SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d)
of The Securities Exchange Act of 1934
for the Quarterly Period Ended
September 30, 1996

Commission File Number 0-16379

CLEAN HARBORS, INC.
(Exact name of registrant as specified in its charter)

Massachusetts	04-2997780
(State of Incorporation)	(IRS Employer Identification No.)
1501 Washington Street, Braintree, MA	02184
(Address of Principal Executive Offices)	(Zip Code)

(617) 849-1800 ext. 4454
(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common Stock, $.01 par value	9,743,152
(Class)	(Outstanding at November 6, 1996)

CLEAN HARBORS, INC. AND SUBSIDIARIES

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PART I: FINANCIAL INFORMATION

CLEAN HARBORS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME
Unaudited
(in thousands except for earnings per share amounts)

	THREE MONTHS ENDED SEPTEMBER 30,		NINE MONTHS ENDED SEPTEMBER 30,	
	1996	1995	1996	1995
Revenues	$50,738	$54,398	$146,112	$156,447
Cost of revenues	39,515	41,253	113,333	115,472
Selling, general and administrative expenses	8,768	10,267	27,248	29,748
Depreciation and amortization	2,416	2,567	7,432	7,552
Income (loss) from operations	39	311	(1,901)	3,675
Interest expense, net	2,362	2,328	6,870	6,462
Loss before benefit from income taxes	(2,323)	(2,017)	(8,771)	(2,787)
Benefit from income taxes	(581)	(817)	(2,782)	(1,200)
Net loss	$(1,742)	$(1,200)	$ (5,989)	$ (1,587)
Net loss per common and common equivalent share	$ (.19)	$ (.14)	$ (.66)	$ (.20)
Weighted average common and common equivalent shares				

outstanding	9,685	9,435	9,623	9,433

The accompanying notes are an integral part of these consolidated financial statements.

CLEAN HARBORS, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
(in thousands)

	SEPTEMBER 30, 1996 (Unaudited)	DECEMBER 31, 1995
ASSETS		
Current assets:		
Cash	$ 550	$ 225
Restricted investments	1,921	2,460
Accounts receivable, net of allowance for doubtful accounts	43,400	48,417
Prepaid expenses	2,381	2,039
Supplies inventories	2,894	2,970
Income tax receivable	2,500	722
Deferred tax asset	4,436	2,415
Total current assets	58,082	59,248
Property, plant and equipment:		
Land	8,231	8,364
Buildings and improvements	39,527	39,770
Vehicles and equipment	78,055	77,384
Furniture and fixtures	2,191	2,155
Construction in progress	1,744	1,317
	129,748	128,990
Less - Accumulated depreciation and amortization	59,603	54,256
Net property, plant and equipment	70,145	74,734
Other assets:		
Restricted investments	6,154	5,207
Goodwill, net	21,660	22,202
Permits, net	12,829	13,489
Other	4,367	3,436

Total other assets	45,010	44,334
Total assets	$173,237	$178,316

The accompanying notes are an integral part of these consolidated financial statements.

CLEAN HARBORS, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
(in thousands)

	SEPTEMBER 30, 1996 (Unaudited)	DECEMBER 31, 1995
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Current maturities of long-term obligations	$ 4,490	$ 3,605
Accounts payable	19,693	18,614
Accrued disposal costs	7,534	7,446
Other accrued expenses	13,425	17,886
Income tax payable	47	---
Total current liabilities	45,189	47,551
Long-term obligations, less current maturities	73,575	70,391
Stockholders' equity:		
Preferred Stock, $.01 par value:		
Series A Convertible; Authorized-2,000,000 shares; Issued and outstanding - none	--	--
Series B Convertible; Authorized-156,416 shares; Issued and outstanding 112,000 shares at September 30, 1996 and December 31, 1995 (liquidation preference of $5.6 million)	1	1
Common Stock, $.01 par value Authorized - 20,000,000 shares; Issued and outstanding - 9,690,612 shares at September 30, 1996 and 9,524,676 shares at December 31, 1995	97	96
Additional paid-in capital	59,318	58,871
Unrealized loss on restricted investments, net of tax	(32)	(7)
Retained earnings (accumulated deficit)	(4,911)	1,413

Total stockholders' equity	54,473	60,374
Total liabilities and stockholders' equity	$173,237	$178,316

The accompanying notes are an integral part of these consolidated financial statements.

