

New York State Department of Environmental Conservation
Division of Environmental Enforcement
Bureau of Enforcement and Compliance Assurance, 14th Floor
625 Broadway, Albany, New York 12233-5500
Phone: (518) 402-9507 • **FAX:** (518) 402-9019
Website: www.dec.state.ny.us



UPS Overnight Delivery

June 19, 2003

Virgil Duffie, Esq.
Attn: Legal Department
Safety Kleen Systems, Inc.
5400 Legacy Drive
Cluster II, Building 3
Plano, TX 75024

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JUN 20 2003

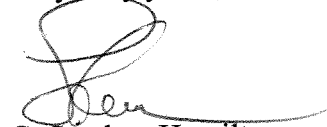
Re: Safety Kleen Systems, Inc.
RCRA Case # CO1-20020715-293

Dear Chip:

Enclosed is one original of the fully executed Order in the above-referenced matter.

Thank you for your cooperation.

Very truly yours,



G. Stephen Hamilton
Hazardous Waste Compliance Counsel

Enclosure

STATE OF NEW YORK: DEPARTMENT OF ENVIRONMENTAL CONSERVATION

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In the Matter of the Alleged Violations of the
Environmental Conservation Law ("ECL") of the State of
New York, and Title 6 of the Official Compilation of the
Codes, Rules and Regulations of the State of New York
("6 NYCRR") by:

Safety Kleen Systems, Inc.

CONSENT ORDER

Respondent.

Case No.: CO 1-20020715-293

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WHEREAS:

1. The New York State Department of Environmental Conservation (the "Department") is responsible for enforcement of Article 27, Title 9 of the Environmental Conservation Law ("ECL") and the hazardous waste rules and regulations promulgated thereunder in 6 NYCRR Part 370 et seq. This Order is issued pursuant to the Department's enforcement authority under ECL Article 71.
2. Safety Kleen Systems, Inc. (hereinafter "Respondent") owns and operates a facility located at 60 Seabro Avenue, North Amityville, NY 11701 that is subject to Article 27 of the ECL and the regulations promulgated thereunder known as the Safety Kleen Amityville facility (hereinafter "Amityville").
3. Respondent owned and operated a facility located at 4255 Research Parkway, Clarence, NY 14031 that is subject to Article 27 of the ECL and the regulations promulgated thereunder known as the Safety Kleen BDT facility (hereinafter "BDT").

4. Respondent operates a facility located at 68 Harrison Avenue, Congers, New York.
5. Respondent operates a facility located at 209 Factory Avenue, Mattydale, New York.
6. Respondent conducts and has conducted operations at the foregoing facilities which generate, handle, treat, store and/or dispose of hazardous waste. These facilities are subject to ECL Article 27, Title 9 and the 6 NYCRR Part 370-375 series of regulations promulgated pursuant thereto, and are subject to ECL Article 17 and the 6 NYCRR Part 703 series of regulations promulgated pursuant thereto.
7. On June 9, 2000, Respondent and its domestic affiliates and related entities filed a voluntary petition for relief under Chapter 11, Title 11 of the United States Code, 11 USC § 101, et seq., in the United States Bankruptcy Court for the District of Delaware. Since the petition filing date, Respondent and its domestic affiliates and related entities have continued to manage and operate their businesses, including the facilities covered herein, as debtor's-in-possession pursuant to 11 USC § 1107 and § 1108.
8. On December 6, 2000, the Department filed two Proofs of Claim, Numbers 16296 and 16297, against Safety Kleen Corporation. Claim Number 16296 has been resolved. Claim Number 16297 relates to certain violations set forth herein regarding financial assurance.
9. On November 7, 2002, the Department and the New York State Attorney General issued a Notice of Violations to Respondent setting forth certain violations of the State's statutory and regulatory requirements that occurred at Amityville.
10. 6 NYCRR Subpart 373-2.8 sets forth the regulatory requirements for owners and operators to maintain financial assurance for closure and post closure care of hazardous waste management units.

11. On March 5, 2002, the Department approved Respondent's Indian Harbor Policy of Insurance as replacement financial assurance for Respondent's New York facilities, including those facilities holding Frontier bonds and those facilities not having financial assurance at all.

