

CLEAN HARBORS KINGSTON FACILITY CORP
Form S-4
October 06, 2009

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As filed with the Securities and Exchange Commission on October 6, 2009

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

CLEAN HARBORS, INC.

(Exact name of Registrant as specified in its charter)
(See table of additional Guarantor Registrants on next page)

Massachusetts
(State or other jurisdiction of
incorporation or organization)

4953
(Primary Standard Industrial
Classification Code Number)

04-2997780
(I.R.S. Employer
Identification Number)

**42 Longwater Drive
Norwell, Massachusetts 02161-9149
(781) 792-5000**
(Address, including zip code, and telephone number, including
area code, of Registrant's principal executive offices)
(See inside front cover for information regarding Guarantor Registrants.)

**C. Michael Malm, Esq.
Davis, Malm & D'Agostine, P.C.
One Boston Place
Boston, Massachusetts 02108
Telephone: (617) 367-2500
Telecopy: (617) 523-6215**
(Address, including zip code, and telephone number, including area code, of agent for service of process)

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

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If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

(Do not check if a
small
reporting company)

If applicable, place an X in the box to designate the appropriate rule provisions relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d(d) (Cross-Border Third Party Tender Offer)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Security	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(2)
7 ⁵ / ₈ % Senior Secured Notes due 2016	\$300,000,000	100%	\$300,000,000	\$16,740.00
Guarantees(3)	N/A	N/A	N/A	N/A

(1) Estimated solely for the purposes of calculating the registration fee in accordance with Rule 457(f)(2) under the Securities Act of 1933.

(2) Calculated based upon the book value of the securities to be received by the Registrant in the exchange in accordance with Rule 457(f)(2) under the Securities Act of 1933.

(3) No separate consideration will be received for the guarantees, and no separate fee is payable, pursuant to Rule 457(n) under the Securities Act of 1933.

The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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Exact name of Guarantor Registrants as specified in its charter	Jurisdiction of Incorporation or Organization	Primary Standard Industrial Classification Code Numbers	I.R.S. Employer Identification Number
Altair Disposal Services, LLC	Delaware	4953	56-2295310
Baton Rouge Disposal, LLC	Delaware	4953	56-2295315
Bridgeport Disposal, LLC	Delaware	4953	56-2295319
CH International Holdings, Inc.	Delaware	4953	47-0942135
Clean Harbors Andover, LLC	Delaware	4953	56-2295323
Clean Harbors Antioch, LLC	Delaware	4953	02-0646441
Clean Harbors Aragonite, LLC	Delaware	4953	02-0646449
Clean Harbors Arizona, LLC	Delaware	4953	56-2295308
Clean Harbors Baton Rouge LLC	Delaware	4953	56-2295309
Clean Harbors BDT, LLC	Delaware	4953	56-2295313
Clean Harbors Buttonwillow, LLC	Delaware	4953	56-2295316
Clean Harbors Chattanooga, LLC	Delaware	4953	56-2295318
Clean Harbors Clive, LLC	Delaware	4953	56-2295229
Clean Harbors Coffeyville, LLC	Delaware	4953	56-2295320
Clean Harbors Colfax, LLC	Delaware	4953	56-2295321
Clean Harbors Deer Park, L.P.	Delaware	4953	48-1263743
Clean Harbors Deer Trail, LLC	Delaware	4953	56-2295327
Clean Harbors Development, LLC	Delaware	4953	30-0471576
Clean Harbors Disposal Services, Inc.	Delaware	4953	04-3667165
Clean Harbors El Dorado, LLC	Delaware	4953	94-3401916
Clean Harbors Environmental Services, Inc.	Massachusetts	4953	04-2698999
Clean Harbors Financial Services Company	Massachusetts	4953	56-2287928
Clean Harbors Florida, LLC	Delaware	4953	56-2295283
Clean Harbors Grassy Mountain, LLC	Delaware	4953	56-2295286
Clean Harbors Kansas, LLC	Delaware	4953	56-2295290
Clean Harbors Kingston Facility Corporation	Massachusetts	4953	04-3074299
Clean Harbors LaPorte, L.P.	Delaware	4953	48-1263744
Clean Harbors Laurel, LLC	Delaware	4953	56-2295292
Clean Harbors Lone Mountain, LLC	Delaware	4953	56-2295299
Clean Harbors Lone Star Corp.	Delaware	4953	06-1655334
Clean Harbors Los Angeles, LLC	Delaware	4953	56-2295303
Clean Harbors (Mexico), Inc.	Delaware	4953	56-2294684
Clean Harbors of Baltimore, Inc.	Delaware	4953	23-2091580
Clean Harbors of Braintree, Inc.	Massachusetts	4953	04-2507498
Clean Harbors of Connecticut, Inc.	Delaware	4953	06-1025746
Clean Harbors of Natick, Inc.	Massachusetts	4953	04-2481234
Clean Harbors of Texas, LLC	Delaware	4953	56-2295311
Clean Harbors Pecatonica, LLC	Delaware	4953	56-2295314
Clean Harbors PPM, LLC	Delaware	4953	56-2295269
Clean Harbors Recycling Services of Chicago, LLC	Delaware	4953	36-4599645
Clean Harbors Recycling Services of Ohio, LLC	Delaware	4953	36-4599643
Clean Harbors Reidsville, LLC	Delaware	4953	56-2295199
Clean Harbors San Jose, LLC	Delaware	4953	56-2295202
Clean Harbors Services, Inc.	Massachusetts	4953	06-1287127
Clean Harbors Tennessee, LLC	Delaware	4953	56-2295205
Clean Harbors Westmorland, LLC	Delaware	4953	56-2295208
Clean Harbors White Castle, LLC	Delaware	4953	56-2295210
Clean Harbors Wilmington, LLC	Delaware	4953	13-4335799
Crowley Disposal, LLC	Delaware	4953	06-1655356

