

Amendment # 3

This is an Amendment to the QPA# 10265 for Re-Refined Oil entered into by and between Indiana Department of Administration (hereinafter referred to as "State") and Safety-Kleen Systems, Inc. (hereinafter referred to as "Contractor") dated 10/01/2007. In consideration of the mutual undertakings and covenants hereinafter set forth, the parties agree to amend the existing contract as follows:

<u>Item</u>	<u>Current Price</u>	<u>New Price</u>
Fluid, Transmission, Automatic, Level H, Dexron III/ Mercon, 12qt/case, 10 case minimum, Dist.10	\$31.99	\$28.11
Fluid, Transmission, Automatic, Level H, Dexron III/ Mercon, 55 Gal Drum, 2 drum minimum, Dist. 10	\$411.98	\$340.69
Oil, Motor, SAE10W30, 55 Gal Drum, 2 drum min. Dist. 10	\$392.91	\$280.06
Oil, Motor, SAW 10W30, 12qt/case, 10 cs min. Dist. 10	\$30.54	\$24.38
Oil, Motor, SAE 15W40, 55gal Drum, 2 drum min. Dist 10	\$471.60	\$386.54
Oil, Motor, SAE 15W40, 12qt/case, 10 cs min. Dist 10	\$36.67	\$32.03
Oil, Motor, SAE5W30, 55 gal drum, 2 drum min. Dist 10	\$426.63	\$349.52
Oil Motor, SAE5W30, 12 qt/cs, 10 case min. Dist. 10	\$32.99	\$28.78
Oil, Re-Refined, 30W, 55 Gal Drum, 2 drum min. Dist. 10	\$441.62	\$357.45
Oil, Hydraulic, Light, AW32, ISO-VG grade, America's Choice, 55 gal drum, Dist. 10	\$342.14	\$213.63
Oil, Hydraulic, Medium, AW46, ISO-VG grade, America's Choice, 55 gal drum, Dist. 10	\$342.14	\$225.52
Fluid, Tractor, Universal, ISO, America's Choice, 55 gal Drum, Dist. 10	\$399.87	\$288.45
Fluid, Transmission, Automatic, Level H, Dexron III/ Mercon, 12qt/case, 10 case minimum, Dist. 20	\$31.99	\$28.11
Fluid, Transmission, Automatic, Level H, Dexron III/ Mercon, 55 Gal Drum, 2 drum minimum, Dist. 20	\$411.98	\$340.69
Oil, Motor, SAE10W30, 55 Gal Drum, 2 drum min. Dist. 20	\$392.91	\$280.06
Oil, Motor, SAW 10W30, 12qt/case, 10 cs min. Dist. 20	\$30.54	\$24.38
Oil, Motor, SAE 15W40, 55gal Drum, 2 drum min. Dist 20	\$471.60	\$386.54
Oil, Motor, SAE 15W40, 12qt/case, 10 cs min. Dist 20	\$36.67	\$32.03
Oil, Motor, SAE5W30, 55 gal drum, 2 drum min. Dist 20	\$426.63	\$349.52
Oil Motor, SAE5W30, 12 qt/cs, 10 case min. Dist. 20	\$32.99	\$28.78
Oil, Re-Refined, 30W, 55 Gal Drum, 2 drum min. Dist. 20	\$441.62	\$357.45

