


**Heritage-Crystal Clean, Inc.****HCCI NASDAQ****Environmental Services**

Market Capitalization USD:

\$260.16 mm**CONCERN LEVEL: LOW**

- 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: Joseph Chalhoub**Age: 66****CEO Since: 1999**

	2009	2010	2011
Base Salary	\$355,000	\$355,000	\$363,876
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$68,362	\$86,700	\$70,809
Benefits and Perquisites	\$9,536	\$10,112	\$10,138
TOTAL ANNUAL COMPENSATION	\$432,898	\$451,812	\$444,823
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$148,224	\$0	\$0
Stock Awards	\$0	\$286,249	\$270,178
TOTAL COMPENSATION	\$581,122	\$738,061	\$715,001
Median of Other Named Executive Officers Total Compensation	\$269,377	\$348,036	\$364,889
Value Realized on Exercise of Stock Option	\$0	\$0	\$639,626
Value Realized on Vesting of Stock	\$0	\$0	\$0
TOTAL REALIZED EQUITY COMPENSATION	\$0	\$0	\$639,626

Proxy Date: 27 Mar 2012

Annual Meeting Date: 3 May 2012

Equity Reserves: 10.99%

Stock Option Run Rate: 0.00%

Heritage-Crystal Clean, Inc.

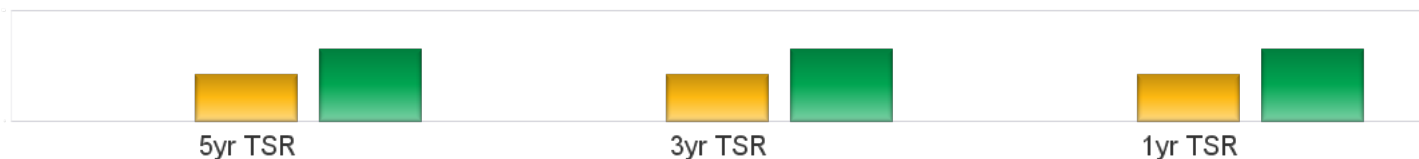
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Performance Comparison

■ vs S&P500 ■ vs Industry ■ HCCI



Peer Comparisons (TRBC) =Environmental Services

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
HCCI	Heritage-Crystal Clean, Inc.	\$581,122	\$738,061	\$715,001	\$260,161,104
ECOL	US Ecology, Inc.	\$515,889	\$1,168,142		\$283,265,198
PMFG	PMFG, Inc.	\$516,040	\$827,641		\$279,817,644
FTEK	Fuel Tech, Inc.	\$826,652	\$585,087		\$141,626,877
CWST	Casella Waste Systems, Inc.	\$431,923	\$759,124		\$141,422,595
PRMW	Primo Water Corporation		\$403,292		\$133,747,264
MPR	Met-Pro Corporation	\$671,899	\$718,046		\$125,778,896

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

Group One: American Ecology Corp, Casella Waste Sys Inc., Perma-Fix Environmental Services, Waste Industries USA Inc., Waste Services, Inc., WCA Waste Corp.

Group Two: 3D Systems Corp., Industrial Services Amer Inc., Standard Parking Corp., Armtech Systems Inc., LMI Aerospace Inc., Symyx Technologies Inc., Atwood Oceanics, Mitcham Industries Inc., T-3 Energy Services, Inc., Dril-Quip Inc., Natural Gas Services Group, Tesco Corp., Exterran Partners, L.P., Omni Energy Services Corp., Fortress International Group, Inc., Semitool Inc.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Charles E. Schalliol	Chairman	64	Male	4	Outside
Bruce C. Bruckmann	Member	58	Male	8	Outside Related
Carmine Falcone	Member	65	Male	4	Outside

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