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Exact name of Guarantor Registrants as specified in its charter	Jurisdiction of Incorporation or Organization	Primary Standard Industrial Classification Code Numbers	I.R.S. Employer Identification Number
Disposal Properties, LLC	Delaware	4953	56-2295213
GSX Disposal, LLC	Delaware	4953	56-2295215
Harbor Industrial Services Texas, L.P.	Delaware	4953	48-1263745
Harbor Management Consultants, Inc.	Massachusetts	4953	04-3460746
Hilliard Disposal, LLC	Delaware	4953	56-2295217
Murphy's Waste Oil Service, Inc.	Massachusetts	4953	04-2490849
Plaquemine Remediation Services, LLC	Delaware	4953	56-2295280
Roebuck Disposal, LLC	Delaware	4953	56-2295219
Sawyer Disposal Services, LLC	Delaware	4953	56-2295224
Service Chemical, LLC	Delaware	4953	56-2295322
Spring Grove Resource Recovery, Inc.	Delaware	4953	76-0313183
Tulsa Disposal, LLC	Delaware	4953	56-2295227

The address, including zip code, and telephone number, including area code, of the principal executive office of each guarantor registrant listed above is the same as those of the Registrant, Clean Harbors, Inc.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission relating to these securities is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to Completion, dated October 6, 2009

PROSPECTUS

\$300,000,000

Clean Harbors, Inc.

7⁵/₈% Senior Secured Notes due 2016

We are offering to exchange 7⁵/₈% senior secured notes due 2016 that we have registered under the Securities Act of 1933 for all of our outstanding 7⁵/₈% senior secured notes due 2016. This prospectus refers to these registered notes as the "new notes," all of our outstanding 7⁵/₈% senior secured notes due 2016 as the "old notes," and the new notes and old notes collectively as the "notes." The old notes are, and the new notes will be, jointly and severally guaranteed by substantially all of our existing and future domestic restricted subsidiaries, and such guarantees are securities which are being offered along with the new notes by this prospectus.

The Exchange Offer

We will exchange an equal principal amount of new notes for all old notes that are validly tendered and not validly withdrawn.

You may withdraw tenders of outstanding old notes at any time prior to the expiration of the exchange offer.

The exchange offer is subject to the satisfaction of limited, customary conditions.

The exchange offer will expires at 5:00 p.m., New York City time, on _____, 2009, unless extended.

The exchange of old notes for new notes in the exchange offer will not be a taxable event for U.S. federal income tax purposes.

We will not receive any proceeds from the exchange offer.

The New Notes

The terms of the new notes are substantially identical to the terms of the old notes for which they may be exchanged pursuant to the exchange offer, except that the new notes are registered under the Securities Act and do not contain transfer restrictions, registration rights or provisions for additional interest under certain circumstances.

See "Risk Factors" beginning on page 13 to read about factors you should consider in connection with the exchange offer.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the new notes or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2009.

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In this prospectus, unless the context otherwise requires, "we," "our," "us," "Clean Harbors" or the "Company" refers collectively to Clean Harbors, Inc. and its subsidiaries, and "Eveready" refers collectively to Eveready Inc., which we acquired on July 31, 2009, and its subsidiaries. In this prospectus, all references to our consolidated financial statements, and references to Eveready's consolidated financial statements, include the respective notes thereto.

You should rely only on the information contained or incorporated by reference in this prospectus. We have not authorized any other person to provide you with different or additional information. If anyone provides you with different or additional information, you should not rely on it. The information contained or incorporated by reference in this prospectus is accurate only as of the date on the front cover of this prospectus or the date of the document incorporated by reference. Our business, financial condition, results of operations and prospects may have changed since those respective dates. We are not making an offer to exchange the new notes for old notes in any jurisdiction where the offer or exchange is not permitted.

This prospectus incorporates by reference important business and financial information about us that is not included in or delivered with this prospectus. See "Where You Can Find Additional Information." We will provide a copy of the documents we incorporate by reference (other than exhibits, unless the exhibit is specifically incorporated by reference into the filing requested), at no cost, to you if you submit a request to us by writing to or telephoning us at the following address or telephone number:

Clean Harbors, Inc.
42 Longwater Drive
Norwell, Massachusetts 02061-9149
Telephone (781) 792-5100
Attention: Executive Offices

If you would like to request any documents, please do so by no later than _____, 2009 in order to receive them before the expiration of the exchange offer.

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Currency and Accounting Matters

Unless otherwise specified with respect to certain amounts stated in Canadian dollars ("Cdn \$"), all dollar amounts in this prospectus are in U.S. dollars ("\$"). As set forth in Eveready's historical consolidated financial statements included in this prospectus, Eveready's financial statements have been reported in Cdn \$. In order to facilitate comparison of Eveready's assets, liabilities and operations to those of Clean Harbors, certain numerical information reported by Eveready in Cdn \$ has been converted in this prospectus into U.S. \$. Information derived from Eveready's consolidated balance sheets as of December 31, 2008 and June 30, 2009 has been converted based on the Thomson Reuters closing exchange rates of 1.224001 Cdn \$ to one U.S. \$ on December 31, 2008 and 1.163200 Cdn \$ to one U.S. \$ on June 30, 2009, respectively. Information derived from Eveready's consolidated statements of (loss) earnings and comprehensive (loss) income and deficit for the years ended December 31, 2008 and 2007 and for the six months ended June 30, 2009 and 2008 has been converted based on average Thomson Reuters exchange rates of 1.059922 Cdn \$ to one U.S. \$ during the year ended December 31, 2008, 1.068368 Cdn \$ to one U.S. \$ during the year ended December 31, 2007, 1.204426 Cdn \$ to one U.S. \$ during the six months ended June 30, 2009, and 1.006596 Cdn \$ to one U.S. \$ during the six months ended June 30, 2008, respectively. All numerical information in this prospectus derived from Eveready's historical financial statements but stated in U.S. \$ is unaudited.

