

**THIRD AMENDMENT TO  
NALOXONE PAYMENT AGREEMENT**

This Third Amendment to the Naloxone Payment Agreement (this "**Third Amendment**") is made as of June 1, 2018, between the New Jersey Office of the Attorney General ("New Jersey AG") and Amphastar Pharmaceuticals, Inc., a Delaware corporation ("Amphastar").

**Recitals**

WHEREAS, the New Jersey AG and Amphastar are parties to a Naloxone Payment Agreement dated June 1, 2015 (the "**Agreement**"); and

WHEREAS, the Parties affirm the recitals set forth therein; and

WHEREAS, the Parties previously entered into a First Amendment to the Agreement that set forth an extension of the effective date of the Agreement through May 31, 2017; and

WHEREAS, the Parties previously entered into a Second Amendment to the Agreement that set forth an extension of the effective date of the Agreement through May 31, 2018; and

WHEREAS, the Parties desire to make a Third Amendment to the Agreement, as provided for in Section 8 of that Agreement.

**STATEMENT OF AGREEMENT**

Now, therefore, the Parties hereby acknowledge the foregoing Recitals and incorporate them into this Third Agreement, and for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, agree to the following amendment:

§1. Definitions. All capitalized terms used but not otherwise defined in this Amendment shall have the respective meanings given those terms in the Agreement.

§2. Term and Termination. The Parties have agreed to extend the term of the Agreement for an additional year. As such, this Third Amendment shall be effective from June 1, 2018 to May 31, 2019 (Effective Period). As such, during this Third Amendment's Effective Period:

- a) The first sentence of paragraph 4 of the Agreement shall be understood to mean: This Agreement shall apply to Syringes purchased from the Effective Date of this Agreement until June 1, 2019 (the "Term").
- b) The dates for payments and Certified Requests set forth in Section 3 shall remain the same for the additional year of the Agreement, except that they shall refer to the following year where applicable.
- c) The assurance of discontinuance contained in paragraph 6 of the Agreement shall be understood to extend for and cover an additional year.

All other terms of the Agreement shall remain in full force and effect during the Effective Period of this Third Amendment.

§3. Counterparts. This Third Amendment may be executed in multiple counterparts each of which shall be deemed an original, but which taken together shall constitute one and the same instrument.

§4. Interpretation. This is an amendment to and part of the Agreement. In the event of any inconsistency between the provisions of the Agreement and the provisions of this Third Amendment, the provisions of this Third Amendment shall control.

Amphastar Pharmaceuticals, Inc.

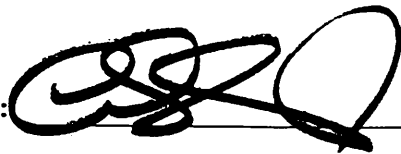
New Jersey Office of the  
Attorney General

By: \_\_\_\_\_



Name: Jason Shandell  
Title: President

By: \_\_\_\_\_



Name: Gurbir Grewal  
Title: Attorney General