12. The Department and Respondent agree that the goals of this Order are for Respondent:

- i) to implement a Department approved RCRA Facility Investigation and a Corrective Measures Study at Amityville;
- (ii) to implement a RCRA Corrective Action Program which shall include implementation of a Department approved Corrective Measures Implementation Plan and development and implementation of a post-remedial operation and maintenance plan at Amityville;
- (iii) to assure that appropriate financial assurance in relation to Amityville is in place;
- (iv) to provide for enhanced environmental management services at Amityville;
- (v) to resolve the outstanding challenge to the proposed provisions contained in the Part 373 Permit renewal for Amityville;
- (vi) to assure that appropriate financial assurance for the Congers and Mattydale facilities is maintained; and
- (vii) to resolve Respondent's liability for the outstanding violations alleged herein.

AMITYVILLE FACILITY

A. State Groundwater Violations

13. 6 NYCRR Part 703 Violations: Analytical data from groundwater monitoring wells at the facility have shown the presence of contamination in the groundwater underlying the facility, which is a sole source aquifer, in excess of regulatory standards. As set forth above, on November 7, 2002, the Department and the Attorney General notified the facility of these violations of State groundwater standards. Respondent has submitted quarterly groundwater monitoring results to the Department in accordance with its groundwater monitoring program.

B. Spill/Release and Operational Violations

14. Respondent has had numerous spills and releases of hazardous substances in the operation of its facility as documented in the Department's November 7, 2002 Notice of Violation. These spills and releases are set forth in Exhibit A, attached hereto.

15. In addition, Respondent has failed to keep tank alarms and other necessary operational and security measures at the facility in working order contrary to express terms of the Permit, resulting in certain spills and releases, including those on September 17, 2002, July 25, 2002, May 7, 2002; July 12, 2001; March 20 and 21, 2001; April 3, 2001; November 16, 2001; and August 15, 2000.

16. Respondent has failed to properly train personnel in the proper handling of hazardous materials that resulted in certain spills and release, including those on May 29, 2001; January 26, 2001; July 2, 2001; and February 16, 2001.

17. Respondent's spill reports to the Department failed to provide necessary details, including the cause of the spill and the reason why the Respondent concludes that it presented no

actual or potential hazard to human health and the environment. The lack of adequate information related to spills and releases necessitates additional regulatory followup.

18. Respondent has revised its Spill Report Form, attached hereto as Exhibit B, to address the Department's concerns and hereby agrees to submit such reports to include all data and information available related to the cause of the spill and why it does or does not present actual or potential hazards to human health and environment.

C. RCRA Violations

19. The Department inspected the Amityville facility on September 17, 2002, March 21, 2002 (continued on April 4, 2002), November 5, 2001, March 28, 2000, and September 29, 1999 pursuant to its authority under the State and federal Resource Conservation Recovery Act, ECL Article 27, Title 9 and 42 USC § 6901 et seq.

September 17, 2002 Inspection

20. Permit Module II(C), Attachment 1, Appendix A (III)(B) - Respondent has failed to conduct and document annual waste analysis of all incoming wastes. The facility must perform both an initial detailed analysis (upon receipt of waste) and an annual detailed analysis for non-closed loop waste for each generator.

March 21 and April 4, 2002 Inspection

21. 6 NYCRR § 372.2(a)(8)(i)(a)(2) - Respondent failed to label a 16-gallon container of wet dumpster waste with the words "Hazardous Waste" and other specific words identifying the contents therein.

22. 6 NYCRR § 373-3.29(j)(2) - Respondent failed to implement its written plan and schedule of inspections and to document maintenance of air emission control equipment.

23. Permit Module II, Condition I(4), Attachment VII - Respondent failed to maintain sufficient aisle space (at least two feet) in the storage area for the dry cleaner waste (CSA #01).

24. Permit Module II, Condition E, Attachment II, Item 3.2(c) - Respondent's inspection log for March 21, 2002 of CSA #01 indicates that aisle space is acceptable despite it being less than the required minimum of two feet.

25. Permit Module II, Condition I, Attachment VII - Respondent stacked 16-gallon storage containers four high. This Permit condition permits the facility to stack containers only two high.

