharmacy, Inc., itself, complies with paragraphs B.1, B. 3 and B.7 of this consent order.

Connecticut CVS Pharmacy, L.L.C.
Consent Order

Respondent consents to the issuance of this consent order without further notice. The undersigned certifies that he/she is fully authorized to enter into this consent order and to legally bind the Respondent to the terms and conditions of the consent order. Documentation confirming that the undersigned has such authorization is attached hereto as Exhibit A.

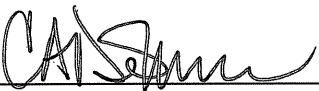
RESPONDENT

BY: 
Carol A. DeNale
Senior Vice President and Treasurer
Connecticut CVS Pharmacy, L.L.C.

Oct. 7, 2010
Date

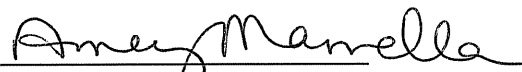
As to paragraph B.23:

CVS PHARMACY, INC.

BY: 
Carol A. DeNale
Senior Vice President and Treasurer
CVS Pharmacy, Inc.

Oct. 7, 2010
Date

Issued as a final order of the Commissioner of the Department of Environmental Protection.


Amey W. Marrella
Commissioner

October 21, 2010
Date

CC: LAND RECORDS OF: Ansonia, Avon, Berlin, Bethel, Bloomfield, Branford, Bridgeport, Bristol, Brooklyn, Cheshire, Clinton, Colchester, Coventry, Cromwell, Danbury, Darien, Derby, East Hampton, East Hartford, East Haven, East Lyme, Enfield, Fairfield, Farmington, Glastonbury, Granby, Greenwich, Groton, Guilford, Hamden, Hartford, Litchfield, Manchester, Meriden, Middletown, Milford, Montville, Mystic, Naugatuck, New Britain, New Canaan, New London, New Milford, Newington, Newtown, North Haven, Norwalk, Norwich, Old Saybrook, Orange, Plainfield, Plainville, Putnam, Ridgefield, Rocky Hill, Seymour, Simsbury, South Windsor, Southbury, Southington, Stamford, Stratford, Suffield, Torrington, Unionville, Vernon, Waterbury, Waterford, West Hartford, West Haven, Westport, Wethersfield, Willimantic, Wilton, Windsor, Windsor Locks, and Winsted

ATTACHMENT A

Store #	Street Address	Town	Permit #	DWOP ¹	Failure to monitor ²	Ag ³ effluent violation
71	989 Boston Post Road	Milford	GPH001089		x	
123	519 Boston Post Rd.	Old Saybrook	septic			
124	98 Bridge St.	Naugatuck	GPH000471		x	
133	700 Post Road	Fairfield	GPH000472		x	
135	266 West Street, Route 202	Litchfield	GPH000672		x	
145	188 Main St.	Farmington	GPH000553		x	
172	2-6 Short Beach Rd.	Branford	GPH000872		x	
185	277 Bank St.	Seymour	GPH000591		x	
231	142 Talcottville Rd.	Vernon	GPH001126	x		x
288	839 Farmington Ave. Route 6	Bristol	GPH000664		x	
294	177 Columbus Boulevard	New Britain	GPH000866		x	
333	976 1/2-978 Farmington Ave.	West Hartford	n/a kiosk			
348	1078 Silas Deane Highway**	Wethersfield	GPH000463	x		
349	484 Windsor Ave.	Windsor	GPH000461	x	x	
350	566 Farmington Ave.	Hartford	n/a kiosk			
364	308 Main St.	Middletown	GPH001095		x	
377	915 Poquonnock Rd.	Groton	GPH000519		x	x
388	613 Boston Post Rd.	Madison	septic			
459	2639 Main St.	Glastonbury	GPH000586		x	x
512	2321 Summer St	Stamford	GPH000654		x	
623	397 Post Road East	Westport	GPH000552		x	
629	146 South Street**	Danbury	GPH000658		x	
671	1099 New Britain Ave.	West Hartford	GPH000465	x	x	
691	1181 Main St.**	Newington	GPH000487	x	x	
692	162 Washington Ave.	North Haven	GPH001116		x	
696	14 Candlewood Lake Road	Brookfield	n/a Dig. Café			
718	24-36 Pershing Drive	Ansonia	GPH000551		x	x
738	467 Main St.	Ridgefield	GPH001093		x	
750	875 Enfield St	Enfield	GPH000577		x	
760	713 West Main St.	New Britain	GPH000865		x	
767	850 Hartford Turnpike	Waterford	no photo			
775	2045 Dixwell Ave.	Hamden	GPH001094		x	x
785	632 Middle Turnpike	Mansfield	septic			
798	299 White Street	Danbury	n/a Dig. Café			
811	1168 Whalley Ave.	New Haven	n/a Dig. Café			
812	7 Backus Ave.	Danbury	n/a kiosk			
822	40 East St.	New Milford	GPH000927		x	x
839	14 Farmington Ave.	Plainville	GPH000476	x	x	
840	908 Maple Ave.	Hartford	GPH000662		x	
854	327 Main Ave.	Norwalk	GPH000508		x	
857	660 Foxon Road**	East Haven	GPH001144	x		x
865	839 East Main St.	Meriden	GPH000580		x	x
916	1650 Watertown Ave.	Waterbury	GPH000480		x	x
918	964 Post Rd.	Darien	GPH000825		x	
941	844 Jones Hill Road	West Haven	GPH000520		x	
942	542 Providence Road**	Brooklyn	GPH001090		x	
943	1200 Main St.	Willimantic	GPH000566		x	x
953	45 S Main St.	Unionville	GPH000434		x	
954	311 Main St.	Bristol/Terryville	septic			
1027	313 West Main Street	Norwich	GPH000473		x	
1028	724 Queen St.	Southington	GPH000614		x	
1038	1044 Boulevard	West Hartford	GPH000569		x	
1043	525 Buckland Rd.	South Windsor	GPH000908		x	

