

2005 000322

2005 APR 18 PM


LAKE COUNTY
FILED FOR RE
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UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]

B. SEND ACKNOWLEDGMENT TO: (Name and Address)



**First American
Title Insurance Company**

251 East Ohio Street, Suite 555
Indianapolis, IN 46204

see oversized attachments

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME
Safety-Kleen Oil Recovery Co.

OR
1b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
5400 Legacy Drive, Cluster II, Building 3 **Plano** **TX** **75024** **USA**

1d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION 1f. JURISDICTION OF ORGANIZATION 1g. ORGANIZATIONAL ID #, if any
Corporation **Delaware** **DE-2140650** NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR
2b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

2c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

2d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 2e. TYPE OF ORGANIZATION 2f. JURISDICTION OF ORGANIZATION 2g. ORGANIZATIONAL ID #, if any
 NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME
Deutsche Bank Trust Company Americas, as Collateral Agent

OR
3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
60 Wall Street **New York** **NY** **10005** **USA**

4. This FINANCING STATEMENT covers the following collateral:

See Schedule A attached hereto and made a part hereof for the description of collateral.

This is a fixture filing to be filed in the real property records of Lake County, IN.

5. ALTERNATIVE DESIGNATION (if applicable): LESSEE/LESSOR CONSIGNEE/CONSIGNOR BAILEE/BAILOR SELLER/BUYER AG. LIEN NON-UCC FILING

6. This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable) 7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (optional) All Debtors Debtor 1 Debtor 2

8. OPTIONAL FILER REFERENCE DATA

File with: **Lake County, IN 1111788-0094 (Second Lien)** **O-50 East Chicago, IN 159270**

UCC FINANCING STATEMENT ADDENDUM

2005 000322

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

9a. ORGANIZATION'S NAME Safety-Kleen Oil Recovery Co.			
OR	9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

File with: Lake County, IN

O-50

East Chicago, IN

1111788-0094 (Second Lien)

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11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (11a or 11b) - do not abbreviate or combine names

11a. ORGANIZATION'S NAME					
OR	11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
11c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY
11d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL ID #, if any	<input type="checkbox"/> NONE

12. ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P'S NAME - insert only one name (12a or 12b)

12a. ORGANIZATION'S NAME					
OR	12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
12c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY

13. This FINANCING STATEMENT covers timber to be cut or as-extracted collateral, or is filed as a fixture filing.

14. Description of real estate:

See Exhibit A attached hereto for legal description.

16. Additional collateral description:

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

17. Check only if applicable and check only one box.

Debtor is a Trust or Trustee acting with respect to property held in trust or Decedent's Estate

18. Check only if applicable and check only one box.

- Debtor is a TRANSMITTING UTILITY
- Filed in connection with a Manufactured-Home Transaction — effective 30 years
- Filed in connection with a Public-Finance Transaction — effective 30 years

FILED FOR DEBTOR
LAKE COUNTY
2005 JUN 18 PM 2:37
MICHAEL A. BROWN

SCHEDULE A
TO UCC-1 FINANCING STATEMENT

SAFETY-KLEEN OIL RECOVERY CO.
as Debtor (the "Debtor")

and

DEUTSCHE BANK TRUST COMPANY AMERICAS, AS COLLATERAL AGENT
as Secured Party (the "Secured Party")

This Financing Statement covers the following types of collateral in which a security interest was granted to the Secured Party by the Debtor pursuant to that certain Second-Lien Fee and Leasehold Mortgage, Security Agreement, Assignment of Leases, Rents and Profits, Financing Statement and Fixture Filing, dated as of April 7, 2005, as the same may be amended, supplemented and/or modified from time to time (the "Mortgage") made by the Debtor, as mortgagor, to Deutsche Bank Trust Company, as mortgagee:

All capitalized terms used but not otherwise defined herein shall have the same meanings ascribed to such terms in the Mortgage:

All of the Debtor's estate, right, title and interest, whether now owned or hereafter acquired, whether as lessor or lessee and whether vested or contingent, in and to all of the following (collectively the "Collateral"):

