

CLEAN HARBORS ENVIRONMENTAL SERVICES INC
Form S-4/A
July 20, 2011

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As filed with the Securities and Exchange Commission on July 20, 2011

Registration No. 333-175621

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, D.C. 20549

**AMENDMENT NO. 1
TO
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)
42 Longwater Drive
Norwell, Massachusetts 02161-9149
(781) 792-5000

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

(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.

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.

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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)

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.

Guarantor Registrants

| 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 |
| ARC Advanced Reactors and Columns, LLC | Delaware | 4953 | 26-4260688 |
| Baton Rouge Disposal, LLC | Delaware | 4953 | 56-2295315 |
| Bridgeport Disposal, LLC | Delaware | 4953 | 56-2295319 |
| CH International Holdings, LLC | 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 Catalyst Technologies, LLC | Delaware | 4953 | 32-0003075 |
| 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, LLC | 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 Exploration Services, Inc. | Delaware | 4953 | 84-1713357 |
| Clean Harbors Florida, LLC | Delaware | 4953 | 56-2295283 |
| Clean Harbors Grassy Mountain, LLC | Delaware | 4953 | 56-2295286 |
| Clean Harbors Industrial Services, Inc. | Delaware | 4953 | 52-2339707 |
| 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 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 |

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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 |
|--|--|--|--|
| Crowley Disposal, LLC | Delaware | 4953 | 06-1655356 |
| Disposal Properties, LLC | Delaware | 4953 | 56-2295213 |
| GSX Disposal, LLC | Delaware | 4953 | 56-2295215 |
| 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 |
| Peak Energy Services USA, Inc. | Delaware | 4953 | 98-0429483 |
| Plaquemine Remediation Services, LLC | Delaware | 4953 | 56-2295280 |
| Roebuck Disposal, LLC | Delaware | 4953 | 56-2295219 |
| Sanitherm USA, Inc. | Delaware | 4953 | 68-0678615 |
| 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.

EXPLANATORY NOTE

In connection with the obligation of Clean Harbors, Inc. (the "Company"), to file a registration statement with respect to an exchange offer for \$250,000,000 in aggregate principal amount of the Company's 7.625% Senior Subordinated Notes due 2016, the Company and the Company's wholly-owned domestic subsidiaries named therein as Guarantor Registrants filed with the Securities and Exchange Commission on July 15, 2011 a Registration Statement on Form S-4 (File No. 333-175621) (the "Registration Statement"). Exhibit 23.1 to the Registration Statement is a consent of Deloitte & Touche LLP as the independent registered public accounting firm for the Company and the Guarantor Registrants.

The Company has determined that an incorrect form of the consent of Deloitte & Touche LLP was inadvertently filed as Exhibit 23.1 to the Registration Statement. The sole purpose of this Amendment No. 1 to the Registration Statement is to file as Exhibit 23.1 the correct form of such consent. This Amendment makes no other changes to the Registration Statement or the Exhibits thereto.

Item 21. Exhibits and Financial Statement Schedules

**PART II
INFORMATION NOT REQUIRED IN THE PROSPECTUS**

(a) Exhibits.

| Exhibit No. | Description of Exhibit |
|--------------------|-----------------------------------|
| 23.1 | Consent of Deloitte & Touche LLP. |

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| Signature | Title | Date |
|-------------------------------|----------|---------------|
| <hr/> /s/ ROD MARLIN* | Director | July 20, 2011 |
| Rod Marlin | | |
| <hr/> /s/ DANIEL J. MCCARTHY* | Director | July 20, 2011 |
| Daniel J. McCarthy | | |
| <hr/> /s/ JOHN T. PRESTON* | Director | July 20, 2011 |
| John T. Preston | | |
| <hr/> /s/ ANDREA ROBERTSON* | Director | July 20, 2011 |
| Andrea Robertson | | |
| <hr/> /s/ THOMAS J. SHIELDS* | Director | July 20, 2011 |
| Thomas J. Shields | | |
| <hr/> /s/ LORNE R. WAXLAX* | Director | July 20, 2011 |
| Lorne R. Waxlax | | |

*By:

/s/ JAMES M. RUTLEDGE
James M. Rutledge,
Attorney-in-fact

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Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment to Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|--|---------------|
| <u>/s/ ERIC W. GERSTENBERG*</u> Eric W. Gerstenberg | President and Chief Executive Officer | July 20, 2011 |
| <u>/s/ JAMES M. RUTLEDGE</u> James M. Rutledge | Treasurer and Chief Financial and Accounting Officer | July 20, 2011 |
| <u>/s/ ERIC W. GERSTENBERG*</u> Eric W. Gerstenberg | Manager | July 20, 2011 |
| <u>/s/ JAMES M. RUTLEDGE</u> James M. Rutledge | Manager | July 20, 2011 |
| <u>/s/ WILLIAM J. GEARY*</u> William J. Geary | Manager | July 20, 2011 |
| By: <u>/s/ JAMES M. RUTLEDGE</u> James M. Rutledge, <i>Attorney-in-Fact</i> | | |

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GUARANTOR REGISTRANTS SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned Guarantor Registrants have duly caused this Amendment to Registration Statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the Town of Norwell, Commonwealth of Massachusetts, on July 20, 2011.

ARC Advanced Reactors and Columns, LLC
Clean Harbors Catalyst Technologies, LLC

By: /s/ JAMES M. RUTLEDGE

James M. Rutledge,
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment to Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|--|---------------|
| <u> /s/ WALLY DUMONT* </u> Wally Dumont | President and Chief Executive Officer | July 20, 2011 |
| <u> /s/ JAMES M. RUTLEDGE </u> James M. Rutledge | Executive Vice President, Treasurer and Chief Financial and Accounting Officer | July 20, 2011 |
| <u> /s/ JAMES M. RUTLEDGE </u> James M. Rutledge | Manager | July 20, 2011 |
| <u> /s/ WALLY DUMONT* </u> Wally Dumont | Manager | July 20, 2011 |

*By: /s/ JAMES M. RUTLEDGE

Attorney-in-Fact

GUARANTOR REGISTRANT SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned Guarantor Registrant has duly caused this Amendment to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Norwell, Commonwealth of Massachusetts, on July 20, 2011.

CH International Holdings, LLC

By: /s/ JAMES M. RUTLEDGE

James M. Rutledge,
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment to Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Name | Title | Date |
|---|---|---------------|
| <u> /s/ JERRY E. CORRELL* </u> Jerry E. Correll | President and Chief Executive Officer | July 20, 2011 |
| <u> /s/ JAMES M. RUTLEDGE </u> James M. Rutledge | Executive Vice President, Treasurer and Chief Financial Officer | July 20, 2011 |
| <u> /s/ JAMES M. RUTLEDGE </u> James M. Rutledge | Manager | July 20, 2011 |

*By: /s/ JAMES M. RUTLEDGE

Attorney-in-Fact

GUARANTOR REGISTRANT SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned Guarantor Registrant has duly caused this Amendment to Registration Statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the Town of Norwell, Commonwealth of Massachusetts, on July 20, 2011.

Clean Harbors Development, LLC

By: /s/ JAMES M. RUTLEDGE

James M. Rutledge,
Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment to Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Name | Title | Date |
|--|--|---------------|
| <u> /s/ WILLIAM J. GEARY* </u> William J. Geary | President and Chief Executive Officer | July 20, 2011 |
| <u> /s/ JAMES M. RUTLEDGE </u> James M. Rutledge | Executive Vice President, Treasurer and Chief Financial and Accounting Officer | July 20, 2011 |
| <u> /s/ ERIC W. GERSTENBERG* </u> Eric W. Gerstenberg | Manager | July 20, 2011 |
| <u> /s/ JAMES M. RUTLEDGE </u> James M. Rutledge | Manager | July 20, 2011 |
| <u> /s/ WILLIAM J. GEARY* </u> William J. Geary | Manager | July 20, 2011 |
| <u> /s/ ALAN S. MCKIM* </u> Alan S. McKim | Manager | July 20, 2011 |

*By: /s/ JAMES M. RUTLEDGE

Attorney-in-Fact

QuickLinks

Guarantor Registrants

EXPLANATORY NOTE

Item 21. Exhibits and Financial Statement Schedules

PART II INFORMATION NOT REQUIRED IN THE PROSPECTUS

REGISTRANT SIGNATURES

GUARANTOR REGISTRANTS SIGNATURES

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