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Store #	Street Address	Town	Permit #	DWOP ¹	Failure to monitor ²	Ag ³ effluent violation
1044	656 New Haven Ave., Route 34	Derby	GPH000460	x	x	
1051	593 Newfield Ave.	Stamford	GPH000443			x
1060	326 Main St.	Southington	GPH000587		x	
1070	90 Main St.**	Windsor Locks	GPH000456	x		x
1080	817 Bank St.	New London	GPH001115		x	
1089	20 Burnside Avenue	East Hartford	GPH000565		x	
1097	661 Main St.	Torrington	GPH001091		x	
1098	47 Hazard Ave.	Enfield	GPH000600		x	
1101	16 Main St. **	East Hartford	GPH000648	x		
1102	341 Cottage Grove Road	Bloomfield	GPH001087			
1109	7 Durant Avenue	Bethel	GPH000422		x	
1123	22 Depot Hill Road	Southbury	septic			
1125	10 Lathrop Rd.**	Plainfield	GPH001140		x	
1139	2610 E. Main St.	Bridgeport	GPH000534	x	x	
1148	905 South Main St.**	Cheshire	GPH001113		x	
1149	696 West Avenue	Norwalk	GPH000468		x	
1151	464 Reidville Dr.	Waterbury	GPH000479		x	
1152	58 Pennsylvania Ave.	Niantic	septic			
1153	1875 Boston Ave.	Bridgeport	GPH000484		x	
1154	6 Willard Rd	Norwalk	GPH000469		x	
1155	308 Berlin Turnpike	Berlin	n/a Dig. Café			
1156	1240 Farmington Ave.	West Hartford	GPH000464	x	x	
1164	194 Buckland Hills Dr.	Manchester	n/a kiosk			
1166	219 Broad St.	Windsor	GPH001092		x	
1180	358 West Main St.	Avon	GPH000875		x	
1183	750 Main St.	Hartford	n/a Dig. Café			
1202	20 Bank St.	Granby	GPH000890		x	
1213	94 Park Street	New Canaan	GPH000458	x		
1219	229 Hope Street	Stamford	GPH000481		x	
1241	233 Broad Street	Milford	GPH000482		x	x
1242	714 Hopmeadow St.	Simsbury	GPH000568		x	
1244	73 Waterbury Rd.	Prospect	septic			
1268	106 Boston Post Road	Waterford	GPH000822		x	
1276	59 North Main Street	Bristol	GPH000665		x	
1280	99 Greenwich Ave.	Greenwich	GPH000532	x	x	
1284	14 East Main St.	Clinton	septic			
1775	1058 Hope St.	Stamford	GPH001025		x	
1897	6 Queen St.	Newtown	GPH000867		x	
1898	255 Sound Beach Ave.	Greenwich	GPH000455			
1903	799 Park Ave. #824**	Bloomfield	GPH000535	x	x	
1910	260 N. Main St.	Manchester	GPH000663		x	x
1912	1968 Black Rock Turnpike	Fairfield	GPH000457	x	x	
1941	535 Monroe Tpk	Monroe	septic			
1948	690 Wethersfield Ave.	Hartford	GPH000533	x	x	
1960	1253 West Main Street	Waterbury	GPH000854		x	x
1966	1057 Boston Post Rd. #2	Guilford	septic			
1968	369 Main St.	East Haven	GPH000542		x	
2018	540 West Main St.**	Meriden	GPH000589		x	x
2022	152 Mountain Rd.	Suffield	GPH000543	x	x	
2056	25 Broadway Ave.	Mystic	GPH000582		x	x
2097	279 Boston Post Road	Orange	GPH000805		x	
2099	479 Blue Hills Ave.	Hartford	GPH000682		x	
2109	22 Windsor Ave.	Vernon Rockville	GPH000670		x	
2119	1055 Farmington Avenue	Berlin/Kensington	GPH000523		x	
2140	526 Meriden Road	Waterbury	n/a Dig. Café			