CLEAN HARBORS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
Unaudited
(in thousands)

	NINE MONTHS ENDING SEPTEMBER 30, 1996	1995
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$(5,989)	$(1,587)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:		
Depreciation and amortization	7,432	7,552
Deferred taxes	(2,004)	(633)
Allowance for doubtful accounts	480	215
Amortization of deferred financing costs	477	365
Gain on sale of fixed assets	(33)	(17)
Changes in assets and liabilities:		
Accounts receivable	4,537	(5,034)
Refundable income taxes	(1,778)	(1,360)
Prepaid expenses	(342)	(640)
Supplies inventories	76	(344)
Accounts payable	1,079	1,498
Accrued disposal costs	88	1,136
Other accrued expenses	(4,461)	2,987
Taxes payable	47	--
Net cash (used in) provided by operating activities	(391)	4,138
CASH FLOWS FROM INVESTING ACTIVITIES:		
Additions to property, plant and equipment	(2,467)	(11,352)
Additions to permits	(13)	(75)
Proceeds from sale and maturities of restricted investments	730	42
Cost of restricted investments acquired	(1,181)	(5,998)

Increase in other assets	(977)	(1,737)
Proceeds from sale of fixed assets	919	26
Net cash used in investing activities	(2,989)	(19,094)

The accompanying notes are an integral part of these consolidated financial statements.

CLEAN HARBORS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS (continued)
Unaudited
(in thousands)

	NINE MONTHS ENDING SEPTEMBER 30,	
	1996	1995
CASH FLOWS FROM FINANCING ACTIVITIES:		
Preferred stock dividend distribution	--	(335)
Issuance of long-term debt (excluding the long-term revolver)	16,667	10,000
Net borrowings under long-term revolver	(7,130)	6,341
Payments on long-term obligations	(5,458)	(1,158)
Additions to deferred financing costs	(487)	(802)
Proceeds from stock issuance/stock options	113	15
Net cash provided by financing activities	3,705	14,061
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	325	(895)
Cash and equivalents, beginning of year	225	1,000
Cash and equivalents, end of period	$ 550	$ 105
Supplemental Information:		
Non cash investing and financing activities:		
Stock dividend on preferred stock	$ 335	--
Capital lease obligations	--	$ 196

For the nine months ended September 30, 1995 there were $1,799,000 of accrued liabilities assumed as a result of the acquisition of the incinerator in Kimball, Nebraska on May 12, 1995.

The accompanying notes are an integral part of these consolidated financial statements.

CLEAN HARBORS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
Unaudited
(in thousands)

	Series B Preferred Stock		Common Stock					
	Number of Shares	$0.01 Par Value	Number of Shares	$0.01 Par Value	Additional Paid-In Capital	Unrealized Loss on Restricted Investments	Retained Earnings (accumulated deficit)	Total Stockholders' Equity
Balance at December 31, 1995	112	$1	9,525	$96	$58,871	$ (7)	$ 1,413	$ 60,374
Preferred stock dividends: Series B	--	--	118	1	334	--	(335)	--
Employee stock purchase plan	--	--	48	--	113	--	--	113
Change in unrealized loss on restricted investments, net of tax	--	--	--	--	--	(25)	--	(25)
Net Loss	--	--	--	--	--	--	(5,989)	(5,989)
Balance at September 30, 1996	112	$1	9,691	$97	$59,318	$(32)	$(4,911)	$ 54,473

The accompanying notes are an integral part of these consolidated financial statements.

CLEAN HARBORS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 1 BASIS OF PRESENTATION

The consolidated interim financial statements included herein have been prepared by the Company, pursuant to the rules and regulations of the Securities and Exchange Commission, and include, in the opinion of management, all adjustments (consisting of only normal recurring accruals) necessary for the fair presentation of interim period results. The operating results for the nine months ended September 30, 1996 are not necessarily indicative of those to be expected for the full fiscal year. Reference is made to the audited consolidated financial statements and notes thereto included in the Company's Report on Form 10-K for the year ended December 31, 1995 as filed with the Securities and Exchange Commission. The year end condensed balance sheet data was derived from audited financial statements, but does not include all disclosures required by generally accepted accounting principles.

