

CERTAIN 2007 FINANCIAL INFORMATION

In our Registration Statement on Form S-1, as amended, filed with the Securities and Exchange Commission in March 2008 (SEC File No. 333-143864), we computed our 2007 pro forma earnings per share (“EPS”) based on a share count of 5,896,900 shares. In accordance with SEC guidance, the pro forma EPS of Heritage-Crystal Clean (“HCCI”) was presented to reflect the 500 to 1 conversion of our common stock outstanding as of December 29, 2007, but it did not reflect the conversion of preferred units to 1,217,390 shares of common stock that occurred in the reorganization of our company immediately prior to the completion of our initial public offering. In the reorganization, common and preferred unit holders of Heritage-Crystal Clean, LLC became stockholders of HCCI. For the financial periods presented after the completion of the reorganization, we are required under GAAP to reflect the additional shares of common stock issued in the reorganization in our pro forma financial statements. Under SEC guidance, upon the completion of the initial public offering and the reorganization, HCCI is required under GAAP to show on a retroactive basis the effect of the reorganization for all financial periods presented in its financial statements. The following table reflects the quarterly weighted average shares of common stock outstanding and pro forma earnings per share of HCCI for the periods presented, retroactively adjusted in accordance with GAAP to reflect HCCI’s reorganization that occurred prior to our initial public offering in March 2008. Therefore, the table set forth below reflects this retroactive adjustment, which increased the number of common shares outstanding as compared to the disclosures made in our filings with the SEC that occurred prior to the completion of our initial public offering in March 2008.

The table presents a summary of certain of our historical financial information. It is important that you read this financial information along with our financial statements and related notes and other reports that we have filed with the Securities and Exchange Commission.

	Unaudited Quarter Ended March 24, 2007	Unaudited Quarter Ended June 16, 2007	Unaudited Quarter Ended September 8, 2007	Unaudited Quarter Ended December 29, 2007	Fiscal Year December 29, 2007
Net income*	\$ 2,280	\$ 1,800	\$ 1,810	\$ 1,178	\$ 7,068
Preferred return	390	390	390	520	1,691
Net income available to common shareholders	<u>\$ 1,890</u>	<u>\$ 1,410</u>	<u>\$ 1,419</u>	<u>\$ 658</u>	<u>\$ 5,376</u>
Other information:					
Net income available to common shareholders per share: basic	\$ 0.26	\$ 0.20	\$ 0.20	\$ 0.09	\$ 0.75
Net income available to common shareholders per share: diluted	<u>0.26</u>	<u>0.19</u>	<u>0.20</u>	<u>0.09</u>	<u>0.74</u>
Number of weighted average common shares outstanding: basic**	7,202	7,182	7,182	7,182	7,178
Number of weighted average common shares outstanding: diluted**	<u>7,202</u>	<u>7,242</u>	<u>7,242</u>	<u>7,242</u>	<u>7,229</u>
Pro forma data (unaudited):					
Net income*	\$ 2,280	\$ 1,800	\$ 1,810	\$ 1,178	\$ 7,068
Pro forma provision for income taxes	932	738	742	485	2,898
Return on preferred and mandatorily redeemable capital units	405	400	401	523	1,730
Pro forma net income available to common members	<u>\$ 942</u>	<u>\$ 662</u>	<u>\$ 667</u>	<u>\$ 170</u>	<u>\$ 2,440</u>
Pro forma net income available to common members per share: basic**	\$ 0.13	\$ 0.09	\$ 0.09	\$ 0.02	\$ 0.34
Pro forma net income available to common members per share: diluted**	<u>0.13</u>	<u>0.09</u>	<u>0.09</u>	<u>0.02</u>	<u>0.34</u>
Number of weighted average common shares outstanding: basic**	7,202	7,182	7,182	7,182	7,178
Number of weighted average common shares outstanding: diluted**	<u>7,202</u>	<u>7,242</u>	<u>7,242</u>	<u>7,242</u>	<u>7,229</u>

	Unaudited First Half Ended June 16, 2007	Unaudited Three Quarters Ended September 8, 2007	Fiscal Year Ended December 29, 2007
Net income*	\$ 4,080	\$ 5,890	\$ 7,068
Preferred return	781	1,171	1,691
Net income available to common shareholders	<u>\$ 3,300</u>	<u>\$ 4,719</u>	<u>\$ 5,376</u>
Other information:			
Net income available to common shareholders per share: basic	\$ 0.46	\$ 0.66	\$ 0.75
Net income available to common shareholders per share: diluted	<u>0.46</u>	<u>0.65</u>	<u>0.74</u>
Number of weighted average common shares outstanding: basic**	7,173	7,176	7,178
Number of weighted average common shares outstanding: diluted**	<u>7,214</u>	<u>7,223</u>	<u>7,229</u>
Pro forma data (unaudited):			
Net income*	\$ 4,080	\$ 5,890	\$ 7,068
Pro forma provision for income taxes	1,673	2,413	2,898
Return on preferred and mandatorily redeemable capital units	806	1,206	1,730
Pro forma net income available to common members	<u>\$ 1,601</u>	<u>\$ 2,271</u>	<u>\$ 2,440</u>
Pro forma net income available to common members per share: basic**	\$ 0.22	\$ 0.32	\$ 0.34
Pro forma net income available to common members per share: diluted**	<u>0.22</u>	<u>0.31</u>	<u>0.34</u>
Number of weighted average common shares outstanding: basic**	7,173	7,176	7,178
Number of weighted average common shares outstanding: diluted**	<u>7,214</u>	<u>7,223</u>	<u>7,229</u>

Footnotes:

* At the time of our initial public offering in March 2008, we changed our parent company legal structure from a limited liability company to a corporation. As a limited liability company we were not subject to Federal or state corporate income taxes. Therefore, net income does not give effect to taxes. For comparison purposes, we have presented pro forma net income, which reflects income taxes assuming we had been a corporation since the time of our formation and assuming tax rates equal to the rates that would have been in effect had we been required to report tax expense in such years.

** The weighted average shares outstanding information reflects the 500-for-1 exchange of common units for common stock and the issuance of 1,217,390 shares of common stock in our reorganization that occurred prior to our initial public offering. HCCI has included the redeemable common capital units outstanding prior to the reorganization in the calculation of basic and diluted earnings per share as the effect of excluding them would be anti-dilutive. In accordance with SFAS 150, shares of common stock that are mandatorily redeemable are excluded from the calculation of basic and diluted earnings per share. The Company has deducted earnings attributable to mandatorily redeemable units from income available to common unit holders.