A. The land described in Exhibit A hereto, together with all rights, privileges, franchises and powers related thereto which are appurtenant to said land or its ownership, including all minerals, oil and gas and other hydrocarbon substances thereon or therein; waters, water courses, water stock, water rights (whether riparian, appropriative, or otherwise, and whether or not appurtenant), sewer rights, shrubs, crops, trees, timber and other emblements now or hereafter on, under or above the same or any part or parcel thereof (the "Land");

B. All buildings, structures, tenant improvements and other improvements of every kind and description now or hereafter located in or on the Land and all component or integral parts thereof, including, but not limited to, all structures, improvements, rail spurs, dams, reservoirs, water, sanitary and storm sewers, drainage, electricity, steam, gas, telephone and other utility facilities, parking areas, roads, driveways, walks and other site improvements of every kind and description now or hereafter erected or placed on the Land, together with all additions thereto and all renewals, alterations, substitutions and replacements thereof (collectively, the "Improvements");

C. All fixtures, attachments and such other tangible personal property, now or hereafter attached to said Improvements, including, but not limited to, draperies, furnaces, boilers, oil burners, piping, plumbing, refrigeration, air conditioning, lighting, ventilation, disposal and sprinkler systems, elevators, motors, dynamos and all other fittings and fixtures of every kind affixed to the Improvements located on the Land, together with all additions thereto and all renewals, alterations, substitutions and replacements thereof (hereinafter sometimes collectively referred to as the "Fixtures");

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MICHAEL A. BE
CLERK

D. All surface rights, easements, rights of way, and other rights, titles, interests, privileges, liberties, and tenements appurtenant to the use and enjoyment of, or used in connection with, the Land and/or the Improvements;

E. All streets, roads and public places (whether open or proposed) now or hereafter adjoining or otherwise providing access to the Land, the land lying in the bed of such streets, roads and public places, and all other sidewalks, alleys, ways, passages, vaults, water courses, strips and gores of land now or hereafter adjoining or used or intended to be used in connection with all or any part of the Land and/or the Improvements;

F. Any leases, lease guaranties and in any other agreements relating to the use and occupancy of the Land and/or the Improvements or any portion thereof, including, but not limited to, any use or occupancy arrangements created pursuant to Section 365(h) of Title 11 of the United States Code (the "Bankruptcy Code") or otherwise in connection with the commencement or continuance of any bankruptcy, reorganization, arrangement, insolvency, dissolution, receivership or similar proceedings, or any assignment for the benefit of creditors, in respect of any tenant or occupant of any portion of the Land and/or the Improvements (collectively, "Leases");

G. All revenues, rents, receipts, income, accounts receivable, issues and profits of the Mortgaged Property (collectively, "Rents");

H. All permits, licenses and rights relating to the use, occupation and operation of the Land and/or the Improvements or any business conducted thereon or therein (the "Permits");

I. All real estate tax refunds payable to the Debtor with respect to the Land or the Improvements, and refunds, credits or reimbursements payable with respect to bonds, escrow accounts or other sums payable in connection with the use, development, or ownership of the Land and/or Improvements;

J. All proceeds of insurance in effect with respect to the Land and/or the Improvements, including interest thereon, which the Debtor now has or may hereafter acquire and any and all awards made for the taking by eminent domain, condemnation or by any proceedings, transfer or purchase in lieu or in anticipation of the exercise of said rights, or for a change of grade, or for any other injury to or decrease in the value of, the whole or any part of the Land and/or Improvements;

K. Any zoning rights, air rights and development rights which are or may become vested in the Debtor (including, without limitation, pursuant to zoning lot agreements) (the "Property Rights"); and

L. All proceeds and products of the conversion, voluntary or involuntary, including, but not limited to, those from sale, exchange, transfer, collection, loss, damage, disposition, substitution or replacement, of any of the foregoing, whether into cash, liquidated claims or otherwise.