Eveready's historical consolidated financial statements included in this prospectus were also prepared in accordance with Canadian generally accepted accounting principles, or "Canadian GAAP," which differ in certain respects from U.S. generally accepted accounting principles, or "U.S. GAAP." For a discussion of certain significant differences between Canadian GAAP and U.S. GAAP, see note 29 to Eveready's audited consolidated financial statements for the three years ended December 31, 2008 and note 18 to Eveready's unaudited interim consolidated financial statements for the six months ended June 30, 2009 and June 30, 2008 included in this prospectus. We are in the process of reviewing Eveready's accounting policies and financial statement classifications. As a result of this review, we may deem it appropriate to make certain additional reclassifications to the consolidated financial information of Eveready. See "Unaudited Pro Forma Condensed Combined Financial Information."

Market and Related Information

We obtained the market and related information used in this prospectus from our own research, surveys or studies conducted by third parties and industry or general publications, such as EI Digest, and other publicly available sources. Industry and general publications and surveys generally state that they have obtained information from sources believed to be reliable, but do not guarantee the accuracy and completeness of such information. Although we have not independently verified the market data and related information contained in this prospectus, we believe such data and information is accurate as of the date of this prospectus or the respective earlier dates specified herein.

Forward-Looking Statements

This prospectus includes "forward-looking statements," as defined by federal securities laws, with respect to our financial condition, results of operations and business and our expectations or beliefs concerning future events. Words such as, but not limited to, "believe," "expect," "anticipate," "estimate," "intend," "plan," "targets," "likely," "will," "would," "could" and similar expressions or phrases identify forward-looking statements. Such statements may include, but are not limited to, statements about the benefits of our acquisition of Eveready, including future financial and operating results, the combined Company's plans, objectives, expectations and intentions and other statements that are not historical facts.

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All forward-looking statements involve risks and uncertainties. Many risks and uncertainties are inherent in the environmental, industrial maintenance and oilfield services industries. Others are more specific to our and Eveready's operations. The occurrence of the events described, and the achievement of the expected results, depend on many events, some or all of which are not predictable or within our control. Actual results may differ materially from expected results.

Factors that may cause actual results to differ from expected results include, among others:

our ability to manage the significant environmental liabilities which we assumed in connection with our acquisitions, including in particular our acquisitions of substantially all of the assets of the Chemical Services Division, or "CSD," of Safety-Kleen Corp. in 2002, Teris LLC in 2006, and one of the two solvent recycling facilities we purchased from Safety-Kleen Systems, Inc. in 2008;

the availability and costs of liability insurance and financial assurances required by governmental entities relating to our and Eveready's facilities and operations;

our ability to successfully integrate the business and operations of Eveready into our business and operations;

general conditions in the oil and gas industries, particularly operations in the Alberta oil sands and other parts of Western Canada;

the extent to which our and Eveready's major customers commit to and schedule major projects;

our and Eveready's future cash flow and earnings;

our ability to meet our debt obligations;

our ability to increase our and Eveready's market shares;

our ability to retain our and Eveready's significant customers;

our ability to manage business growth and diversification and the effectiveness of our information systems;

our ability to compete with our and Eveready's competitors;

the outcome of current and potential legal proceedings;

our ability to attract and retain qualified management and other workforce personnel;

changes in statutory and regulatory requirements relating to our and Eveready's business;

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the effects of general industry and economic conditions;

our ability to identify suitable additional acquisition candidates or joint venture relationships for expansion, to consummate these transactions on favorable terms and to achieve satisfactory operating results from the acquired businesses; and

our ability to avoid unforeseen material liabilities as a result of acquiring new companies.

All future written and verbal forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to above. We undertake no obligation, and specifically decline any obligation, to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this prospectus might not occur.

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See "Risk Factors" in this prospectus for a more complete discussion of these risks and uncertainties and for other risks and uncertainties. These factors and the other risk factors described in this prospectus are not necessarily all of the important factors that could cause actual results to differ materially from those expressed in any of our forward-looking statements and other unknown or unpredictable factors also could harm our results. Consequently, actual results or developments anticipated by us may not be realized and, even if substantially realized, they may not have the expected consequences to, or effects on, us. Given these uncertainties, prospective investors are cautioned not to place undue reliance on such forward-looking statements.

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SUMMARY

This summary highlights information contained elsewhere in this prospectus, is not complete and does not contain all of the information that may be important to you. We urge you to read this entire prospectus carefully, including the "Risk Factors" section and the consolidated financial statements and related notes included herein.