Oil, Re-refined, 5W30, Bulk Package, Dist. 20	\$7.15	\$5.75
Oil, Re-refined, 15W40, Bulk Package, Dist. 20	\$7.97	\$6.42
Oil, Hydraulic, Light, AW32, ISO-VG grade, America's Choice, 55 gal drum, Dist. 20	\$342.14	\$213.63
Oil, Hydraulic, Medium, AW46, ISO-VG grade, America's Choice, 55 gal drum, Dist. 20	\$342.14	\$225.52
Fluid, Tractor, Universal, ISO, America's Choice, 55 gal Drum, Dist. 20	\$399.87	\$288.45
Fluid, Transmission, Automatic, Level H, Dexron III/ Mercon, 12qt/case, 10 case minimum, Dist. 30	\$31.99	\$28.11
Fluid, Transmission, Automatic, Level H, Dexron III/ Mercon, 55 Gal Drum, 2 drum minimum, Dist. 30	\$411.98	\$340.69
Oil, Motor, SAE10W30, 55 Gal Drum, 2 drum min. Dist. 30	\$392.91	\$280.06
Oil, Motor, SAW 10W30, 12qt/case, 10 cs min. Dist. 30	\$30.54	\$24.38
Oil, Motor, SAE 15W40, 55gal Drum, 2 drum min. Dist 30	\$471.60	\$386.54
Oil, Motor, SAE 15W40, 12qt/case, 10 cs min. Dist 30	\$36.67	\$32.03
Oil, Motor, SAE5W30, 55 gal drum, 2 drum min. Dist 30	\$426.63	\$349.52
Oil Motor, SAE5W30, 12 qt/cs, 10 case min. Dist. 30	\$32.99	\$28.78
Oil, Re-Refined, 30W, 55 Gal Drum, 2 drum min. Dist.30	\$441.62	\$357.45
Oil, Re-refined, 5W30, Bulk Package, Dist. 30	\$7.15	\$5.75
Oil, Hydraulic, Light, AW32, ISO-VG grade, America's Choice, 55 gal drum, Dist. 30	\$342.14	\$213.63
Oil, Hydraulic, Medium, AW46, ISO-VG grade, America's Choice, 55 gal drum, Dist. 30	\$342.14	\$225.52
Fluid, Tractor, Universal, ISO, America's Choice, 55 gal Drum, Dist. 30	\$399.87	\$288.45
Fluid, Transmission, Automatic, Level H, Dexron III/ Mercon, 12qt/case, 10 case minimum, Dist. 40	\$31.99	\$28.11
Fluid, Transmission, Automatic, Level H, Dexron III/ Mercon, 55 Gal Drum, 2 drum minimum, Dist. 40	\$411.98	\$340.69
Oil, Motor, SAE10W30, 55 Gal Drum, 2 drum min. Dist. 40	\$392.91	\$280.06
Oil, Motor, SAW 10W30, 12qt/case, 10 cs min. Dist. 40	\$30.54	\$24.38
Oil, Motor, SAE 15W40, 55gal Drum, 2 drum min. Dist 40	\$471.60	\$386.54
Oil, Motor, SAE 15W40, 12qt/case, 10 cs min. Dist 40	\$36.67	\$32.03
Oil, Motor, SAE5W30, 55 gal drum, 2 drum min. Dist 40	\$426.63	\$349.52