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2005 000322 Exhibit A
Legal Description

2005 APR 18 PM 12:37

MICHAEL A. BROWN
Recorder

Legal Description: PARCEL I

Part of the Northeast Quarter of Section 20, Township 37 North, Range 9 West of the Second Principal Meridian, Lake County, Indiana, described as follows:

Beginning at the point of intersection of a line parallel to and 100 feet North of the South line with a line parallel to and 1140.1 feet East of the West line of the Northeast Quarter of Section 20 aforesaid; thence North on last described line 621.34 feet; thence North-easterly on a curve tangent to last described line and convex to Northwest with a radius of 576.0 feet a distance of 316.28 feet to its intersection with the Southeasterly line of the 66 foot right-of-way of Indiana Harbor Belt Railroad Company; thence Southwesterly along said right-of-way line 612.4 feet to a point of curve; thence South-westerly on a curve tangent to last mentioned line and convex to the Northwest with a radius of 522.47 feet a distance of 239.15 feet to its intersection with the centerline of vacated Indiana Boulevard; thence Southeasterly along the centerline of said Blvd. 189.73 feet; thence deflecting to the left or East 10 degrees 49 minutes for a distance of 111.25 feet to its intersection with a line parallel to and 100 feet North of the South line of the Northeast Quarter of Section 20 aforesaid; and thence East on last described line 377.36 feet to the point of beginning.

PARCEL II

Part of the Northeast Quarter of Section 20, Township 37 North, Range 9 West of the Second Principal Meridian, Lake County, Indiana, described as follows:

Beginning at the point of intersection of the East line of the 66 foot right-of-way of the Indiana Harbor Belt Railroad Company (said line being parallel to and 616 feet East of the West line of said Northeast Quarter) with a line parallel to and 1465.0 feet South of the North line of said Northeast Quarter (being also parallel to and 30 feet South of the South line of the 75 foot right-of-way of the South Chicago and Southern Railroad Company at this place); thence East on said parallel line 266.31 feet to a point of curve; thence North-easterly on curve tangent to parallel line and convex to Southeast with radius of 1038 feet a distance of 580.59 feet to its intersection with the Northwesterly line of the 66 foot right-of-way of the Indiana Harbor Railroad Company at this point; thence Southwesterly on said Northwesterly right-of-way line 976.81 feet to point of curve; thence continuing along said right-of-way on curve tangent to said last described line and convex to Northwest with a radius of 588.47 feet a distance of 224.58 feet to its intersection with the Easterly line of a 66 foot right-of-way of the Indiana Harbor Belt Railroad at this point; thence Northerly on said Easterly line 84.0 feet to point of tangent in said right-of-way line and thence North on said tangent right-of-way line 645.72 feet to the point of beginning, EXCEPTING THEREFROM the portion lying Southwesterly of the centerline of vacated Indiana Boulevard.

PARCEL III

An irregular shaped parcel of land in the Northeast Quarter of Section 20, Township 37 North, Range 9 West of the Second Principal Meridian, in Lake County, Indiana, more particularly described as follows:

That portion of the 66 foot strip of land conveyed by the Calumet Canal and Improvement Company to E.C. Belt Railroad Company by deed dated June 4, 1901 and recorded October 25, 1901 in the Office of the Recorder of Lake County, Indiana, in Book 92, page 337 as Document No. 31333 lying between the centerline of Indiana Boulevard (vacated) and a line at right angles to the centerline of said 66 foot strip of land 851.02 feet, measured along said centerline, Southwesterly of a straight line (said straight line being the extension Easterly of the centerline of that portion of the public road (Riley Road)) which is parallel to and 1327 feet Southerly of the North line of Section 20.

PARCEL IV

An Irregular shaped parcel of land in the Northeast Quarter of Section 20, Township 37 North, Range 9 West of the Second Principal Meridian, in the City of East Chicago, Lake County, Indiana, more particularly described as follows:

That portion of the 66 foot strip of land conveyed by the Calumet Canal and Improvement Company to E.C. Belt Railroad Company by Deed dated June 4, 1901 and recorded October 25, 1901 in the Office of the Recorder of Lake County, Indiana, in Book 92, page 337, lying North-easterly of the Northeastly line of that part of said 66 foot strip conveyed by Indiana Harbor Belt Railroad Company to Associated Box Corporation by Deed dated June 3, 1948 and recorded June 23, 1948 in Deed Record 813, page 548, and lying Southwesterly of a line at right angles to the centerline of said 66 foot strip of land 368.95 feet, measured along said centerline, Southwesterly of a straight line (said straight line being the extension Easterly of the centerline of that portion of the public road (Riley Road)) which is parallel to and 1327 feet Southerly of the North line of Section 20.