Our Company

We are one of the largest providers of environmental services and the largest operator of non-nuclear hazardous waste treatment facilities in North America based on 2008 industry reports. We service approximately 67% of North America's commercial hazardous incineration volume and 20% of North America's hazardous landfill volume and are the industry leader in total hazardous waste disposal facilities. We perform environmental services for a diversified industry base with over 47,000 customers, including more than 325 Fortune 500 companies, in the United States, Canada, Puerto Rico and Mexico. We perform environmental services through a network of more than 100 service locations, and we operate six incineration facilities, nine commercial landfills, six wastewater treatment operations, and 20 treatment, storage and disposal facilities, or "TSDFs," as well as six polychlorinated biphenyls, or "PCB," management facilities, two oil and used oil products recycling facilities, and two solvent recycling facilities. We can provide low cost solutions to our customers due to our large scale, industry knowledge, cost cutting and productivity-enhancing initiatives, and ability to internalize our waste streams.

The wastes that we handle include materials that are classified as "hazardous" because of their unique properties, as well as other materials subject to federal and state environmental regulation. We provide final treatment and disposal services designed to manage hazardous and non-hazardous wastes which cannot be economically recycled or reused. We transport, treat and dispose of industrial wastes for commercial and industrial customers, health care providers, educational and research organizations, other environmental services companies and governmental entities.

As a result of our acquisition of Eveready Inc., or "Eveready," on July 31, 2009, we have also become a major provider of industrial maintenance and production, lodging, and exploration services to the oil and gas, pulp and paper, manufacturing and power generation industries throughout North America.

Our Environmental Services

We provide a wide range of environmental services and manage our environmental services business as two major segments: Technical Services and Site Services.

Technical Services (69% of 2008 revenue). These services involve the transport, treatment and disposal of hazardous and non-hazardous wastes, and include physical treatment, resource recovery, fuels blending, incineration, landfill disposal, wastewater treatment, lab chemical disposal, explosives management, and CleanPack® services. Our CleanPack® services include the collection, logistics management, specialized packaging, transportation and disposal of laboratory chemicals and household hazardous wastes. Our Technical Services segment also offers Apollo Onsite Services, which customize environmental programs at customer sites.

Site Services (31% of 2008 revenue). These services provide customers with highly skilled experts who utilize specialty equipment and resources to perform services at any chosen location. Under the Site Services umbrella, our Field Service crews and equipment are dispatched on a planned or emergency basis, and perform services such as confined space entry for tank cleaning, site decontamination, large remediation projects, selective demolition, spill cleanup, railcar cleaning, product recovery and transfer, scarifying and media blasting and vacuum services. Additional services

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include used oil and oil products recycling, as well as PCB management and disposal. Also, as part of Site Services, Industrial Services crews focus on industrial cleaning and maintenance projects.

The Environmental Services Industry

According to industry reports, the hazardous waste disposal market in North America generates total revenues in excess of \$2.0 billion per year. We also service the much larger industrial maintenance market. The \$2.0 billion estimate does not include the industrial maintenance market, except to the extent that the costs of disposal of hazardous wastes generated as a result of industrial maintenance are included. The largest generators of hazardous waste materials are companies in the chemical, petrochemical, primary metals, paper, furniture, aerospace and pharmaceutical industries.

The hazardous waste management industry was "created" in 1976 with the passage of the Resource Conservation and Recovery Act, or "RCRA." RCRA requires waste generators to distinguish between "hazardous" and "non-hazardous" wastes, and to treat, store and dispose of hazardous waste in accordance with specific regulations. This new regulatory environment, combined with strong economic growth, increased corporate concern about environmental liabilities, and the early stage nature of the hazardous waste management industry contributed initially to rapid growth in the industry. However, by the mid to late 1990s, the hazardous waste management industry was characterized by overcapacity, minimal regulatory advances and pricing pressure. Since 2001, over one-third of all North American commercial incineration capacity has been eliminated, and we believe that competition has been reduced through consolidation and that new regulations have increased the overall barriers to entry.

The collection and disposal of solid and hazardous wastes are subject to local, state, provincial and federal requirements and regulations, which regulate health, safety, the environment, zoning and land-use. Among these regulations in the United States is the Comprehensive Environmental Response, Compensation and Liability Act of 1980, or "CERCLA," which holds generators and transporters of hazardous substances, as well as past and present owners and operators of sites where there has been a hazardous release, strictly, jointly and severally liable for environmental cleanup costs resulting from the release or threatened release of hazardous substances. Canadian companies are regulated under similar regulations, but the responsibility and liability associated with the waste passes from the generator to the transporter or receiver of the waste, in contrast to provisions of CERCLA.

The Eveready Acquisition

On July 31, 2009, we acquired all of the outstanding shares of Eveready. Headquartered in Edmonton, Alberta, Eveready is a major provider of industrial maintenance and oilfield production services to the energy, resource and industrial sectors throughout Canada, the United States and internationally. Eveready's total revenues for the year ended December 31, 2008, and the six months ended June 30, 2009, were \$613.8 million and \$231.8 million, respectively. Operating from approximately 80 locations in Canada, the United States and internationally, Eveready employed at the time of the acquisition on July 31, 2009, over 2,100 employees and operated a service fleet of nearly 2,000 truck and trailer mounted units and over 1,400 specialized pieces of equipment.

Our principal reasons for acquiring Eveready include:

Broadening Our Geographic Reach. Our acquisition of Eveready accelerates the expansion of our geographic footprint by providing an immediate strong presence in several markets where we do not currently have significant operations, particularly in Western Canada. This enhances our previous efforts that were largely driven by our opening of new site service branch locations and making smaller acquisitions. The Eveready acquisition expand our existing North American operations through the addition of Eveready's approximately 66 field service locations throughout Canada and 10 locations in the U.S. In addition, Eveready operates seven

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international offices in the United Kingdom, Brazil, Singapore, Bulgaria, Sweden, Thailand and China. These locations are our first non-North American service offices, which we believe could provide a new platform for growth particularly for our Site Services segment.