26. Permit Module VI, Condition C(1), Attachment VIII - Respondent's secondary containment system required repair and/or upgrade. Respondent agrees to undertake remedial efforts to clean and repair the secondary containment system at the facility.

27. Permit Module II, Condition A - Respondent failed to minimize the possibility of a release by temporarily storing palletized containers of mineral spirits on the ground, outside of the permitted storage area.

28. Module II, Condition L (1), §373-2.5(c)(2)(xvi) - Respondent failed to make available to the inspector copies of LDR notices for waste generated on-site.

29. Module II, Condition L, Attachment I, Appendix A, Item III - Customer audit forms do not contain all of the required information. Respondent agrees to complete all information required on the customer audit form and to otherwise assure the accuracy of the customer's waste analysis.

March 28, 2000 Inspection

30. Module V/Attachment I and VII / §373-2.9(f)(1)(i) - The base of the secondary containment for container storage was not sufficiently impervious due to worn off coating. Respondent has since replaced the coating on this secondary containment area.

31. 6 NYCRR §373-2.29(e)(2)(i) - Respondent failed to comply with RCRA Air Emission requirements for two wet dumpsters that fit the definition of tanks and now require Level 1 air emission control equipment.

September 29, 1999 Inspection

32. Permit Module V - Respondent stored more than fifty (50) drums of waste solvent on the pavement outside of a permitted storage area and without secondary containment.

33. 6 NYCRR 373-2.9(h)(1) - Respondent mixed incompatible wastes (sulfuric acid and mineral spirits) which resulted in an exothermic reaction.

D. ECL Article 27: Financial Assurance Requirements

34. From June 2000 to December 2000, Respondent failed to procure and maintain approved financial assurance for Amityville for the purpose of funding closure, as well as post closure and corrective action measures.

E. Air Pollution Controls

35. Uncontrolled Air Emissions: Respondent must equip all fill and return operation areas with air pollution emission controls pursuant to the requirements in the facility's renewed Part 373 Permit.

BDT FACILITY VIOLATIONS

36. On August 14, 2002, lithium manganese oxide batteries stored at the facility caught fire, resulting in the destruction of the BDT facility in Clarence, NY. As a result, the Respondent had the following permit and regulatory violations:

- a.) Module II, Conditions A and G - Respondent improperly managed ignitable or reactive wastes and did not take sufficient precautions to prevent the accidental

ignition or reaction of such wastes as required by 6 NYCRR 373-2.2(i) and as described in Attachment E of the facility's Part 373 Permit.

- b.) Module II, Condition 1(1) - The facility did not have the proper fire control equipment to extinguish the fire in the drum of lithium manganese oxide batteries and appropriate personnel were not present to control and extinguish the fire and take such other necessary actions to avoid the release of hazardous substances to the environment.
- c.) Module V, Condition F - Respondent failed to properly manage the container of batteries as required by 6 NYCRR 373-2.9(d), leaving the container of lithium manganese oxide batteries open and unattended.

37. 6 NYCRR Subpart 373-2.8 - Respondent maintained non-compliant financial assurance for its BDT facility issued by Frontier Insurance Company.

CONGERS and MATTYDALE FINANCIAL ASSURANCE VIOLATIONS

38. 6 NYCRR § 373-2.8 - Respondent failed to maintain financial assurance for its hazardous waste management facilities located in Congers and Mattydale, New York.

39. Pursuant to ECL §71-2727(3), the Commissioner of the Department is authorized and empowered to issue Orders "requiring corrective action, including corrective action beyond the facility boundary where necessary to protect human health and the environment, for all releases of hazardous waste or constituents from, any solid waste management unit at any treatment, storage or disposal facility which is either permitted or seeking a permit under title 7 or 9 of article 27..."

40. Respondent hereby withdraws its request for an administrative hearing on the issue of an Environmental Monitor Position in the permit; waives its right to a hearing or to otherwise contest the

Department's allegations or the issuance of the Part 373 Permit issued hereunder; consents to the issuance of this Order; and agrees to be bound by its terms.

41. Respondent and the Department agree that nothing in this Order constitutes an admission of any liability by Respondent to the Department, or any other person or entity. Respondent and the Department acknowledge that they have engaged in good faith arms-length negotiations in an effort to amicably resolve all outstanding issues of noncompliance alleged herein.