Connecticut CVS Pharmacy, L.L.C.
Consent Order

Store #	Street Address	Town	Permit #	DWOP ¹	Failure to monitor ²	Ag ³ effluent violation
2143	3710 Main St.	Bridgeport	GPH000483		x	x
2153	150 S Main St.	West Hartford	GPH000537	x	x	
2210	1239 East Putnam Ave.	Riverside	GPH001057		x	x
2219	2427 Main St.	Rocky Hill	GPH000570			
2220	3514 Main St.	Coventry	septic			
2259	215 Whalley Ave.	New Haven	n/a Dig. Café			
2388	2000 North Main St.	Waterbury	GPH000852		x	
2475	122 E Putnam Ave.	Greenwich/Cos Cob	GPH001110		x	
2502	581 Highland Ave.	Cheshire	GPH000811		x	
2525	323 Cromwell Avenue	Rocky Hill	GPH000907		x	
2545	35 Padanaram Road	Danbury	GPH000899		x	
2572	1 Hawley Lane	Stratford	GPH000870		x	
2573	1375 Barnum Ave.	Stratford	GPH000869		x	
2584	252 Orange Avenue	West Haven	GPH000652			
2682	47 Main St.	Winsted	GPH000812		x	
2839	2005 Norwich New London Tpk.	Montville	GPH001106		x	
2896	675 Washington St.	Middletown	GPH001105		x	
3373	961 Black Rock Turnpike	Fairfield	GPH000892		x	
3787	68 Elmcroft Road	Stamford	no photo			
3795	93 Old Ridgefield Rd	Wilton	GPH000837		x	
3835	72 Berlin Rd.	Cromwell	GPH001108		x	
4149	54 East High Street	East Hampton	GPH001088		x	
4436	241 West Middle Turnpike	Manchester	GPH001131		x	
4473	15 Chesterfield Rd.	East Lyme	GPH001142		x	x
5450	331 New London Turnpike	Glastonbury	GPH000821		x	
5848	119 South Main St.	Colchester	GPH000896		x	
6807	679 East Main St.	Meriden	n/a kiosk			
7093	47 Lake Avenue Ext. #49	Danbury	GPH001017		x	
7916	292 Spielman Highway	Burlington	septic			
8249	57 Providence Pike	Putnam	GPH001145		x	
Total				19	101	20

** = Permit issued to different address

¹ = Discharge without a permit of photographic processing wastewaters

² = Failure to monitor the influent and effluent silver concentrations associated with the silver recovery unit

³ = Violated the silver effluent concentration in the GPH of 5.0 mg/l.

ATTACHMENT B

Table 1: Summary of Inspection Results

Store #	Town	Discharge without a permit of photographic processing rinseate* to the septic system in violation of CGS 22a-430	Discharge without a permit of photographic processing rinseate* to the sanitary sewer in violation of CGS 22a-430	Failure to maintain maintenance records in violation of the GPH	Discharge without a permit of photographic processing wastewaters in violation of CGS 22a-430	Discharge without a permit of pharmaceuticals or pharmaceutical laden wastewater in violation of CGS 22a-430
123	Old Saybrook	x				x
231	Vernon				x	
348	Wethersfield				x	
857	East Haven				x	
1089	Burnside Ave. - East Hartford			x		
1101	Main St. – East Hartford		x		x	
1123	Southbury	x				x
1284	Clinton	x				
1966	Guilford	x				
2220	Coventry					x

*Rinseate refers to wastewaters generated from rinsing photographic processing filters and also rinsing used photographic processing chemical containers.