Strengthening Our Presence in the Industrial Services Market. Our acquisition of Eveready provides us with a substantially increased presence in the industrial services market, and a strong foundation upon which to grow that business over time. We believe that one of our core competitive advantages is our ability to meet our customers' environmental and industrial service needs, and that the Eveready acquisition will further enhance our service platform. Eveready's services include a wide range of industrial maintenance and production services provided to refineries, petrochemical facilities, pulp and paper mills, as well as production support services for oil and gas companies. Eveready's specialized catalyst changeout technology and decoking services augment our other available refinery and petrochemical services.

Providing Cross Selling Opportunities. Eveready provides a wide array of industrial services that complement our environmental service offerings. Despite its recent growth, Eveready currently has a relatively small sales force, and we see a significant opportunity to take our lines of vertical sales programs and expand those with Eveready to sell all services across both the Clean Harbors and Eveready platforms. The combination of our customer service capabilities, industry leading expertise and the combined company's broad service platform provides Eveready's customers an opportunity to streamline their industrial and environmental service vendor base. Cross selling will also enable us to achieve further operating leverage by improving utilization of our existing assets and Eveready's service fleet.

Increasing Economies of Scale. Our acquisition of Eveready provides greater critical mass to Clean Harbors' operations by adding Eveready's modern fleet of nearly 2,000 truck and trailer mounted units and over 1,400 specialized pieces of equipment. Eveready also brings a motivated, entrepreneurial roster of more than 2,100 employees. Furthermore, we expect to realize meaningful cost synergies by achieving economies of scale in areas such as procurement, information technology and human resource management.

For more information about Eveready and the terms of the acquisition, see "The Eveready Acquisition" beginning on page 34.

Recent Financing Developments

At June 30, 2009, we had outstanding \$23.0 million of eight-year senior secured notes due 2012, a \$70.0 million revolving credit facility, a \$50.0 million synthetic letter of credit facility, and a \$30.0 million term loan. On July 24, 2009, we repaid the \$30.0 million term loan and on July 31, 2009, we discharged the \$23.0 million of outstanding senior secured notes by calling such notes for redemption on August 31, 2009 and depositing with the trustee the redemption price of \$23.7 million and accrued interest of \$0.3 million through the redemption date. On July 31, 2009, we also replaced our previous revolving credit facility and synthetic letter of credit facility with a new revolving credit facility which allows us to borrow or obtain letters of credit for up to \$120.0 million (with a \$110.0 million sub-limit for letter of credit). On August 14, 2009, we issued and sold in a private placement the \$300.0 million principal amount of old notes and used a portion of the net proceeds from such sale to repay substantially all of Eveready's outstanding debt (other than certain capital leases).

Segment Information

In connection with the closing of the Eveready acquisition on July 31, 2009, we are re-aligning and expanding our operating reporting segments. This new structure reflects the way management will make operating decisions and manage the growth and profitability of the combined business. Under the new

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structure, we intend to report our business for fiscal periods commencing with the quarter ending September 30, 2009, in four operating segments, including:

Technical Services provide a broad range of hazardous material management services including the packaging, collection, transportation, treatment and disposal of hazardous and non-hazardous waste at company owned incineration, landfill, wastewater, and other treatment facilities.

Field Services provide a wide variety of environmental cleanup services on customer sites or other locations on a scheduled or emergency response basis including tank cleaning, decontamination, remediation, and spill cleanup.

Industrial Services provide industrial and specialty services, such as high-pressure and chemical cleaning, catalyst handling, decoking, material processing and industrial lodging services to refineries, chemical plants, pulp and paper mills, and other industrial facilities.

Exploration Services provide exploration and directional boring services to the energy sector serving oil and gas exploration, production, and power generation.

The Exchange Offer

Background	On August 14, 2009, we completed a private placement of the old notes. In connection with that private placement, we entered into a registration rights agreement with Goldman Sachs & Co., Banc of America Securities LLC, and Credit Suisse Securities (USA) LLC, the initial purchasers of the old notes, in which we agreed to deliver this prospectus to you and to make the exchange offer.
The Exchange Offer	We are offering to exchange up to \$300.0 million aggregate principal amount of our new notes which have been registered under the Securities Act for up to \$300.0 million aggregate principal amount of our old notes. You may tender old notes only in integral multiples of \$1,000 principal amount.
Resale of New Notes	Based on interpretive letters of the SEC staff to third parties, we believe that you may resell and transfer the new notes issued pursuant to the exchange offer in exchange for old notes without compliance with the registration and prospectus delivery provisions of the Securities Act, if: <ul style="list-style-type: none"> you are acquiring the new notes in the ordinary course of your business for investment purposes, you have no arrangement or understanding with any person to participate in the distribution of the new notes, and you are not our affiliate as defined under Rule 405 under the Securities Act. If you fail to satisfy any of these conditions, you must comply with the registration and prospectus delivery requirements of the Securities Act in connection with a resale of the new notes. <p>Broker-dealers that acquired old notes directly from us, but not as a result of market-making activities or other trading activities, must comply with the registration and prospectus delivery requirements of the Securities Act in connection with a resale of the new notes.</p>

