

**AGREEMENT FOR
THE OPERATION OF CERTAIN MOTOR VEHICLES**

This is an Agreement dated MAY 28, 1999 among Chemical Waste Management, Inc. (CWM), Advanced Environmental Technical Services, LLC (Advanced), Oil and Solvent Process Company (OSCO) and Onyx Environmental Services, LLC (Onyx);

Whereas, pursuant to a March 10, 1999 Purchase and Sale Agreement between Vivendi and Waste Management (Agreement), certain motor vehicles owned and operated by CWM, Advanced and OSCO (Vehicles) are to be transferred to Onyx;

Whereas, the Vehicles will not be transferred to Onyx until the various hazardous waste transportation permits and other governmental approvals and registrations applicable to the Vehicles are transferred from CWM, Advanced and OSCO to Onyx;

Whereas, following the closing of the transaction described in the Agreement, expected to take place on or about June 30, 1999, Onyx needs to be able to operate the Vehicles;

Whereas the transfer process described above may take several months.

NOW THEREFORE, the parties agree as follows:

1. Advanced hereby authorizes qualified employees of Onyx to operate Vehicles to be transferred by Advanced to Onyx pursuant to the Agreement.
2. CWM hereby authorizes qualified employees of Onyx to operate Vehicles to be transferred by CWM to Onyx pursuant to the Agreement.
3. OSCO hereby authorizes qualified employees of Onyx to operate Vehicles to be transferred by OSCO to Onyx pursuant to the Agreement.
4. Vehicles defined as commercial motor Vehicles pursuant to 49 C.F.R. Section 390.5 shall be operated by employees who are qualified in accordance with the requirements set forth in 49 C.F.R. Section 391.11.
5. Employees of Onyx are hereby authorized to sign manifests and other hazardous waste tracking documents on behalf of Advanced.
6. Employees of Onyx are hereby authorized to sign manifests and other hazardous waste tracking documents on behalf of OSCO.
7. Employees of Onyx are hereby authorized to sign manifests and other hazardous waste tracking documents on behalf of CWM.

8. This Agreement shall be effective from to the earlier of July 1, 2000 or the date all hazardous waste transportation permits and other government approvals and registrations for the Vehicles have been transferred to Onyx.

9. This Agreement shall be governed by the laws of the State of New Jersey.

The parties have each caused this Agreement for the Operation of Certain Motor Vehicles to be executed by their duly authorized representatives on the date(s) set forth below.

Advanced Environmental Technical Services, LLC

By: *Douglas Chappel*

Date: MAY 28, 1999

Chemical Waste Management, Inc.

By: *Douglas Chappel*

Date: MAY 28, 1999

Oil and Solvent Process Company

By: *Douglas Chappel*

Date: MAY 28, 1999

Onyx Environmental Services, LLC

By: *Royall Johnson*

Date: 5/30/99