Connecticut CVS Pharmacy, L.L.C.
Consent Order

Table 2: Summary of Analytical Monitoring Results from July, August and September 2010

Store #	Address	Town	Sample Date	Ag-Effluent (mg/l)
133	700 Post Rd., Fairfield Center	Fairfield	7/13/2010	246
172	2-6 Short Beach Rd.	Branford	7/13/2010	9.39
172	2-6 Short Beach Rd.	Branford	8/12/2010	5.11
185	277 Bank St.	Seymour	7/15/2010	7.87
377	915 Poquonnock Rd.	Groton	8/12/2010	13.9
512	2321 Summer St.	Stamford	7/14/2010	5.88
840	908-910 Maple Ave.	Hartford	9/27/2010	5.67
854	327 Mail Ave.	Norwalk	8/10/2010	11.1
916	1650 Watertown Ave.	Waterbury	7/15/2010	13
943	1200 Main St.	Willimantic	7/19/2010	8.45
1038	1044 Boulevard	Hartford	7/20/2010	1200
1102	341 Cottage Grove Rd.	Bloomfield	8/19/2010	5.03
1149	696 West Ave.	Norwalk	7/14/2010	9.13
1151	464 Reidville Dr.	Waterbury	7/15/2010	19.9
1080	817 Bank St.	New London	7/12/2010	5.92
1180	358 West Main St.	Avon	9/20/2010	13.4
1219	231 Hope St	Stamford	7/14/2010	178
1268	106 Boston Post Rd.	Waterford	7/12/2010	6.54
1276	59 North Main St.	Bristol	8/17/2010	14.2
1910	260 North Main St.	Manchester	7/19/2010	9.01
2097	279 Boston Post Road	Orange	7/13/2010	17.7
2097	279 Boston Post Road	Orange	8/11/2010	10.1
2143	3710 Main St.	Bridgeport	7/15/2010	5.15
2210	1239 E Putnam Ave	Riverside	7/14/2010	11.3
2219	2427 Main St.	Rocky Hill	7/21/2010	12.5
2219	2427 Main St.	Rocky Hill	8/18/2010	6.7
2502	581 Highland Ave.	Cheshire	8/17/2010	11.6
2525	323 Cromwell Ave.	Rocky Hill	8/18/2010	6.05
2545	35 Padanaram Rd.	Danbury	7/6/2010	9.8
2839	2005 Norwich-New London Tpk	Montville	7/10/2010	5.39
2839	2005 Norwich-New London Tpk	Montville	8/12/2010	6.77
3835	72 Berlin Rd	Cromwell	7/21/2010	9.87
4149	54 E. High St.	East Hampton	7/19/2010	6.32
4473	15 Chesterfield Rd.	East Lyme	8/12/2010	9.16
5450	331 New London Turnpike	Glastonbury	7/21/2010	5.5

Connecticut CVS Pharmacy, L.L.C.
Consent Order

ATTACHMENT C

Connecticut CVS Pharmacy, L.L.C.
Consent Order

Facility Name (& No.): _____

Facility Address: _____

"I certify that the compliance audit has been completed at the facility identified above. I further certify, to the best of my knowledge and belief, based on reasonable investigation, the following (initial each, as applicable):

For facilities discharging silver-bearing photo processing effluent to the sanitary sewer as of the date of the inspection:

- _____ The influent and pretreated effluent of the silver recovery unit is monitored at least once per month in accordance with the General Permit for the Discharge of Minor Photographic Processing Wastewater ("GPH"), or to the extent the GPH has been amended, monitoring is occurring in accordance with the amended GPH;
- _____ The method used to monitor the concentration of silver in the pretreated effluent (to the extent required by the GPH in effect at that time) is able to detect silver concentrations as low as 5 mg/l in accordance with the silver effluent limit of 5 mg/l in the GPH;
- _____ Silver monitoring and silver recovery canister replacement records are retained on-site, and staff are aware they are to be retained for a period of five years in accordance with the Regulations of Connecticut State Agencies ("RCSA") Section 22a-430-3(j)(9)(B);
- _____ Available silver monitoring records have been reviewed for the past year, compliance with the GPH limit of 5 mg/l has been assessed, and any necessary corrective actions have been implemented;
- _____ All silver-rich wastewaters, defined here as those wastewaters having >5 mg/l of silver, are treated by the silver recovery unit in accordance with the GPH, including those wastewaters generated from rinsing photographic processing filters, racks, crossovers, guides, or other photographic processing equipment which are determined to be silver-rich wastewaters;
- _____ Except for those Publicly Owned Treatment Works ("POTW") specifically designed to accommodate such a discharge, no photographic processing chemical or wastewater with a pH less than 5.0 is discharged to the POTW in accordance with RCSA Section 22a-430-4(t)(2)(B).
- _____ Employees have been trained regarding Standard Operating Procedures for proper disposal of photographic processing chemicals, photographic processing wastewaters (including wastewaters generated from rinsing equipment), and regarding any posted signs, as applicable to the facility.