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	Each broker-dealer that receives new notes for its own account pursuant to the exchange offer in exchange for old notes that it acquired as a result of market-making or other trading activities must deliver a prospectus in connection with any resale of the new notes and provide us with a signed acknowledgement of this obligation.
Transfer Restrictions	The new notes have been registered under the Securities Act and generally will be freely transferable. We do not intend to list the notes on any securities exchange.
Limited Market	The new notes will be newly issued securities for which there is currently no market. Although the initial purchasers of the old notes have informed us that they intend to make a market in the new notes, they are not obligated to do so and may discontinue market-making at any time without notice. Accordingly, a liquid market for the new notes may not develop or be maintained.
Consequences If You Do Not Exchange Your Old Notes	Old notes that are not tendered in the exchange offer or are not accepted for exchange will continue to bear legends restricting their transfer. You will not be able to offer or sell the old notes unless:
	an exemption from the requirements of the Securities Act is available to you, we register the resale of old notes under the Securities Act, or
	the transaction requires neither an exemption from nor registration under the requirements of the Securities Act.
	After the completion of the exchange offer, we will no longer have an obligation to register the old notes, except in limited circumstances.
Expiration Date	5:00 p.m., New York City time, on _____, 2009 unless we extend the exchange offer.
Conditions to the Exchange Offer	The exchange offer is subject to limited, customary conditions, which we may waive.
Procedures for Tendering Old Notes	If you wish to accept the exchange offer, you must deliver to the exchange agent:
	either a completed and signed letter of transmittal or, for old notes tendered electronically, an agent's message from The Depository Trust Company, which we refer to as "DTC," stating that the tendering participant agrees to be bound by the letter of transmittal and the terms of the exchange offer,
	your old notes, either by tendering them in physical form or by timely confirmation of book-entry transfer through DTC, and
	all other documents required by the letter of transmittal.
	These actions must be completed before the expiration of the exchange offer.

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	<p>If you hold old notes through DTC, you must comply with its standard procedures for electronic tenders, by which you will agree to be bound by the letter of transmittal.</p> <p>By signing, or by agreeing to be bound by the letter of transmittal, you will be representing to us that:</p> <p> you will be acquiring the new notes in the ordinary course of your business,</p> <p> you have no arrangement or understanding with any person to participate in the distribution of the new notes, and</p> <p> you are not our affiliate as defined under Rule 405 under the Securities Act.</p> <p>See "The Exchange Offer Procedures for Tendering."</p>
Guaranteed Delivery Procedures for Tendering Old Notes	<p>If you cannot meet the expiration deadline or you cannot deliver your old notes, the letter of transmittal or any other documentation to comply with the applicable procedures under DTC standard operating procedures for electronic tenders in a timely fashion, you may tender your notes according to the guaranteed delivery procedures set forth under "The Exchange Offer Guaranteed Delivery Procedures."</p>
Special Procedures for Beneficial Holders	<p>If you beneficially own old notes which are registered in the name of a broker, dealer, commercial bank, trust company or other nominee and you wish to tender in the exchange offer, you should contact that registered holder promptly and instruct that person to tender on your behalf. If you wish to tender in the exchange offer on your own behalf, you must, prior to completing and executing the letter of transmittal and delivering your old notes, either arrange to have the old notes registered in your name or obtain a properly completed bond power from the registered holder. The transfer of registered ownership may take considerable time.</p>
Withdrawal Rights	<p>You may withdraw your tender of old notes at any time before the exchange offer expires.</p>
Tax Consequences	<p>The exchange pursuant to the exchange offer will not be a taxable event for U.S. federal income tax purposes. See "Certain United States Federal Income and Estate Tax Considerations."</p>
Use of Proceeds	<p>We will not receive any proceeds from the exchange or the issuance of new notes in connection with the exchange offer.</p>
Exchange Agent	<p>U.S. Bank National Association is serving as exchange agent in connection with the exchange offer. The address and telephone number of the exchange agent are set forth under "The Exchange Offer Exchange Agent."</p>

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Summary Description of the New Notes

The form and terms of the new notes are substantially identical to the form and terms of the old notes, except that:

we have registered the new notes under the Securities Act and the new notes will therefore not bear legends restricting their transfer;

the new notes will have a different CUSIP number than the old notes; and

specified rights under registration rights agreement, including the provisions providing for registration rights and the payment of additional interest on the old notes in specified circumstances, will be limited or eliminated.

The new notes will evidence the same debt as the old notes and will rank equally with the old notes. The same indenture will govern both the old notes and the new notes. We refer to the old notes and the new notes together as the "notes."

Issuer	Clean Harbors, Inc. (the "Issuer").
New Notes Offered	\$300,000,000 aggregate principal amount of 7 ⁵ / ₈ % senior secured notes due 2016.
Maturity Date	August 15, 2016.
Interest Payments	Interest will be payable semi-annually in arrears on February 15 and August 15 of each year, commencing on February 15, 2010.
Guarantees	The old notes are, and the new notes will be, jointly and severally guaranteed on a senior secured basis by substantially all of our existing and future domestic subsidiaries. The old notes are not, and the new notes will not be, guaranteed by our foreign subsidiaries, including Eveready.
Collateral	The old notes and the related guarantees are, and the new notes and the related guarantees will be, secured by a first-priority lien (subject to certain exceptions and permitted liens) on all the tangible and intangible assets of the Issuer and the guarantors other than ABL Collateral (as defined below) in each case held by us and the guarantors (such assets, the "Notes Collateral"). The old notes and the related guarantees are, and the new notes and the related guarantees will be, also secured by a second-priority lien (subject to certain exceptions and permitted liens) on all accounts receivable, related general intangibles and instruments and proceeds related to the foregoing, in each case held by the Issuer and the guarantors (such assets, the "ABL Collateral"). We refer to the Notes Collateral and the ABL Collateral together as the "Collateral." See "Description of the Notes Security."
Ranking	The old notes are, and the new notes will be, our and the guarantors' secured senior obligations. Subject to the lien priorities described below, the old notes and the new notes rank equally with our and the guarantors' existing and future senior obligations and senior to any future indebtedness that is specifically subordinated to the notes and the guarantees.