NOW, THEREFORE, HAVING CONSIDERED THIS MATTER AND BEING DULY ADVISED, IT IS HEREBY AGREED BY THE PARTIES AND ORDERED BY THE COMMISSIONER THAT:

I. Respondent shall come into compliance with all permit and regulatory requirements within thirty (30) days after the Effective Date of this Order, except as otherwise noted herein.

II. A. Respondent is hereby assessed a penalty in the amount of \$250,000, allocated to the above referenced alleged violations as follows:

- \$150,000 for the post-petition violations associated with the BDT facility;
- \$75,000 for the alleged post-petition violations at Amityville;
- \$25,000 for Respondent's post-petition failure to procure Department approved Financial Assurance at the Congers and Mattydale facilities.

B. The penalty identified above totaling \$250,000 shall be payable to the Department no later than thirty (30) days after the Effective Date of this Order. All payments shall be paid by check payable to the Department of Environmental Conservation and shall be sent to the attention of G. Stephen Hamilton, Esq., New York State Department of Environmental Conservation, Division of Environmental Enforcement, 625 Broadway, Albany, New York 12233-5500.

C. An additional penalty of \$10,000 is hereby assessed for the Air Pollution violations at Amityville which shall be suspended provided that within ninety (90) days of the Effective Date of this Order, Respondent equips return and the fill operations at Amityville with air pollution emission controls pursuant to the requirements in the facility's renewed Part 373 Permit.

D. Upon the Effective Date of this Order, Proof of Claim Number 16297 filed by the Department shall be deemed withdrawn with prejudice.

III. FINANCIAL ASSURANCE

A. Within thirty (30) calendar days following the Department's permit modification and the selection of the corrective action remedy for Amityville, Respondent shall provide to the Department the required financial assurance using one of the methods set forth in 6 NYCRR Part 373-2.8(f). While this Order remains in effect, the cost estimate will be subject to adjustment for inflation as provided for in 6 NYCRR Part 373-2.8(e)

B. If Respondent fails to perform the corrective action obligations pursuant to the requirements of the renewed Amityville Part 373 Permit, applicable law, and this Order, the Department may contract to have such corrective action performed and obtain reimbursement from the established financial assurance.

IV. CORRECTIVE ACTION - AMITYVILLE

A. Respondent shall comply with Module II - Corrective Action Requirements for Solid Waste Management Units and Areas of Concern contained in the renewed Amityville Part 373 Permit, and shall complete a RCRA Facility Investigation (RFI) with respect to area GT-1 of the facility.

B. 1. Upon completion of its obligations under the Corrective Action module of the Amityville Part 373 Permit, applicable law and this Order with respect to implementation of corrective

action measures, other than long term groundwater monitoring and maintenance obligations, Respondent shall submit to the Department a written report detailing the remedial activity undertaken to date ("Report") and requesting that the Corrective Action module of the Part 373 Permit be modified to reflect the current status of corrective action.

2. Within 90 days of receipt, the Department shall review such Report and the Director, Division of Solid and Hazardous Waste ("Director") shall issue a letter accepting or rejecting the Report.

(i.) If the Department accepts the Report, the Director shall provide written acknowledgment to Respondent of the extent to which the Report satisfies corrective action obligations and the Department shall modify the Corrective Action module of the Part 373 Permit consistent with the Director's acceptance. The degree to which the Part 373 Permit is modified shall be determined by the Department and shall reflect the actual scope of work performed by Respondent. Any remaining obligations, as mandated by the Federal RCRA program and as presently required by the Part 373 Permit, shall remain in the Part 373 Permit.

(ii.) If the Department rejects the Report, the Director shall provide, in writing, a detailed summary of the deficiencies which Respondent must remedy. Within 30 days of receipt of such summary, Respondent shall submit a revised Report for review by the Department, responding to the Department's comments. If Respondent and the Department are not able to agree on the Report, Respondent may either accept the Department's decision or seek a permit hearing pursuant to 6 NYCRR 624.1(a)(2) to address the request for a permit modification. The Department agrees that its determination under this Order will

be consistent with any finding of fact or law determined or approved by the Commissioner in the permit hearing referenced in the preceding sentence.

