

After recording mail original to:

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STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD

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MICHAEL J. TOWN
RECORDER

TERMINATION OF INTERCREDITOR AGREEMENT

THE STATE OF INDIANA §
 §
COUNTY OF LAKE §

WHEREAS, the Bank of New York ("BNY"), successor to BNY ASSET SOLUTIONS LLC, as Agent (the "Agent") for the holders of the notes issued under a Term Note Agreement (the "Term Note Agreement") dated December 24, 2003 by and among SAFETY KLEEN SYSTEMS, INC., a Wisconsin corporation ("Safety-Kleen"), SAFETY-KLEEN OIL RECOVERY COMPANY, a Delaware corporation ("SK Oil Recovery"), the Agent and the other parties thereto, and WELLS FARGO FOOTHILL, INC., a California corporation ("Wells Fargo"), as Administrative Agent for the lenders under that certain Loan and Security Agreement (the "Wells Fargo Agreement") dated December 24, 2003, among SK Holding Company, Inc., certain of its subsidiaries, Wells Fargo, as Administrative Agent and the other parties thereto, Goldman Sachs Credit Partners LP, Silver Point Finance, LLC and others are parties to that certain Intercreditor Agreement (the "Intercreditor Agreement"); and

WHEREAS, on or about April 7, 2005, Safety-Kleen, certain subsidiaries and affiliates of Safety-Kleen, and DEUSTCHE BANK TRUST COMPANY AMERICAS, ("Deutsche Bank") entered into that certain Credit Agreement (the "DB Agreement") a portion of the proceeds of which were used by Safety-Kleen and its affiliates to refinance the obligations owed by Safety Kleen, and its affiliates, under the Wells Fargo Agreement and described in the Intercreditor Agreement; and

WHEREAS, contemporaneously with the execution of the DB Agreement, BNY, as Agent, Safety-Kleen, SK Oil Recovery, and Deutsche Bank executed that certain Confirmation of Intercreditor Agreement (the "Confirmation") recorded on April 18, 2005 as Instrument No. 2005-030478 in the Official Records of Lake County, Indiana; and

WHEREAS, contemporaneous with the execution of this Termination of Intercreditor Agreement, Safety-Kleen and JPMorgan Chase Bank, National Association (as Administrative Agent), among others, have entered into a Credit Agreement to, in part, refinance the obligations of Safety-Kleen and its affiliates under the DB Agreement and the Term Note Agreement;

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NOW, THEREFORE, for good and valuable consideration, including the satisfaction of all indebtedness referred to in the Term Note Agreement, the DB Agreement, and the Intercreditor Agreement as affected by the Confirmation, the remaining parties under the Intercreditor Agreement, as affected by the Confirmation, hereby TERMINATE, without recourse and without representation or warranty of any kind (either express or implied) the Intercreditor Agreement as affected by the Confirmation.

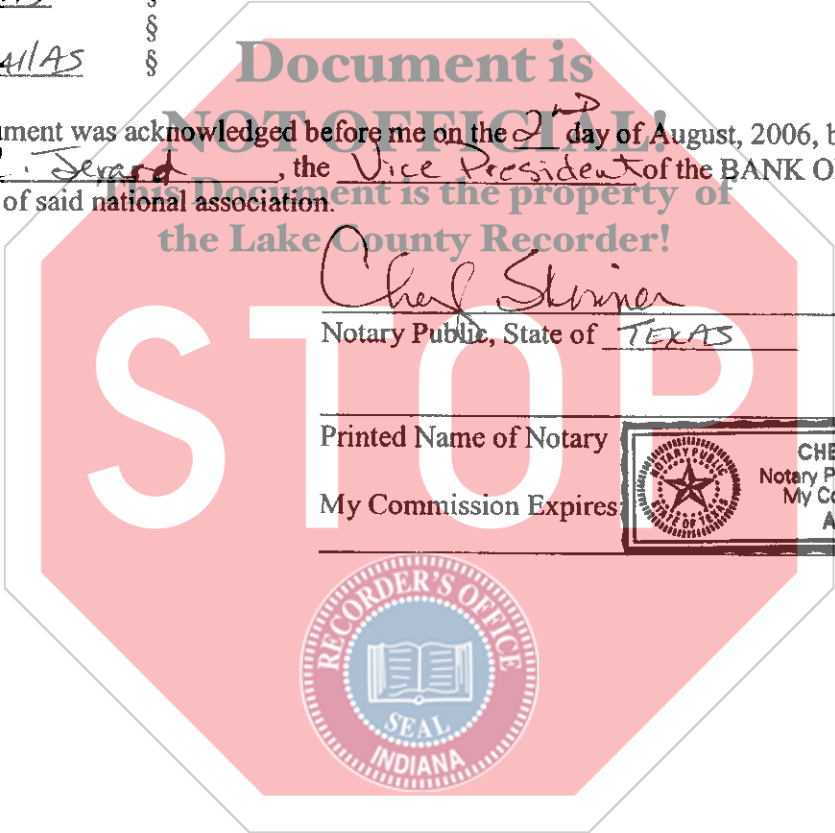
EXECUTED as of this 2nd day of August, 2006.

THE BANK OF NEW YORK,
as successor to BNY ASSET SOLUTIONS LLC
as agent

By: *Stephen C. Jerard*
Name: Stephen C. Jerard
Its: Vice President

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

This instrument was acknowledged before me on the 2nd day of August, 2006, by Stephen C. Jerard, the Vice President of the BANK OF NEW YORK, on behalf of said national association.



SAFETY-KLEEN SYSTEMS, INC.,
a Wisconsin corporation

By: [Signature]
Name: Mark Phanss
Its: Vice-President

STATE OF Texas §
 §
COUNTY OF Dallas §

This instrument was acknowledged before me on the 2nd day of August, 2006, by Mark Phanss, the Vice President of the SAFETY-KLEEN SYSTEMS, INC., a Wisconsin corporation, on behalf of said corporation.

Lisa Laqua
Notary Public, State of TEXAS
LISA LAQUA
Printed Name of Notary