For all facilities discharging to the sanitary sewer (including those discharging photo processing effluent described above):

- _____ Signs are posted near all sinks and drains which are designed to prevent the illegal disposal of photographic processing chemicals, over-the-counter medications, pharmaceuticals or pharmaceutical-laden wastewaters, and wastewaters generated from rinsing photographic processing racks and filters.
- _____ Employees have been trained regarding Standard Operating Procedures for proper disposal of unused/expired/waste concentrated photographic processing chemicals, over-the-counter medications, pharmaceuticals or pharmaceutical-laden wastewaters, and wastewaters generated from rinsing photographic processing racks and filters, and regarding any posted signs, as applicable to the facility.

For facilities connected to an on-site septic system:

- _____ Except for those facilities authorized by an individual permit, no photographic processing wastewaters including those generated from rinsing photographic processing filters, concentrated chemical containers, racks, crossovers, guides, or other photographic processing equipment is discharged to the on-site septic system in accordance with Section 22a-430 of the Connecticut General Statutes.
- _____ Signs are posted near all sinks and drains which are designed to prevent the illegal disposal of photographic processing chemicals, over-the-counter medications, pharmaceuticals or pharmaceutical-laden wastewaters, and wastewaters generated from rinsing photographic processing racks and filters.
- _____ Employees have been trained regarding Standard Operating Procedures for proper disposal of unused/expired/waste concentrated photographic processing chemicals, over-the-counter medications, pharmaceuticals or pharmaceutical-laden wastewaters, and wastewaters generated from rinsing photographic processing racks and filters, and regarding any posted signs, as applicable to the facility.

I am aware that there are significant penalties for false statements in this certification, including the possibility of fine and imprisonment for knowingly making false statements."

(Print Name) _____

(Title) _____

(Signature) _____

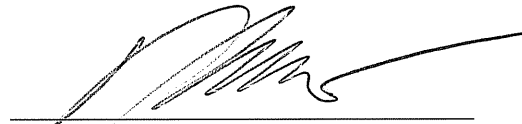
(Date) _____

OFFICER'S CERTIFICATE

I, Thomas S. Moffatt, (a) Assistant Secretary of CVS Pharmacy, Inc., a Rhode Island corporation (the "Corporation"), and sole member of Connecticut CVS Pharmacy, L.L.C., a Connecticut limited liability company (the "Company"), and (b) Secretary of the Company, do hereby certify that:

1. I am the duly elected Assistant Secretary of the Corporation and duly elected Secretary of the Company.
2. Attached hereto as ***Exhibit A*** is a true, correct and complete copy of resolutions of the Board of Directors of the Corporation adopted on May 25, 2010; and attached hereto as ***Exhibit B*** is a true, correct and complete copy of resolutions of the Sole Member of the Company adopted on August 30, 2010. Such resolutions have not in any way been amended, modified, annulled, rescinded or revoked and remain in full force and effect as of the date hereof.
3. Carol A. DeNale is (i) Senior Vice President and Treasurer, and properly authorized officer, of the Corporation pursuant to authorization from the Board of Directors of the Corporation, as evidenced by the resolutions attached hereto as ***Exhibit A***; (ii) Senior Vice President and Treasurer, and properly authorized officer, of the Company pursuant to authorization from the Sole Member of the Company, as evidenced by the resolutions attached hereto as ***Exhibit B***; (iii) duly authorized to execute, in the name of the Corporation and the Company, any and all contracts and other written obligations, including, but not limited to, administrative consent orders with the Connecticut Department of Environmental Protection (the "Department"), with respect to environmental matters; and (iv) duly authorized to submit documents to the Department on behalf of the Corporation and the Company.

