After recording mail original to:

Christopher Norris Carrington Coleman Sloman & Blumenthal, LLP 901 Main Street, Suite 5500 Dallas, Texas 75202

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STATE OF INDIANA LAKE COUNTY FILED FOR RECORD

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MICHAEL FOWN RECURDER

## TERMINATION OF INTERCREDITOR AGREEMENT

THE STATE OF INDIANA

COUNTY OF LAKE

§ Ş

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 QIL 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 Deustche 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;

Termination of Intercreditor Agreement - Lake County, Indiana (0-50)

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 2 day of August, 2006.

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

Name: Stephen C. Jerard
Its: Vice President

STATE OF TEXAS §
COUNTY OF DAILAS §

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the Lake

This instrument was acknowledged before me on the day of August, 2006, by

The Company of the BANK OF NEW

YORK, on behalf of said national association.

My Commission Expires

Printed Name of Notary

CHERYL SKINNER

Notary Public, State of Texas

My Commission Expires

April 15, 2009

	SAFETY-KLEEN SYSTEMS, INC.,
	a Wisconsin corporation
	By: / Ruh Ma-
	Name: Mark' Phanss
	Its: Vice-President
CTATE OF TOUS	
STATE OF <u>Texas</u> § COUNTY OF <u>Pallas</u> §	
COUNTY OF Pallas 8	
	<i>t</i> .
This instrument was acknowledged	before me on the Way of August, 2006, by he Vice President of the SAFETY-KLEEN
Mark Phaness t	he Vice President of the SAFETY-KLEEN
SYSTEMS, INC., a Wisconsin corporation	on behalf of said corporation.
	}
	VisaVagua
-	Notary Public, State of TEXAS
LISA LAQUA	115A-1AO1A-
My Commission Expires March 18, 2010	Rivelly Silver
WGC1119, 2010	Printed Name of Notary
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NUI	My Commission Expires:
This Docum	nent is the property of
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	a Delaware corporation	
	By: Mark Than	
	Name: Mark Phanes	
	Its: Vice-Pragident	
STATE OF Texas \$  COUNTY OF Dalles \$		
This instrument was acknowledged before me on the day of August, 2006, by  Mark Prays , the New President of the SAFETY-KLEEN  OIL RECOVERY COMPANY, a Delaware corporation, on behalf of said corporation.		
	Vika Tagua	
<b>****</b>	Notary Public, State of TEXAS	
USA LAQUA	LISA LAQUA	
My Commission Expires March 18, 2010	Printed Name of Notary	
	My Commission Expires:	
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"I affir that I !	m, under the penalties for perjury, have taken reasonable care to	
this do	cach Social Security number in cument, unless required by law."  Stopher Morri	

SAFETY-KLEEN OIL RECOVERY COMPANY,

	DEUSTCHE BANK TRUST C	OMPANY		
	By: MAYAX AUG	TON TON		
	Name: Amayra Laucell Its: Vice President			
	vice President	,		
STATE OF <u>New York</u> § COUNTY OF <u>New York</u> §				
This instrument was acknowledged before me on the L day of August, 2006, by  Marquer te Sutton and Omayra Laucella, the  Director and Vice President, respectfully, of the DEUSTCHE BANK				
TRUST COMPANY AMERICAS, on beha	lf of said #NTITY	•		
Peter W. Helf Notary Public, State of New York No. 01HE6030586 Qualified in Suffolk County Certificate Filed in New York County Commission Expires Sept. 13, 2009	Notary Public, State of  Peter W. He	New York		
This Docum	<b>★ ★</b> ✓	f		
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