Oil Motor, SAE5W30, 12 qt/cs, 10 case min. Dist. 40	\$32.99	\$28.78
Oil, Re-Refined, 30W, 55 Gal Drum, 2 drum min. Dist. 40	\$441.62	\$357.45
Oil, Hydraulic, Light, AW32, ISO-VG grade, America's Choice, 55 gal drum, Dist. 40	\$342.14	\$213.63
Oil, Hydraulic, Medium, AW46, ISO-VG grade, America's Choice, 55 gal drum, Dist. 40	\$342.14	\$225.52
Fluid, Tractor, Universal, ISO, America's Choice, 55 gal Drum, Dist. 40	\$399.87	\$288.45
Fluid, Transmission, Automatic, Level H, Dexron III/ Mercon, 12qt/case, 10 case minimum, Dist. 50	\$31.99	\$28.11
Fluid, Transmission, Automatic, Level H, Dexron III/ Mercon, 55 Gal Drum, 2 drum minimum, Dist. 50	\$411.98	\$340.69
Oil, Motor, SAE10W30, 55 Gal Drum, 2 drum min. Dist. 50	\$392.91	\$280.06
Oil, Motor, SAW 10W30, 12qt/case, 10 cs min. Dist. 50	\$30.54	\$24.38
Oil, Motor, SAE 15W40, 55gal Drum, 2 drum min. Dist 50	\$471.60	\$386.54
Oil, Motor, SAE 15W40, 12qt/case, 10 cs min. Dist 50	\$36.67	\$32.03
Oil, Motor, SAE5W30, 55 gal drum, 2 drum min. Dist 50	\$426.63	\$349.52
Oil Motor, SAE5W30, 12 qt/cs, 10 case min. Dist. 50	\$32.99	\$28.78
Oil, Re-Refined, 30W, 55 Gal Drum, 2 drum min. Dist. 50	\$441.62	\$357.45
Oil, Hydraulic, Light, AW32, ISO-VG grade, America's Choice, 55 gal drum, Dist. 50	\$34214	\$213.63
Oil, Hydraulic, Medium, AW46, ISO-VG grade, America's Choice, 55 gal drum, Dist. 50	\$342.14	\$225.52
Fluid, Tractor, Universal, ISO, America's Choice, 55 gal Drum, Dist. 50	\$399.87	\$288.45
Fluid, Transmission, Automatic, Level H, Dexron III/ Mercon, 12qt/case, 10 case minimum, Dist. 60	\$31.99	\$28.11
Fluid, Transmission, Automatic, Level H, Dexron III/ Mercon, 55 Gal Drum, 2 drum minimum, Dist. 60	\$411.98	\$340.69
Oil, Motor, SAE10W30, 55 Gal Drum, 2 drum min. Dist. 60	\$392.91	\$280.06
Oil, Motor, SAW 10W30, 12qt/case, 10 cs min. Dist. 60	\$30.54	\$24.38
Oil, Motor, SAE 15W40, 55gal Drum, 2 drum min. Dist 60	\$471.60	\$386.54
Oil, Motor, SAE 15W40, 12qt/case, 10 cs min. Dist 60	\$36.67	\$32.03
Oil, Motor, SAE5W30, 55 gal drum, 2 drum min. Dist 60	\$426.63	\$349.52
Oil Motor, SAE5W30, 12 qt/cs, 10 case min. Dist. 60	\$32.99	\$28.78

Oil, Re-Refined, 30W, 55 Gal Drum, 2 drum min. Dist. 60	\$441.62	\$357.45
Oil, Hydraulic, Light, AW32, ISO-VG grade, America's Choice, 55 gal drum, Dist. 60	\$342.14	\$213.63
Oil, Hydraulic, Medium, AW46, ISO-VG grade, America's Choice, 55 gal drum, Dist. 60	\$342.14	\$225.52
Fluid, Tractor, Universal, ISO, America's Choice, 55 gal Drum, Dist. 60	\$399.87	\$288.45

All other matters previously agreed to and set forth in the original agreement and not affected by this Amendment shall remain in full force and effect.

Non-Collusion and Acceptance

The undersigned attests, subject to the penalties for perjury, that he/she is the contracting party, or that he/she is the representative, agent, member or officer of the contracting party, that he/she has not, nor has any other member, employee, representative, agent or officer of the firm, company, corporation or partnership represented by him/her, directly or indirectly, to the best of his/her knowledge, entered into or offered to enter into any combination, collusion or agreement to receive or pay, and that he/she has not received or paid, any sum of money or other consideration for the execution of this agreement other than that which appears upon the face of the agreement.

In Witness Whereof, Contractor and the State of Indiana have, through duly authorized representatives, entered into this agreement. The parties having read and understand the foregoing terms of the contract do by their respective signatures dated below hereby agree to the terms thereof.

Contractor:

(Where Applicable)

Signature: Kevin Jerich
Printed Name: Kevin Jerich
Title: Director - Oil Business Development
Date: March 17, 2009

Attested By: _____

State of Indiana Agency:

Signature: Cindi Atkinson
Printed Name: CINDI ATKINSON
Title: Procurement Administrator
Date: 3/19/09

Indiana Office of Technology

N/A

Gerry Weaver
Chief Information Officer

Date: _____

Department of Administration

Deese Deaton - Keen, CPPD/for

Mark W. Everson
Commissioner

Date: 3/19/09

State Budget Agency
Delegated per FMC 98-2
Christopher A. Ruhl
Director
Date: 3/19/09

Office of the Attorney General

Gregory F. Zoeller
Gregory F. Zoeller
Attorney General

Date: 3/21/09