IN WITNESS WHEREOF, I have set my hand on this Officer's Certificate as of
October 6, 2010.



Thomas S. Moffatt
Assistant Secretary
CVS Pharmacy, Inc.

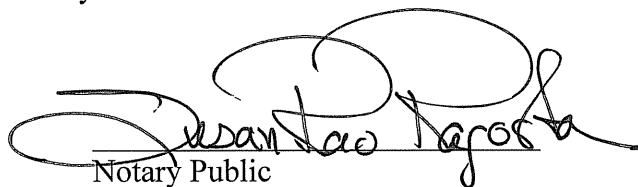


Thomas S. Moffatt
Secretary
Connecticut CVS Pharmacy, L.L.C.

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

On this 6 day of October, 2010, before me personally appeared Thomas S. Moffatt, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes herein contained.

In witness whereof, I hereunto set my hand and official seal.


Notary Public

Susan Rao Ragosta
Notary Public
State of Rhode Island
My Commission Expires 08/28/2012

Exhibit A

May 12, 2010

UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
OF
CVS PHARMACY, INC.
IN LIEU OF THE ANNUAL MEETING

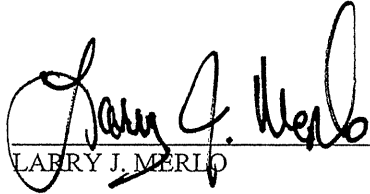
The undersigned, constituting the entire Board of Directors of CVS Pharmacy, Inc., a Rhode Island corporation (the "Corporation"), hereby consent to the adoption of, and do hereby adopt, the following resolution by written consent in lieu of the annual meeting:


RESOLVED, the resignation of Robert A. Tamplin as Vice President effective 4/21/2009, the resignation of Claude J. Tolbert as Vice President/Controller effective 5/21/2009, the resignation of Leo M. Hartnett as Vice President effective 6/5/2009, the resignation of Brian A. Zolotor as Vice President effective 10/31/2009, the resignation of David B. Rickard as EVP/CFO/CAO effective 12/31/2009, the resignation of V. Michael Ferndinandi as Sr. Vice President effective 12/31/2009, and the resignation of Michael K. Golub as Vice President effective 3/1/2010 be and hereby is ratified and approved; and

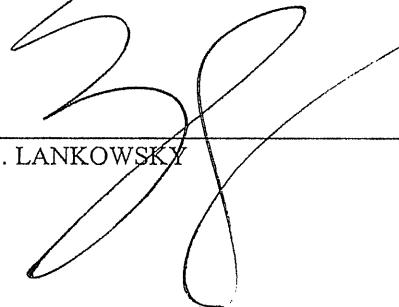
RESOLVED, the appointment of Robert M. Botsford as Vice President effective 7/1/2009, the appointment of Stephen M. Wrenn as Vice President effective 7/17/2009, the appointment of James D. Clark as Vice President effective 9/10/2009, the appointment of George C. Chiang as Assistant Secretary effective 10/1/2009, the appointment of Brandon L. Pham as Assistant Secretary effective 10/1/2009, the appointment of Darin P. Smith as Assistant Secretary effective 10/1/2009, the appointment of Troyen A. Brennan as Executive Vice President effective 10/1/2009, the appointment of Stuart McGuigan as Sr. Vice President effective 10/1/2009, the appointment of Terence M. Corrigan as Vice President/Assistant Treasurer effective 11/2/2009, the appointment of David M. Denton as Executive Vice President effective 1/1/2010, the appointment of Laird K. Daniels as Sr. Vice President effective 1/1/2010, the appointment of Lisa G. Bisaccia as Sr. Vice President effective 1/1/2010, the appointment of Dennis A. Murphy as Assistant Secretary effective 1/4/2010, the appointment of Doug Ghertner as Sr. Vice President effective 1/7/2010, the appointment of Mark G. Griffin as Sr. Vice President effective 3/2/2010, the appointment of Cathy Gaudio as Vice President effective 3/2/2010, the appointment of Brian Mearns as Vice President effective 3/2/2010, the appointment of David Valois as Vice President effective 3/2/2010, the appointment of Carol A. DeNale as Sr. Vice President and Treasurer effective 3/3/2010, the appointment of Scott E. Baker as Executive Vice President effective 3/4/2010, the appointment of Michael K. Bloom as Executive Vice President effective 3/4/2010, the appointment of Charles E. Golden, Jr. as Sr. Vice President effective 3/4/2010, the appointment of Elizabeth S. Wingate as Sr. Vice President effective 3/4/2010, be and hereby is ratified and approved; and

RESOLVED, that the persons listed on the attached exhibit are hereby appointed to the office or offices as indicated opposite their respective names to serve for the following year and until their successors have been duly elected and qualified.

