



DealerTrack Holdings, Inc.

TRAK NASDAQ

Business Support / Supplies

Market Capitalization USD:

\$648.92 mm

CONCERN LEVEL: AVERAGE

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated.
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Mark F. O'Neil

Age: 53

CEO Since: 2001

	2009	2010	2011
Base Salary	\$505,328	\$522,100	\$522,100
Discretionary Bonus	\$19,672	\$0	\$0
Annual Cash Incentive	\$350,800	\$266,271	\$907,540
Benefits and Perquisites	\$4,419	\$6,657	\$8,889
TOTAL ANNUAL COMPENSATION	\$880,219	\$795,028	\$1,438,529
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$877,743	\$760,840	\$597,592
Stock Awards	\$940,800	\$1,799,994	\$1,182,282
TOTAL COMPENSATION	\$2,698,762	\$3,355,862	\$3,218,403
Median of Other Named Executive Officers Total Compensation	\$1,093,348	\$1,113,759	\$1,563,958
Value Realized on Exercise of Stock Option	\$2,474,189	\$0	\$3,297,092
Value Realized on Vesting of Stock	\$386,575	\$1,761,354	\$902,459
TOTAL REALIZED EQUITY COMPENSATION	\$2,860,764	\$1,761,354	\$4,199,551

Proxy Date: 30 Apr 2012

Annual Meeting Date: 20 Jun 2012

Equity Reserves: 26.84%

Stock Option Run Rate: 1.83%

DealerTrack Holdings, Inc.

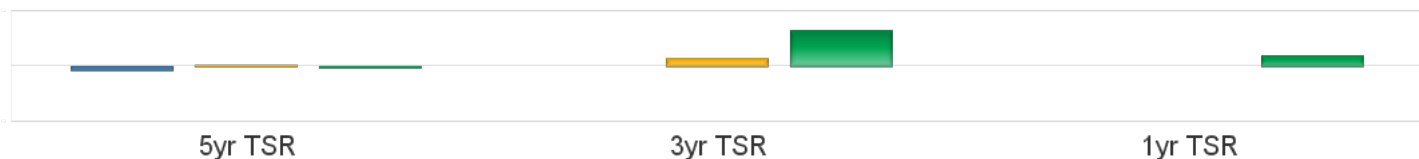
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Performance Comparison

■ S&P500 ■ Industry ■ TRAK



Peer Comparisons (TRBC) =Business Support / Supplies

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
TRAK	DealerTrack Holdings, Inc.	\$2,698,762	\$3,355,862	\$3,218,403	\$648,915,039
BAH	Booz Allen Hamilton Holding Corporation				\$1,940,434,999
ACTG	Acacia Research Corporation	\$789,696	\$1,255,154	\$4,385,488	\$1,543,000,565
FCN	FTI Consulting, Inc.	\$3,851,456	\$3,592,007	\$4,944,250	\$1,529,647,758
WXS	Wright Express Corporation	\$2,901,346	\$4,239,654	\$2,668,455	\$1,469,943,734
BRC	Brady Corporation	\$1,831,916	\$3,957,797		\$1,395,047,923
WOOF	VCA Antech, Inc.	\$1,861,929	\$5,266,314	\$12,278,595	\$1,383,794,364

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

ACI Worldwide, Inc., Art Technology Group, Inc., BlackBaud, Inc., Blackboard, Inc., Bottomline Technologies, Inc., Digital River, Inc., Liquidity Services, Inc., NetSuite, Inc., Radiant Systems, Inc., RightNow Technologies, Inc., S1 Corporation, Synchronoss Technologies, Inc., TNS, Inc., Tyler Technologies, Inc., Websense, Inc., and Wright Express Corporation.

Performance Peer Group

NASDAQ Internet Index

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
John J. McDonnell	Chairman	74	Male	7	Outside
James D. Fov	Member	65	Male	4	Outside
Marv A. Cirillo	Member	64	Female	10	Outside Related

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