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As of June 30, 2009, on a pro forma basis after giving effect to our (i) acquisition of Eveready on July 31, 2009, (ii) issuance of the \$300.0 million principal amount of old notes on August 14, 2009, (iii) repayment between July 24 and August 14, 2009 of substantially all of our and Eveready's debt (other than certain capital leases) using a portion of our available cash and the net proceeds from the sale of the old notes, and (iv) payment of related fees and expenses, we and our guarantor subsidiaries would have had no outstanding loans under our new revolving credit facility, but we would then have had \$87.5 million of outstanding letters of credit. The notes and the guarantees rank effectively junior to debt (including loans and reimbursement obligations in respect of outstanding letters of credit) under our new revolving credit agreement to the extent of the value of the ABL Collateral. Furthermore, on such a pro forma basis, our non-guarantor subsidiaries would have had as of June 30, 2009 approximately \$117.2 million of total liabilities (excluding intercompany liabilities). The notes and the guarantees rank structurally junior to those obligations of our non-guarantor subsidiaries.

Optional Redemption

We may redeem some or all of the notes at any time on or after August 15, 2012, at the redemption prices described in "Description of the Notes Redemption Optional Redemption," plus accrued and unpaid interest to the date of redemption. At any time and from time to time prior to August 15, 2012, but not more than once in any twelve-month period, we may also redeem up to 10% of the original aggregate principal amount of the notes at a price equal to 103% of the principal amount thereof plus any accrued and unpaid interest thereon. At any time prior to August 15, 2012, we may also redeem some or all of the notes at a price equal to 100% of the principal amount thereof plus the make-whole premium described under "Description of the Notes Redemption Optional Redemption."

At any time prior to August 15, 2012, we may also redeem up to 35% of the aggregate principal amount of the notes with the net proceeds of certain equity offerings at a redemption price equal to 107.625% of the principal amount of the notes plus accrued and unpaid interest to the date of redemption. We may make that redemption only if, after the redemption, at least 65% of the aggregate principal amount of the notes originally issued under the indenture remains outstanding.

Change of Control; Asset Sales

If we experience a Change of Control (as defined under "Description of the Notes Change of Control"), we will be required to make an offer to repurchase the notes at a price equal to 101% of the principal amount thereof, plus accrued and unpaid interest to the date of repurchase.

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If we sell assets under certain circumstances, we will be required to make an offer to purchase the notes at their face amount, plus accrued and unpaid interest to the purchase date. See "Description of the Notes Certain Covenants Limitation on Asset Sales."

Certain Covenants

The indenture governing the notes restricts our ability and the ability of our restricted subsidiaries to, among other things:

incur or guarantee additional indebtedness (including, for this purpose, reimbursement obligations under letters of credit) or issue preferred stock;

pay dividends or make other distributions to our stockholders;

purchase or redeem capital stock or subordinated indebtedness;

make investments;

create liens;

incur restrictions on the ability of our restricted subsidiaries to pay dividends or make other payments to us;

sell assets, including capital stock of our subsidiaries;

consolidate or merge with or into other companies or transfer all or substantially all of our assets; and

engage in transactions with affiliates.

These covenants are subject to a number of important qualifications and exceptions. See "Description of the Notes Certain Covenants."

Original Issue Discount

The old notes were issued to investors for a price less than their stated principal amount by more than a de minimis amount. There was therefore original issue discount, or "OID," for U.S. federal income tax purposes applicable to the old notes, and the new notes will be treated as issued with OID, in an amount equal to the difference between the stated principal amount of the notes and their original issue price. A U.S. holder will be required to include such difference in gross income (as ordinary income) on a constant yield to maturity basis in advance of such holder's actual receipt of the income regardless of such holder's method of accounting for U.S. federal income tax purposes. See "Certain United States Federal Income and Estate Tax Considerations U.S. Holders of Notes Stated Interest" and "OID on the Notes."

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Risk Factors

Before you tender your old notes, you should be aware that there are various risks involved in an investment in the notes, including those we describe below under "Risk Factors." You should consider carefully these risk factors together with all of the other information included or referred to in this prospectus before you decide to tender your old notes in this exchange offer.

Summary Historical Consolidated Financial Information

The following summary historical financial information has been derived from our audited balance sheets as at December 31, 2008 and December 31, 2007 and statements of income for the three years ended December 31, 2008, and our unaudited balance sheets as at June 30, 2009 and June 30, 2008 and statements of income for the six months ended June 30, 2009 and 2008. This information should be reviewed in conjunction with "Selected Historical Consolidated Financial Information," "Management's Discussion and Analysis of Financial Condition and Results of Operations," and our financial statements and the notes thereto included in this prospectus.

The following summary pro forma combined financial information for the year ended December 31, 2008 and as of and for the six months ended June 30, 2009 has been prepared by our management and gives pro forma effect to our acquisition of Eveready and our sale of the notes, in each case as if they occurred on January 1, 2008 for income statement purposes and June 30, 2009 for balance sheet purposes. The following summary pro forma combined financial information should be read in conjunction with "Use of Proceeds," "The Eveready Acquisition," "Unaudited Pro Forma Condensed Combined Financial Information," "Selected Historical Consolidated Financial Information," "Management's Discussion and Analysis of Financial Condition and Results of

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Operations," and the consolidated financial statements and related notes of Clean Harbors and Eveready included in this prospectus.