25th IN WITNESS WHEREOF, the undersigned has executed this written consent on the day of May, 2010.


LARRY J. MERLO


CAROL A. DENALE


ZENON P. LANKOWSKY

As of 5/13/2010

CVS Pharmacy, Inc.

CORPORATE OFFICERS

Larry J. Merlo	President
Michael K. Bloom	Executive Vice President
Charles D. Phillips	Executive Vice President
Helena B. Foulkes	Executive Vice President
Jonathan C. Roberts	Executive Vice President
Troyen A. Brennan	Executive Vice President
David M. Denton	Executive Vice President
Scott E. Baker	Executive Vice President
Douglas A. Sgarro	EVP Strategy and Chief Legal Officer
Lisa G. Bisaccia	Sr. Vice President Human Resources
Eileen H. Dunn	Sr. Vice President
Thomas E. Morrison	Sr. Vice President
Elizabeth S. Wingate	Sr. Vice President
Charles E. Golden Jr.	Sr. Vice President
Doug Ghertner	Sr. Vice President
Laird K. Daniels	Sr. Vice President
Mark G. Griffin	Sr. Vice President
Stuart McGuigan	Sr. Vice President
Ronald E. Link	Sr. Vice President
Laura Birmingham Willmon	Sr. Vice President
Robert L. Price	Sr. Vice President
Dennis N. Palmer	Sr. Vice President
Matthew J. Leonard	Sr. Vice President
Dino M. De Thomas	Sr. Vice President
Nancy R. Christal	Sr. Vice President
Hanley H. Wheeler	Sr. Vice President
Carol A. DeNale	Sr. Vice President and Treasurer
Zenon P. Lankowsky	Vice President/Secretary
Terence M. Corrigan	Vice President/Assistant Treasurer
Peter F. Pecoraio	Vice President
Michael Silveira	Vice President
Richard D. Molchan	Vice President
Anna M. Umberto	Vice President
Ricardo Dube	Vice President
Michael W. Buckless	Vice President
Craig P. Heneghan	Vice President
Donna M. Sams	Vice President

As of 5/13/2010

CVS Pharmacy, Inc.

Craig M. Thiele	Vice President
Raymond W. Auger	Vice President
Dimitri G. Betses	Vice President
Clay O. Wilson	Vice President
James A. Trappani	Vice President
Russ R. Dossey	Vice President
Judith S. Sansone	Vice President
Kurukundi R. Murthy	Vice President
Mark J. Miller	Vice President
James G. Maritan	Vice President
Robert T. Marcello	Vice President
Cheryl L. Mahoney	Vice President
Mark G. Kolligian	Vice President
Bari A. Harlam	Vice President
Heidi A. Devlin	Vice President
Robert J. Curran	Vice President
John M. Buckley	Vice President
Joshua M. Flum	Vice President
Jeff Smith	Vice President
Papatya Tankut	Vice President
Jeffrey W. Raman	Vice President
Timothy Kurth	Vice President
David Valois	Vice President
Brian Mearns	Vice President
Cathy Gaudio	Vice President
Stephen M. Wrenn	Vice President
Christopher L. Di Iuro	Vice President
Robert M. Botsford	Vice President
Jeff Audley	Vice President
Dana Lilly	Vice President
Kathy-Jo Payette	Vice President
John P. Iaderosa	Vice President
Douglas W. Phillips	Vice President
James D. Clark	Vice President
John H. Murphy	Vice President
Kevin Goslin	Vice President
Christine L. Egan	Vice President
David W. Golding	Vice President

As of 5/13/2010

CVS Pharmacy, Inc.