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES

NET INCOME (LOSS) PER COMMON AND COMMON EQUIVALENT SHARE

Net income (loss) per common and common equivalent share is based on net income(loss) less preferred stock dividend requirements divided by the weighted average number of common and common equivalent shares outstanding during each of the respective periods. Fully diluted net income (loss) per common share has not been presented as the amount would not differ significantly from that presented. Common share equivalents included in the computation represent shares issuable upon assumed exercise of stock options which would have a dilutive effect in periods where there are earnings.

NOTE 3 FINANCING ARRANGEMENTS

On September 6, 1996, the Company refinanced its $45,000,000 revolving credit and term loan agreement (the "Loan Agreement") with a financial institution by (i) guaranteeing $10,000,000 of 10.75% Economic Development Revenue Bonds due September 1, 2026 issued by the City of Kimball, Nebraska (the "Bonds"), and (ii) amending the Loan Agreement to reduce the maximum credit thereunder from $45,000,000 to $35,000,000. The Company used the net proceeds from the sale of the Bonds to repay a portion of its outstanding debt under the Loan Agreement. That portion was originally incurred for acquisition costs, including the costs relating to insurance premiums, associated with the acquisition of the Kimball incinerator ("the Facility"). In connection with the issuance of the Bonds, the Company has entered into a facilities lease with the City of Kimball whereby the City acquired a leasehold interest in the Facility and the Company leased the Facility back from the City. The Company retains title to the Facility.

NOTE 3 FINANCING ARRANGEMENTS (continued)

The Bonds were issued at 100% of their principal value. The Bonds are not redeemable prior to September 1, 2006. From that date until September 1, 2008, the Bonds are redeemable at a premium. After September 1, 2008, the Bonds are redeemable at par. Sinking fund payments begin on September 1, 1999 in the amount of $100,000 annually until the year 2008 when the sinking fund payments will gradually increase annually. The Bonds provide for certain covenants relating to, among others, incurrence of additional debt, debt service coverage, earnings before income taxes, depreciation and amortization ("EBITDA") coverage and the ratio of EBITDA to total debt. Certain of these covenants do not become effective until September 30, 1997. If for any fiscal quarter ending on or after September 30, 1997, the debt service coverage ratio is less that 1.25 to 1, the Company will be required to pay in six equal monthly installments into a debt service reserve fund held by the Trustee for the Bonds a total amount equal to the maximum annual debt service for one year on the Bonds.

CLEAN HARBORS, INC. AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

REVENUES

Revenues for the third quarter of 1996 were $50,738,000, down 7% as compared to revenues of $54,398,000 for the third quarter of the prior year. Revenues for the nine months of 1996 were $146,112,000, which was a 7% decline from the revenues for the nine months of 1995 of $156,447,000. The revenue decline, for the comparative three months and nine months, was the result of industry-wide pricing pressures and a decrease in the volumes of wastes which were processed through the Company's facilities.

There are many factors which have impacted, and will continue to impact, the Company's revenues. These factors include: competitive industry pricing; continued efforts by generators of hazardous waste to reduce the amount of hazardous waste they produce; industry-wide over capacity; and direct shipment by generators of waste to the ultimate treatment or disposal location. The Company has responded to these industry changes by enhancing its waste treatment capabilities and improving operating efficiencies. In the second quarter of 1995, the Company acquired an incinerator in Kimball, Nebraska which allows the Company to dispose of waste, reducing reliance on third parties.

On September 30, 1996, the Company had service centers and sales offices located in 24 states and Puerto Rico, and operated 12 waste management facilities. The following table sets forth, for the periods indicated, the Company's revenues by region, based upon the locations of its service centers as of September 30, 1996.