V. ENVIRONMENTAL HEALTH, SAFETY & COMPLIANCE MANAGER POSITION

A. Within thirty (30) days of the Effective Date of this Order, Respondent will develop and submit to the Department for approval, a detailed job description for retention of an environmental professional, to be known as an Environmental Health Safety & Compliance Manager (“EHSC Manager”), to be employed at Amityville for the purpose of: 1) assuring compliance and 2) communicating directly to the Department with respect to compliance issues. Respondent shall fill the position with a qualified applicant whose qualifications and experience meet the job description as soon as reasonably possible, but for a period not to exceed ninety (90) days following the Department’s approval of the EHSC Manager job description,

B. The EHSC Manager will primarily be responsible for : i) monitoring the activities of the facility for compliance with the permit and regulatory requirements; ii) ensuring that the facility is operated in a manner to minimize the possibility of a fire, release or explosion; and iii) documenting management with respect to environmental compliance. The EHSC Manager will have the corporate authority to suspend the operation of the facility if he/she finds that the continued operation of the facility could threaten human health or the environment.

C. The Department shall have the right to seek information in writing pertaining to environmental compliance activities directly from the EHSC Manager. If the Department requests information in writing, the EHSC Manager shall respond in writing within ten (10) days of receipt of the request. Both Respondent and the Department desire to enhance communication between Amityville and

the Department and to ensure both the accuracy and completeness of such communication. Nothing contained herein shall preclude the Department from communicating directly with the EHSC Manager.

D. The EHSC Manager shall report to the Department all instances of noncompliance with the Part 373 Permit and any material violations (including releases of hazardous and non hazardous wastes and substances, groundwater contamination in excess of regulatory standards, fire or explosions) within five (5) days of becoming aware of such an event, unless required to notify the Department sooner pursuant to any permit or regulatory requirements. The EHSC Manager shall also summarize all such instances of noncompliance in a report to the Department for each calendar quarter (i.e., January through March and each subsequent quarter) by no later than 30 days after the end of the quarter. At a minimum, the reports shall contain information concerning any permit violations (e.g., inspection, training, waste analysis plan, plant security, compliance with USDOT requirements for transfer wastes, segregation of wastes, tank level controls, secondary containment, etc). Further, if the EHSC Manager becomes aware that relevant facts are not submitted in any permit application or incorrect information is provided, he/she should promptly report it to the Regional Permit Administrator.

E. Respondent shall have the right to apply to the Department to modify or eliminate the requirement to maintain an EHSC Manager position at Amityville and shall include in such application the reasons for the modification or elimination of the EHSC Manager position.

VI. **PART 373 PERMIT FOR AMITYVILLE**

A. The renewal of the Part 373 Permit for Amityville shall be issued by the Department within sixty (60) days of the Effective Date of this Order. The Respondent has reviewed the draft permit issued by the Department and the outstanding permit issues are resolved and hereby incorporated into the renewed Part 373 Permit. The Respondent will be provided the opportunity to comment on the

Department's Responsiveness Summary. Nothing herein shall be deemed to give the Respondent any additional right to challenge a permit condition unless the Department imposes a new condition.

B. The foregoing provisions contained in Paragraph V. of this Order concerning the EHSC Manager at Amityville shall amend and supercede the provisions in the draft permit which refer to the creation of an Environmental Monitor Position.

C. In the case of a discrepancy between any provisions contained in this Order and the provisions of the Amityville Part 373 Permit, the provisions of this Order shall control.

VII. SETTLEMENT, COURT APPROVAL AND RESERVATION OF RIGHTS

A. Upon completion of all obligations created in this Order, and unless otherwise stated herein to the contrary, this Order settles only all claims for civil and administrative penalties concerning the violations described in this Order against Respondent and its successors (including successors in title) and assigns.