	Six Months Ended June 30,			Year Ended December 31,			
	2008	2009	2009 (pro forma)	2006	2007	2008	2008 (pro forma)
	(historical)			(historical)			(pro forma)
(in thousands)							
Income Statement Data:							
Revenues	\$ 507,768	\$ 421,643	\$ 653,362	\$ 829,809	\$ 946,917	\$ 1,030,713	\$ 1,644,348
Cost of revenues (exclusive of items shown separately below)	348,578	289,767	459,748	584,835	664,440	707,820	1,147,209
Selling, general and administrative expenses	82,666	75,147	105,891	125,039	149,180	159,674	231,176
Accretion of environmental liabilities	5,396	5,284	5,370	10,220	10,447	10,776	10,925
Depreciation and amortization	21,281	24,302	47,265	35,339	37,590	44,471	91,895
Income from operations	49,847	27,143	35,088	74,376	85,260	107,972	163,143
Other income (expense)	(45)	44	205	(447)	135	(119)	(345)
Loss on early extinguishment of debt				(8,529)		(5,473)	(5,473)
Impairment of long-lived assets							(95,522)
Interest (expense), net	(5,900)	(2,989)	(14,040)	(12,447)	(13,157)	(8,403)	(25,118)
Income before provision for income taxes, non-controlling interest and equity interest in joint venture	43,902	24,198	21,253	52,953	72,238	93,977	36,685
Provision for income taxes(1)	18,993	10,619	10,047	6,339	28,040	36,491	42,237
Equity interest in joint venture				(61)			
Net income (loss)	24,909	13,579	11,206	46,675	44,198	57,486	(5,552)
Income attributable to non-controlling interest			158				774
Net income (loss) attributable to Clean Harbors and Eveready (pro forma only)	\$ 24,909	\$ 13,579	\$ 11,048	\$ 46,675	\$ 44,198	\$ 57,486	\$ (6,326)

Other Financial Data:

Ratio of earnings to fixed charges	5.6x	5.1x		3.6x	4.1x	6.0x	
Adjusted EBITDA(2)	\$ 76,524	\$ 56,729	\$ 87,723	\$ 119,935	\$ 133,297	\$ 163,219	\$ 265,963
Net Debt (at end of period)(3)			\$ 72,879				
Ratio of Adjusted EBITDA to interest expense(4)			7.5x				

	At June 30,		At December 31,			
	2008	2009	2006	2007	2008	
(historical, in thousands)						
Cash Flow Data:						
Net cash from operating activities		\$ 42,281	\$ 49,057	\$ 61,382	\$ 79,995	\$ 109,590
Net cash from investing activities		(56,981)	(41,014)	(98,885)	(42,791)	(84,515)
Net cash from financing activities		178,528	(4,405)	(20,330)	2,724	116,795

	At June 30,		At December 31,		
	2008	2009	2006	2007	2008
(in thousands)					
	(historical)	(historical)	(pro forma)	(historical)	(historical)

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Balance Sheet Data:

Cash and cash equivalents	\$ 281,893	\$ 255,407	\$ 228,063	\$ 73,550	\$ 119,538	\$ 249,524
Working capital	269,814	252,337	333,054	124,465	169,585	307,679
Goodwill	22,523	30,580	51,020	19,032	21,572	24,578
Total assets	955,188	898,580	1,308,325	670,808	769,888	898,336
Long-term obligations (including current portion)(5)	121,819	53,324	300,942	124,561	123,483	53,630
Stockholders' equity	404,910	448,191	549,332	173,186	202,897	429,045

(1)

For the year ended December 31, 2006, the provision includes a reversal of a \$14.1 million portion of the valuation allowance.

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(2)

For all periods presented, "Adjusted EBITDA" consists of net income (loss) plus accretion of environmental liabilities, depreciation and amortization, net interest expense, provision for income taxes, and other items including impairment of long-lived assets and loss on early extinguishment of debt. We also exclude gain (loss) on sale of fixed assets, and other income as these amounts are not considered part of usual business operations. See below for a reconciliation of Adjusted EBITDA to both net income (loss) and net cash provided by operating activities for the specified periods. Our management considers Adjusted EBITDA to be a measurement of performance which provides useful information to both management and investors. Adjusted EBITDA should not be considered an alternative to net income or loss or other measurements under GAAP. Because Adjusted EBITDA is not calculated identically by all companies, our measurement of Adjusted EBITDA may not be comparable to similarly titled measures reported by other companies.

The following reconciles net income (loss) to Adjusted EBITDA for the following periods (in thousands):

	Six Months Ended June 30,			Year Ended December 31,			
	2008	2009	2009 (pro forma)	2006	2007	2008	2008 (pro forma)
Net income (loss)	\$ 24,909	\$ 13,579	\$ 11,206	\$ 46,675	\$ 44,198	\$ 57,486	\$ (5,552)
Accretion of environmental liabilities	5,396	5,284	5,370	10,220	10,447	10,776	10,925
Depreciation and amortization	21,281	24,302	47,265	35,339	37,590	44,471	91,895
Loss on early extinguishment of debt				8,529		5,473	5,473
Impairment of long-lived assets							95,522
Interest expense, net	5,900	2,989	14,040	12,447	13,157	8,403	25,118
Equity interest in joint venture				(61)			
Provision for income taxes	18,993	10,619	10,047	6,339	28,040	36,491	42,237
Other (income) expense	45	(44)	(205)	447			