PARCEL V

Part of the Northeast Quarter of Section 20, Township 37 North, Range 9 West of the Second Principal Meridian, in the City of East Chicago, Lake County, Indiana, more particularly described as follows:

Beginning at the point of intersection of a line that is 596 feet East of and parallel to the West line of the Northeast Quarter of Section 20 and the South line of Riley Road; thence South on the line previously described as being 596 feet East of and parallel to the West line of the Northeast Quarter of Section 20, a distance of 722.01 feet; thence Southwesterly a distance of 67.34 feet to a point on a line 550 feet East of and parallel to the West line of the Northeast Quarter of said Section 20, said point being 772.01 feet South of the South line of Riley Road, thence South on the line previously described as being 550 feet East of and parallel to the West line of Northeast Quarter of said Section 20, a distance of 407.74 feet to a point on a line which is 100 feet North of and parallel to the South line of the Northeast Quarter of said Section 20, said line being the North line of the 200 foot waterway deeded to the U.S.A.; thence East on said North line of said waterway a distance of 212.66 feet to the center line of Indiana Boulevard, now vacated; thence Northwesterly on said centerline, which makes an interior angle of 62 degrees 58 minutes 30 seconds with the last described line, a distance of 111.25 feet; thence Northerly on said center line which deflects 10 degrees 49 minutes to the right, a distance of 372.88 feet to a point on a line which is 616 feet East of and parallel to the West line of the Northeast Quarter of said Section 20; thence North on the line previously described as being 616 feet East of and parallel to the West line of the Northeast Quarter of said Section 20, a distance of 722.01 feet to the South line of Riley Road; thence West on said South line of Riley Road to a distance of 20.0 feet to the place of beginning.

PARCEL VI

Rights to use property for parking as set out in Lease Agreement, dated June 10, 1991 and attached to Affidavit of Lease, dated February 20, 2004 and recorded March 30, 2004 as Instrument No. 2004-025908 over the following described real estate:

All that certain piece or parcel of land, 75 feet wide situated in the City of East Chicago, in the County of Lake and State of Indiana, and being part of the Northeast Quarter of Section 20, Township 37 North, Range 9 West of the Second Principal Meridian, bounded and described as follows:

WILLIAM V. BROWN

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Beginning at a point where an Easterly line of land now or formerly of the Northern Indiana Public Service Company meets the Southerly line of Riley Road, 66 feet wide and at the distance of 616.02 feet measured South 88 degrees 59 minutes East along the said Southerly line of Riley Road from the point of meeting with the middle line of Indianapolis Boulevard, 90 feet wide, which is coincident with the line dividing the Northeast Quarter from the Northwest Quarter both of Section 20, the said last mentioned point being at the distance of 1360 feet measured Southwardly along the said middle line of Indianapolis Boulevard, which is coincident with the said line dividing the Northeast Quarter from the Northwest Quarter both of Section 20, from a point at the Northwest corner of the Northeast Quarter of Section 20, extending from the said beginning point the following 6 courses and distances: The first 2 thereof being along the said Southerly line of Riley Road: (1) South 88 degrees 59 minutes East 267.24 feet to a point; (2) Eastwardly, having the said last described course as a tangent on a curve to the left having a radius of 933 feet, the chord of said curve having a bearing of North 72 degrees 13 minutes 32 seconds East for a length of 601.08 feet, an arc length of 611.19 feet to a point; (3) Departing from the said Southerly line of Riley Road South 36 degrees 33 minutes 57 seconds East by land of the South Chicago and Southern Railroad Company 75 feet to a point in a Northerly line of land of the Indiana Harbor Belt Railroad Company; the following 2 courses and distances being along the said Northerly line of the last mentioned land on a line parallel with and distance 75 feet measured Southwardly, radially and at right angles from the Southerly line of Riley Road; (4) Westwardly on a curve to the right having a radius of 1008 feet, the chord of said curve having a bearing of South 72 degrees 13 minutes 32 seconds West for a length of 649.39 feet, an arc length of 661.18 feet, to a point; (5) North 88 degrees 59 minutes West, tangential to the said last described curve, 265.91 feet to a point at a corner of the said last mentioned land and in the Easterly line of the said land now or formerly of the Northern Indiana Public Service Company; and thence (6) due North along the said Easterly line of the last mentioned land, 75 feet to the Place of Beginning, except the portion conveyed to Amoco Oil Company in Trustee's Deed recorded March 28, 1984 as Document No. 750633.

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WICHAMER & THOMAS
RECORDERS

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