B. Respondent shall seek Bankruptcy Court approval of this Order not later than twenty-one (21) days prior to confirmation of the Plan of Reorganization. This Order is expressly subject to and contingent on the Bankruptcy Court's approval of this Order. Upon execution of this Order by the parties, Respondent agrees to submit the Order to the Bankruptcy Court for approval by motion, or as otherwise permitted under the Federal Rules of Bankruptcy Procedure. Respondent shall exercise all reasonable efforts to obtain Bankruptcy Court approval and, upon receipt of such approval, shall provide all parties in interest with the order of approval, forwarding it to the Office of the Attorney General of the State of New York, Attention: Maureen F. Leary, Assistant Attorney General, Environmental Protection Bureau, The Capitol, Albany, New York 12224-0341, and to Stephen Hamilton, Esquire, Division of Environmental Enforcement, New York State Department of Environmental Conservation, 625

Broadway, Albany, New York 12233-5500. The Bankruptcy Court's approval of Respondent's execution of this Order is not intended and shall not be construed as the State's agreement to that Court's exercise of jurisdiction over the matters covered herein arising under the laws of the State of New York.

C. Nothing contained in this Order shall be construed as barring, diminishing, adjudicating or in any way affecting any of the civil, administrative, or criminal rights of the Department, the Commissioner, the Commissioner's designee, or the Attorney General of the State of New York, including, but not limited to, nor exemplified by, the rights to recover natural resources damages and to exercise summary abatement or other regulatory and injunctive powers with respect to any party, including Respondent, or the jurisdiction of the courts of the State of New York.

VIII. ACCESS

For the purpose of monitoring or determining compliance with this Order, employees and agents of the Department shall be provided reasonable access to any facility, site or records owned, operated, controlled or maintained by Respondent, in order to inspect and/or perform such tests as the Department may deem appropriate, to copy such records, or to perform any other lawful duty or responsibility.

IX. FAILURE TO COMPLY, DEFAULT AND VIOLATION OF ORDER

A. Respondent's failure to comply with any provision of this Order shall constitute a default and a failure to perform an obligation under this Order and shall be deemed to be a violation of both this Order and the ECL, and shall constitute sufficient grounds for revocation of any permit, license, certification, or approval issued to Respondent by the Department.

B. Any violation of terms or conditions of this Order shall result in a penalty of ONE THOUSAND DOLLARS (\$1,000.00) per day, per violation.

X. INDEMNIFICATION

Respondent shall indemnify and hold harmless the State of New York, its Agencies, and their representatives and employees for all claims, suits, actions, damages and costs of every name and description arising out of or resulting from the fulfillment or attempted fulfillment of this Order by Respondent and its successors (including successors in title) or assigns.

XI. BINDING EFFECT

Upon the Bankruptcy Court's approval, the provisions of this Order shall inure to the benefit of and be binding upon the Department and Respondent and its successors (including successors in title) and assigns. In the event that the Bankruptcy Court fails or refuses to approve this Order, either party may unilaterally rescind for up to one hundred eighty (180) days, and shall not be bound by the terms and conditions herein. Nothing shall preclude the State of New York from enforcing the laws of the State in any court of competent jurisdiction, including those matters contained herein.

XII. MODIFICATION

No change in this Order shall be made or become effective except as set forth by a written order of the Commissioner or the Commissioner's designee. If Respondent desires that any provision of this Order be changed, Respondent shall make timely written application to the Commissioner, with copies to the parties listed in Paragraph XIII., setting forth the reasons for the requested change. The Commissioner or the Commissioner's designee shall timely respond in writing and approval of Respondent's request shall not unreasonably be withheld.

XIII. COMMUNICATIONS

A. All written communications required by this Order to the Department shall be transmitted by United States Postal Service, by private courier service, or by hand delivery to:

Division of Environmental Enforcement
Attn: Hazardous Waste Compliance Counsel
New York State Department of Environmental Conservation
625 Broadway
Albany, New York 12233-5500

Regional Solid/Hazardous Materials Engineer
New York State Department of Environmental Conservation
State University of New York Campus, Building 40
Stony Brook, New York 11790

Office of the Attorney General of the State of New York
Attn: Maureen F. Leary, Assistant Attorney General
Environmental Protection Bureau
The Capitol
Albany, NY 12224-0341

B. All written communication required by this Order to the Respondent shall be transmitted by United States Postal Service, by private courier service, or by hand delivery to:

Virgil Duffie, Esq.
Attn: Legal Department
Safety Kleen Systems, Inc.
5400 Legacy Drive
Cluster II, Building 3
Plano, TX 75024

XIV. ENTIRE ORDER

The provisions of this Order constitute the complete and entire Order issued to the Respondent concerning resolution of the violations identified in this Order. No term, condition, understanding or agreement purporting to modify or vary any term hereof shall be binding unless made in writing and subscribed by the party to be bound, pursuant to Paragraph XII. of this Order. No informal oral or written advice, guidance, suggestion or comment by the Department regarding any report, proposal, plan,

specification, schedule, comment or statement made or submitted by Respondent shall be construed as relieving Respondent of its obligations to obtain such formal approvals as may be required by this Order.