Service Center Revenues By Region
For The Seven Quarters Ended September 30, 1996
(in thousands; unaudited)

	3/31/95	6/30/95	9/30/95	12/31/95	3/31/96	6/30/96	9/30/96
Northeast	$19,693	$21,449	$20,275	$21,362	$17,617	$21,159	$22,524
Mid-Atlantic	15,367	16,817	17,317	16,817	13,052	15,720	15,248
Central	7,138	9,450	9,388	8,936	8,920	7,648	7,708
Midwest	4,952	7,183	7,418	5,688	6,147	5,111	5,258
Total	$47,150	$54,899	$54,398	$52,803	$45,736	$49,638	$50,738

CLEAN HARBORS, INC. AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS

The following table sets forth for the periods indicated certain operating data associated with the Company's results of operations.

Percentage Of Total Revenues
Three months ended September 30, Nine months ended September 30,

	1996	1995	1996	1995
Revenues	100.0%	100.0%	100.0%	100.0%
Cost of revenues:				
Disposal costs paid to third parties	14.6	13.7	14.3	15.1
Other costs	63.3	62.1	63.3	58.7
Total cost of revenues	77.9	75.8	77.6	73.8
Selling, general and administrative expenses	17.3	18.9	18.6	19.0
Depreciation and amortization of intangible assets	4.8	4.7	5.1	4.8
Income (loss) from operations	0.0	0.6	(1.3)	2.3
Other Data:				
Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA) (in thousands)	$2,455	$2,878	$5,531	$11,227

COST OF REVENUES

One of the largest components of cost of revenues is the cost of sending waste to other companies for disposal. The Company's outside disposal costs decreased to 14.3% of revenue in the first nine months of 1996 from 15.1% of revenue in the first nine months of 1995. The primary reason for the reduction in outside disposal cost was the acquisition of the Kimball incinerator. The remaining costs increased to 63.3% of revenue for the three and nine months ended September 30, 1996, respectively as compared to 62.1% and 58.7% for the same periods of the prior year. A portion of this increase in "other costs" was associated with the operating costs of the Kimball incinerator.

CLEAN HARBORS, INC. AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The Company is continuing to implement cost savings plans to reduce operating costs. This implementation included a reduction in workforce of approximately 300 employees since September of 1995. Approximately 160 employees were eliminated in the third quarter of 1996. Another cost savings program which began in September of 1996 was the CleanEXPRESS program. This program is directed towards fully utilizing the Company's newly expanded Chicago facility by shipping waste materials directly from customers' locations. The cost savings plans are expected to reduce the Company's cost structure while improving service, quality and competitiveness in the marketplace.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

Selling, general and administrative expenses decreased 15% to $8,768,000 for the three months ended September 30, 1996 as compared to

$10,267,000 for the same period of 1995. Selling, general and administrative expenses decreased 8% to $27,248,000 for the nine months ended September 30, 1996 as compared to $29,748,000 for the same period of 1995. The decline in expenses represents the Company's continued efforts to control costs in areas such as the rental of office space and a reduction in administrative staff. While there continues to be an effort to expand the Company's sales and marketing capabilities, any increases in these costs have been more than offset by cost savings programs. The Company does not anticipate any significant increases for the remainder of 1996 in selling, general and administrative expenses.

INTEREST EXPENSE

Interest expense increased to $2,362,000 during the third quarter of 1996 from the previous year's interest expense of $2,328,000 for the same period. Interest expense increased to $6,870,000 during the first nine months of 1996 from $6,462,000 for the comparable period of the prior year. The increase in interest expense is due to the average borrowings for the nine months ended September 1996 being $6 million greater than for the nine months ended 1995. This increase in debt is primarily due to the costs associated with the acquisition of the Kimball incinerator. A portion of the increase in interest expense during 1996 was offset by interest income from restricted investments.

INCOME TAXES

The effective income tax rate for the three months ended September 30, 1996 was 25% as compared to 41% for the comparable period of 1995. The effective income tax rate for the nine months ended September 30, 1996 was 32% as compared to 43% for the comparable period of 1995. The rate can fluctuate significantly depending on the amount of income before taxes, as compared to the fixed amount of goodwill amortization and other non-deductible items.

During the ordinary course of its business, the Company is audited by federal and state tax authorities which may result in proposed assessments. The Company believes that no current audits or assessments will result in charges which would be material to results of operations.