Grant Pill	Vice President
Kirby Bessant	Vice President
Lisa Schuldes	Vice President
Carolyn Castel	Vice President
Scott Wertz	Vice President
Thomas S. Moffatt	Vice President/Assistant Secretary
Mark Barrow	Assistant Vice President
Gordon F. Howard	Area Vice President
Scott Wasikowski	Area Vice President
Howard S. Shansky	Area Vice President
Everett Moore	Area Vice President
Michael J. Talbot	Area Vice President
Christopher Bos	Area Vice President
David W. Purdy	Area Vice President
Laura Underwood	Area Vice President
Denny Tewell	Area Vice President
Brian N. Bosnic	Area Vice President
Richard M. Ford	Area Vice President
Jeffrey E. Clark	Assistant Treasurer
Tracy L. Smith	Assistant Treasurer
John E. Uhl	Assistant Treasurer
Andrew E. Schneeloch	Assistant Treasurer
Ronald E. Lemieux	Assistant Treasurer
Diane R. McMonagle Glass	Assistant Secretary
Joseph M. Estrella, Jr.	Assistant Secretary
George C. Chiang	Assistant Secretary
Brandon L. Pham	Assistant Secretary
Darin P. Smith	Assistant Secretary
Kristine L. Donabedian	Assistant Secretary
William D. Mitchell	Assistant Secretary
Dennis Murphy	Assistant Secretary
Ned L. Craun	Assistant Secretary
Karen L. Feisthamel	Assistant Secretary
Roxanne Sicard	Assistant Secretary
Michael B. Nulman	Assistant Secretary
Brenna B. Jordan	Assistant Secretary
Linda M. Cimbron	Assistant Secretary
Melanie K. Luker	Assistant Secretary

As of 5/13/2010

CVS Pharmacy, Inc.

Timothy E. Kramer

Assistant Secretary

Exhibit B

WRITTEN CONSENT OF THE SOLE MEMBER
OF
Connecticut CVS Pharmacy, L.L.C.

IN LIEU OF AN ANNUAL MEETING

Pursuant to the Limited Liability Company Act of the State of CT, the undersigned being the Sole Member of Connecticut CVS Pharmacy, L.L.C.(the "Company"), hereby consents to and adopts the following resolutions by written consent in lieu of an annual meeting:

WHEREAS, the Company has properly taken all appropriate actions during such time period to properly maintain its existence, to elect officers and to authorize the pursuit of the Company's business objectives; it is hereby

RESOLVED: that the officers of the Company be, and each hereby is, authorized in the name and on behalf of the Company to do or cause to be done any and all such acts and things and to execute and deliver any and all documents as such officer or officers may deem necessary or advisable, the taking of any such actions or the execution or delivery of any documents by such officer or officers to be conclusive evidence that the same were authorized by the Company.

RESOLVED, that the individuals set forth on the attached list are hereby appointed to the office or offices as indicated opposite their respective names to serve for the following year and until their successors have been duly elected and qualified.

IN WITNESS WHEREOF, the undersigned has executed this consent as of August 30, 2010.

CVS Pharmacy, Inc.



By: _____

Melanie K. Luker
Assistant Secretary

CORPORATE OFFICERS

Zenon P. Lankowsky	President
Matthew J. Leonard	Sr. Vice President
Carol A. DeNale	Sr. Vice President/Treasurer
Charles E. Golden Jr.	Sr. Vice President
Thomas S. Moffatt	Vice President/Secretary
Peter F. Pecoraio	Vice President
Terence M. Corrigan	Vice President/Assistant Treasurer
Robert T. Marcello	Vice President/Assistant Secretary
Mark J. Miller	Vice President
Clay O. Wilson	Vice President
Michael W. Buckless	Vice President
Ricardo J. Dube	Vice President
Anna M. Umberto	Vice President
Dennis A. Murphy	Assistant Secretary
Linda M. Cimbron	Assistant Secretary
Melanie K. Luker	Assistant Secretary
Diane R. McMonagle Glass	Assistant Secretary
Toni A. Motta	Assistant Secretary
Michael B. Nulman	Assistant Secretary
Timothy E. Kramer	Assistant Secretary
David J. Burton	Assistant Secretary
Ned L. Craun	Assistant Secretary
Darin P. Smith	Assistant Secretary
Roxanne E. Sicard	Assistant Secretary
Kristine L. Donabedian	Assistant Secretary
Karen L. Feisthamel	Assistant Secretary
Brenna B. Jordan	Assistant Secretary
George C. Chiang	Assistant Secretary
Brandon L. Pham	Assistant Secretary
Chris J. Willis	Assistant Secretary
Leo A. Lapierre	Property Tax Manager
Marina Zaslavskiy	Assistant Treasurer
Jason D. Desrochers	Assistant Treasurer
Ronald E. Lemieux	Assistant Treasurer
John E. Uhl	Assistant Treasurer
Tracy L. Smith	Assistant Treasurer
Jeffrey E. Clark	Assistant Treasurer