XV. EFFECTIVE DATE

The Effective Date of this Order is the date that the United States Bankruptcy Judge for the District of Delaware issues an order approving Respondent's entry into this Consent Order. The Department will provide Respondent, and/or the Respondent's counsel, with a fully executed copy of this Order as soon as practicable after the Commissioner or the Commissioner's designee signs it.

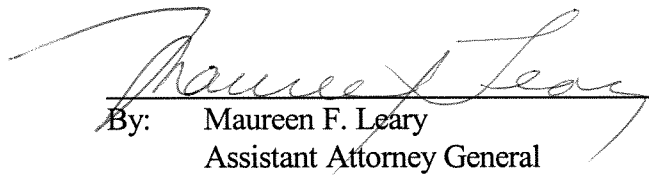
Dated: June 18, 2003
Albany, New York

ERIN M. CROTTY, COMMISSIONER
NEW YORK STATE DEPARTMENT OF
ENVIRONMENTAL CONSERVATION



By: Carl Johnson, Deputy Commissioner

ELIOT SPITZER, ATTORNEY GENERAL
NEW YORK STATE DEPARTMENT OF
LAW



By: Maureen F. Leary
Assistant Attorney General

6/19/03

CONSENT BY RESPONDENT

Respondent hereby consents to the issuing and entering of the foregoing Order, waives its right to a hearing herein as provided by law, and agrees to be bound by the provisions, terms and conditions contained herein.

Safety Kleen Systems, Inc.

By: Virgil Duffie

Title: Sr. Corporate Counsel

Date: June 16, 2003

STATE OF TEXAS)

COUNTY OF Collin)

On this 16 day of June, in the year 2003, Virgil Duffie personally appeared before me, the undersigned, and is personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity as counsel to Safety Kleen Systems, Inc., and that by his signature on the instrument, the individual, or the corporation upon behalf of which the individual acted, executed the instrument and that he is authorized by such corporation to execute this instrument.

Melissa Goens

Notary Public

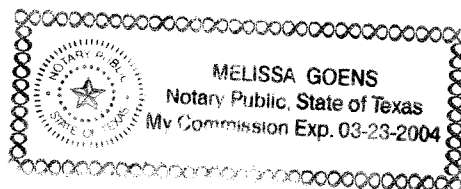


EXHIBIT A

AMITYVILLE SPILL/RELEASE RECORDS

<u>Date</u>	<u>Amount Reported</u>	<u>Hazardous Substance</u>	<u>Spill No.</u>
September 17, 2002	300 gallons	105 Solvent/Mineral Spirits	0206248
September 17, 2002	4 gallons	Solvents	0206263
August 27, 2002	5 gallons	Waste Paint and Related Material	0205554
July 25, 2002	2 gallons	N.O.S. Petroleum Waste - Naptha	0204316
May 7, 2002	10 gallons	Mineral Spirits	
May 7, 2002	30 gallons	Flammable Petroleum Distillates and Tetrachloroethylene	
May 7, 2002	30 gallons	Press Wash Chemicals	0201399
May 7, 2002	10 gallons	Mineral Spirits	0201384
December 20, 2001	1 gallon	Fuel Oil	0109295
November 16, 2001	3 gallons	Unidentified Hazardous Solvents	0108318
September 4, 2001	20 gallons	Waste Oil	0105936
July 26, 2001	10 gallons	Waste Oil ¹	0104471
July 12, 2001	2 gallons	Hazardous Solvents; Used parts washer solvent (combustible)	0103906
July 2, 2001	17 gallons	N.O.S. Petroleum Naptha; Solvents	0103557
June 25, 2001	7 gallons	Combustible Liquid N.O.S. Aliphatic Hydrocarbons	0102251