CLEAN HARBORS, INC. AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FACTORS THAT MAY AFFECT FUTURE RESULTS

From time to time, the Company and employees acting on behalf of the Company make forward-looking statements concerning the expected revenues, results of operations, capital expenditures, capital structure, plans and objectives of management for future operations, and future economic performance. This report contains forward-looking statements. There are many factors which could cause actual results to differ materially from those projected in a forward-looking statement, and there can be no assurance that such expectations will be realized.

The Company's future operating results may be affected by a number of factors, including the Company's ability to: integrate successfully the CleanEXPRESS program; continue to implement the treatment and disposal reengineering program; utilize its facilities and workforce profitably, in the face of intense price competition; successfully increase market share in its existing service territory while expanding its product offerings into other markets; integrate additional hazardous waste management facilities, such as the Kimball incinerator and the expanded Chicago facility; realize benefits from cost reduction programs; and generate incremental volumes of waste to be handled through such facilities from existing sales offices and service centers and others which may be opened in the future.

The future operating results of the Kimball incinerator may be affected by factors such as its ability to: obtain sufficient volumes of waste at prices which produce revenue sufficient to offset the operating costs of the facility; minimize downtime and disruptions of operations; and compete successfully against other incinerators which have an established share of the incineration market.

The Company's operations may be affected by the commencement and completion of major site remediation projects; seasonal fluctuations due to weather and budgetary cycles influencing the timing of customers' spending for remedial activities; the timing of regulatory decisions relating to hazardous waste management projects; changes in the manufacturing sector towards waste minimization and delays in the remedial market; suspension of governmental permits; and fines and penalties for noncompliance with the myriad of regulations governing the Company's diverse operations. As a result of these factors, the Company's revenue and income could vary significantly from quarter to quarter, and past financial performance should not be considered a reliable indicator of future performance.

FINANCIAL CONDITION AND LIQUIDITY

The Company has financed its operations and capital expenditures primarily by additions to long-term debt. During the nine months ended September 30, 1996, the Company spent $2,467,000 on additions to plant and equipment and construction in progress, as compared to its capital expenditures of $5,998,000 during the same period of the prior year, during which the Company also spent $5,550,000 on the acquisition of the Kimball incinerator. During the nine months ended September 30, 1996, net additions to long-term debt were $4,069,000, as compared to net additions to long-term debt of $14,942,000 during the same period of the previous year. During the three months ended September 30, 1996 the Company received $753,000 from the sale of an office building.

During the third quarter of 1996, the Company refinanced its $45,000,000 revolving credit and term loan agreement (the "Loan Agreement") with a financial institution by (i) guaranteeing $10,000,000 of 10.75% Economic Development Revenue Bonds due September 1, 2026 issued by the City of Kimball, Nebraska (the "Bonds"), and (ii) amending the Loan Agreement to reduce the maximum credit thereunder from $45,000,000 to $35,000,000. The Company used the net proceeds from the sale of the Bonds to repay a portion of its outstanding debt under the Loan Agreement. That portion was originally incurred to pay for a portion of the costs of the Kimball incinerator and landfill, including the prepaid closure insurance programs, as well as the costs of improvements to the facility.

As amended, the Loan Agreement provides for a $24,500,000 revolving credit portion (the "Revolver") and a $10,500,000 term loan portion. The Loan Agreement allows the Company to make regularly scheduled payments of principal and interest on its other indebtedness for borrowed money (including capital leases), to pay dividends in cash on its preferred stock, to prepay such debt or redeem such preferred stock, and to make acquisitions of other companies, provided that on each of the sixty consecutive days prior thereto, and after giving effect thereto, the Company shall maintain borrowing availability in excess of $4,500,000. The Company received from its lender a waiver for compliance with the Loan Agreement covenant requiring $4,500,000 of excess availability, which was granted through November 1996. The Company is continuing to renegotiate some of the terms of the Loan Agreement.

Dividends on the Company's Series B Convertible Preferred Stock are payable on the 15th day of January, April, July and October, at the rate of $1.00 per share, per quarter; 112,000 shares are outstanding. Under the terms of the preferred stock, the Company can elect to pay dividends in cash or in common stock with a market value equal to the amount of the dividend payable. The Company elected to pay the 1996 dividends in common stock. Accordingly, the Company has issued a total of 118,493 shares of common stock to the holders of the preferred stock for the year. The Company anticipates that the preferred stock dividends payable through 1996 will be paid in common stock.

The Company believes it has adequate liquidity for its ongoing operations and planned capital needs. It is expected that capital expenditures in 1996 will be approximately $3,000,000.

CLEAN HARBORS, INC. AND SUBSIDIARIES

PART II - OTHER INFORMATION

ITEM 1 - LEGAL PROCEEDINGS

No reportable events have occurred which would require modification of the discussion under Item 3 - Legal Proceedings contained in the Company's Report on Form 10-K for the Year Ended December 31, 1995.

ITEM 2 - CHANGES IN SECURITIES

None

ITEM 3 - DEFAULTS UPON SENIOR DEBT

None

ITEM 4 - SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None

ITEM 5 - OTHER INFORMATION

None

ITEM 6 - EXHIBITS AND REPORTS ON FORM 8-K

A) Exhibit 4.9 - Third Amendment to Financing Agreements dated September 6, 1996 by and between Congress Financial Corporation (New England), the Company's Subsidiaries as Borrowers, and Clean Harbors, Inc. as Guarantor.

Exhibit 11 - Computation of Net Income per Share.

Exhibit 27 - Financial Data Schedule.

B) Reports on Form 8-K - None

CLEAN HARBORS, INC. AND SUBSIDIARIES

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Clean Harbors, Inc.

Registrant

Dated: November 13, 1996

By: /s/ Alan S. McKim

Alan S. McKim
President and
Chief Executive Officer

Dated: November 13, 1996

By: /s/ Donald N. Leef

Donald N. Leef
Vice President, Treasurer and
Chief Financial Officer

EXHIBIT 4.9

September 6, 1996

CLEAN HARBORS ENVIRONMENTAL
SERVICES, INC.
CLEAN HARBORS TECHNOLOGY
CORPORATION
CLEAN HARBORS KINGSTON FACILITY
CORPORATION
CLEAN HARBORS OF BRAINTREE, INC.
CLEAN HARBORS SERVICES, INC.
CLEAN HARBORS OF NATICK, INC.
CLEAN HARBORS OF CONNECTICUT, INC.
MURPHY'S WASTE OIL SERVICE, INC.
CLEAN HARBORS OF CLEVELAND, INC.
MR. FRANK, INC.
SPRING GROVE RESOURCE RECOVERY, INC.

Re: Third Amendment to Financing Agreements - Issuance of City of Kimball, Nebraska Economic Development Revenue Bonds ("Third Amendment")

Gentlemen:

Reference is made to the Loan and Security Agreement dated May 8, 1995, as amended, between you and the undersigned (the "Loan Agreement"). All capitalized terms not otherwise defined herein shall have the meanings given such terms in the Loan Agreement.

Borrowers have arranged for the issuance of $10,000,000 of City of Kimball, Nebraska Economic Development Revenue Bonds (Clean Harbors, Inc.), Series 1996 (the "Bonds"), the proceeds of which will reimburse the Borrowers for costs incurred in connection with the Kimball, Nebraska waste disposal facility (the "Facility") owned by Clean Harbors Technology Corporation ("CHTC"). The proceeds of the Bonds less certain costs of issuance will be $9,800,000. Upon such issuance, not less than $9,300,000 in proceeds are to be immediately paid to the Lender and applied to the Obligations and up to $500,000 of additional proceeds will be subject to certain escrow conditions and will be, once released by the Trustee for the Bonds, paid to Lender and applied to the Obligations. In connection with the issuance of the Bonds, Borrowers have requested that certain amendments be made in the Loan Agreement. Subject to the terms and conditions hereof, the Lender agrees with the Borrowers as follows:

(1) Section 1.31 of the Loan Agreement is deleted in its entirety and replaced with the following:

"1.31 "Maximum Credit" shall mean $35,000,000.00.