¹Spill at Legend Autorama

<u><i>Date</i></u>	<u><i>Amount Reported</i></u>	<u><i>Hazardous Substance</i></u>	<u><i>Spill No.</i></u>
May 29, 2001	30 gallons	Corrosive Liquid, Potassium Hydroxide	0102251 (Dup Spill #)
April 9, 2001	4 gallons	Combustible Petroleum Waste - Naptha 105 Mineral Spirits	0100321
April 3, 2001	1 gallon	Cleaning Chemicals/Products Monoethanolamine 8	0100071
March 21, 2001	7 gallons	Combustible NOS Petroleum Naptha Mineral Spirits	0013316
March 20, 2001	20 gallons	Combustible NOS Petroleum Naptha Mineral Spirits	0013270
February 16, 2001	9 gallons	Combustible NOS Petroleum Naptha	0012349
February 7, 2001	9 gallons	Combustible NOS Petroleum Naptha	0011996
January 26, 2001	1 gallon	Tetrachloroethylene other Petroleum Waste	0011598
January 12, 2001	5 gallons	Waste Oil	0011126
December 28, 2000	5 gallons	"Photofixer"	0010784
December 21, 2000	12 gallons	Cleaning Solvents/Products	0010649
November 22, 2000	9 gallons	Waste Oil ²	009635
October 24, 2000	70 gallons	Halon	0008637

²Spill at Glen Marine, Huntington

<u>Date</u>	<u>Amount Reported</u>	<u>Hazardous Substance</u>	<u>Spill No.</u>
September 19, 2000	20 gallons	Waste Oil ³	0007203
August 28, 2000	10 gallons	Mineral Spirits	0006304
August 15, 2000	100 gallons	Mineral Spirits	0005799
May 12, 2000	3 gallons	Mineral Spirits	0001807
May 27, 2000	15 gallons	Solvent/Paint Thinner	0002440
April 28, 2000	50 gallons	Motor Oil ⁴	0001165
January 7, 2000	50 gallons	Ink	9911756
December 6, 1999	17 gallons	Mineral Spirits ⁵	9910596
November 16, 1999	0 gallons	1) Mineral Spirits and 2) Sulfuric Acid	9910042
July 19, 1999	10 gallons	Photofixer ⁶	990465
February 26, 1999	3 gallons	Photofixer	9814280
January 27, 1999	30 gallons	Petroleum Solvents	9813172
January 4, 1999	20 gallons	Mineral Spirits	9812304

³Spill at Huntington Coach, Huntington

⁴Spill occurred at Hesh Business, Babylon

⁵Exothermal reaction caused release to air.

⁶Spill occurred at Liberty Pittsburg, Plainview

EXHIBIT B
SAFETY KLEEN SYSTEMS, INC.
REVISED SPILL AND RELEASE REPORT FORM

NY State Department of Environmental Conservation
Building 40 SUNY
Stony Brook, NY 11790-2356

Re: Incident Report – DEC Spill Report # _____

Dear Sir/Madam:

Safety-Kleen Systems, Inc., is hereby submitting this report relative to the referenced incident.

1. Name, address, and telephone number of facility owner/operator
2. Name, Address, and telephone number of facility (Spill Location)
3. Date, time, and type of incident
4. Name of employee causing the spill; name of employee reporting the spill to DEC; and names of employee(s) or contractors involved in cleaning up the spill.
5. Narrative of the spill event (cause of the spill and description of cleanup action). Describe the surface on which the material was discharged onto, any visible cracking in the surface, the actual or potential impact and the basis for such an assessment, and method used to clean-up the spill)
6. Name and quantities of material involved, (attach Material Safety Data Sheet, if available).
7. Extent of injuries, if any.
8. Assessment of actual or potential hazard to human health or the environment and basis for concluding it presents or does not present such hazard.
9. Estimated quantity of recovered material and method of disposition.
10. Attached is a site plan indicating the location of the spill.

If you have any questions regarding this letter, feel free to call me at (631) 842-6311.

Sincerely,

Name
Branch General Manager

cc: Amityville EHSC Manager
Northeast EHS Manager
Vice President, EHS Compliance
NY District Manager