(2) Section 1.48 of the Loan Agreement is deleted in its entirety and replaced with the following:

"1.48 "Revolving Credit Limit" shall mean the amount of $24,500,000.00."

(3) Notwithstanding the provisions of Section 9.8, the Lender consents to the lease and leaseback of the Facility by CHTC pursuant to a certain Facilities Lease (the "Facilities Lease") and Lease Agreement (the "Lease") between CHTC and the City of Kimball, Nebraska, each dated as of September 1, 1996; provided, that no mortgage, security interest or lien on the Facility or the assets of CHTC, the Parent or the other Borrowers is granted to secure the repayment of the Lease or the Bonds (other than a debt service reserve which the Parent and Borrowers may be required to be fund with the Trustee under certain circumstances for up to one year of maximum debt service on the Bonds) and the Facilities Lease and Lease shall in all respects be subject to the Mortgage of the Lender on the Facility and the real estate on which the Facility is located. The Borrowers further covenant and agree that upon release from escrow of the additional Bond proceeds and any release of funds from the above-described debt service reserve or any other account maintained in respect of the Bonds or Lease, Borrowers shall cause such funds to be paid to the Payment Account.

(4) Notwithstanding the provisions of Section 9.9 and 9.10, the Lender consents (a) to CHTC incurring the obligations under the Lease Agreement and (b) to the other Borrowers and the Parent guarantying the obligations of CHTC pursuant to the Lease Agreement; provided, that such obligations and guaranties are and remain unsecured (except to the extent of the debt service reserve fund described above) and subject to the provisions of Section 9.9.

(5) Section 10.1 is amended by deleting the period at the end of clause (o), inserting "; or" in place thereof and adding the following clause to the end thereof as clause (p):

"(p) there shall be a default under the Lease Agreement dated as of September 1, 1996 between the CHTC and the City of Kimball, Nebraska or the City of Kimball, Nebraska Economic Development Bonds (Clean Harbors, Inc.) Series, 1996 or under any of the agreements, instruments or documents relating thereto."

(6) This Third Amendment and the Lender's obligations hereunder shall not be effective until each of the following conditions are satisfied:

(a) The Bonds will be duly issued, all documentation necessary therefor executed and delivered and all conditions thereto satisfied without amendment or waiver and all of the proceeds thereof that are not subject to escrow with the Trustee and, in any event, not less than $9,300,000, shall be paid to Lender;

(b) all requisite corporate action and proceedings of the Borrowers in connection with this Third Amendment shall be satisfactory in form and substance to Lender and Lender shall receive certified copies of such corporate action and proceedings as Lender may request; and

(c) Lender shall have received in form and substance satisfactory to Lender, an opinion of counsel to Borrowers with respect to this Third Amendment.

(7) Each Borrower confirms and agrees that (a) all representations and warranties contained in the Loan Agreement and in the other Financing Agreements are on the date hereof true and correct in all material respects (except for changes that have occurred as permitted by the covenants in Section 9 of the Loan Agreement or as permitted under this Third Amendment), and (b) it is unconditionally and jointly and severally liable for the punctual and full payment of all Obligations, including, without limitation, all charges, fees, expenses and costs (including attorneys' fees and expenses) under the Financing Agreements, and that no Borrower has any defenses, counterclaims or setoffs with

respect to full, complete and timely payment of all Obligations.

(8) Each Guarantor, for value received, hereby assents to the Borrowers' execution and delivery of this Amendment, and to the performance by the Borrowers of their respective agreements and obligations hereunder. This Amendment and the performance or consummation of any transaction or matter contemplated under this Amendment, shall not limit, restrict, extinguish or otherwise impair any of the Guarantor's liability to Lender with respect to the payment and other performance obligations of the Guarantors pursuant to the Guarantees, dated May 8, 1995 executed for the benefit of Lender. Each Guarantor acknowledges that it is unconditionally liable to Lender for the full and complete payment of all Obligations including, without limitation, all charges, fees, expenses and costs (including attorney's fees and expenses) under the Financing Agreements and that such Guarantor has no defenses, counterclaims or setoffs with respect to full, complete and timely payment of any and all Obligations.

(9) Borrowers hereby agree to pay to Lender all reasonable attorney's fees and costs which have been incurred or may in the future be incurred by Lender in connection with the negotiation and preparation of this Amendment and any other documents and agreements prepared in connection with this Amendment. The undersigned confirm that the Financing Agreements remain in full force and effect without amendment or modification of any kind, except for the amendments explicitly set forth herein. The undersigned further confirm that no Event of Default or events which with notice or the passage of time or both would constitute an Event of Default have occurred and are continuing. The execution and delivery of this Amendment by Lender shall not be

construed as a waiver by Lender of any Event of Default under the Financing Agreements. This Amendment shall be deemed to be a Financing Agreement and, together with the other Financing Agreements, constitute the entire agreement between the parties with respect to the subject matter hereof and supersedes all prior dealings, correspondence, conversations or communications between the parties with respect to the subject matter hereof.

If you accept and agree to the foregoing please sign and return the enclosed copy of this letter. Thank you.

Very truly yours,

CONGRESS FINANCIAL CORPORATION
(NEW ENGLAND)

By:

Name:

Title:

AGREED:
- -------

CLEAN HARBORS ENVIRONMENTAL
SERVICES, INC.

By:

   Name: Stephen Moynihan
   Title: Vice President

CLEAN HARBORS TECHNOLOGY
CORPORATION

By:

   Name: Stephen Moynihan
   Title: Vice President

CLEAN HARBORS KINGSTON FACILITY
CORPORATION

By:

   Name: Stephen Moynihan
   Title: Vice President

CLEAN HARBORS OF BRAINTREE, INC.

By:

   Name: Stephen Moynihan
   Title: Vice President

CLEAN HARBORS SERVICES, INC.

By:

   Name: Stephen Moynihan
   Title: Vice President

CLEAN HARBORS OF NATICK, INC.

By:

   Name: Stephen Moynihan
   Title: Vice President

CLEAN HARBORS OF CONNECTICUT, INC.

By:

Name: Stephen Moynihan
Title: Vice President

MURPHY'S WASTE OIL SERVICE, INC.

By:

Name: Stephen Moynihan
Title: Vice President

CLEAN HARBORS OF CLEVELAND, INC.

By:

Name: Stephen Moynihan
Title: Vice President

MR. FRANK, INC.

By:

Name: Stephen Moynihan
Title: Vice President

SPRING GROVE RESOURCE RECOVERY, INC.

By:

Name: Stephen Moynihan
Title: Vice President

CLEAN HARBORS, INC.

By:

Name: Stephen Moynihan
Title: Vice President

CLEAN HARBORS OF BALTIMORE, INC.

By:

Name: Stephen Moynihan
Title: Vice President

EXHIBIT 11

CLEAN HARBORS, INC. AND SUBSIDIARIES

COMPUTATION OF NET INCOME PER SHARE
FOR THE THIRD QUARTER ENDED SEPTEMBER 30, 1996
(in thousands)

	THREE MONTHS ENDED SEPTEMBER 30,		NINE MONTHS ENDED SEPTEMBER 30,	
	1996	1995	1996	1995
Net loss	$(1,742)	$(1,200)	$(5,989)	$(1,587)
Plus preferred dividends accrued	112	112	336	335
Adjusted net loss	$(1,854)	$(1,312)	$(6,325)	$(1,922)
Loss per common and common equivalent share:				
Weighted average number of shares outstanding	9,685	9,435	9,623	9,433
Incremental shares for stock options under treasury stock method	--	--	--	--
Weighted average number of common and common equivalent shares outstanding	9,685	9,435	9,623	9,433
Loss per common and common equivalent share	$ (.19)	$ (.14)	$ (.66)	$ (.20)
Loss per common and common equivalent share - assuming full dilution:				
Weighted average number of shares outstanding	9,685	9,435	9,623	9,433
Incremental shares for stock options under treasury stock method	--	--	--	--
Weighted average number of common and common equivalent shares outstanding - assuming full dilution	9,685	9,435	9,623	9,433
Loss per common and common equivalent share - assuming full dilution	$ (.19)	$ (.14)	$ (.66)	$ (.20)

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