UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

x	**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2010

OR

o	**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

FOR THE TRANSITION PERIOD FROM TO

Commission File Number 001-34223

CLEAN HARBORS, INC.

(Exact name of registrant as specified in its charter)

Massachusetts	**04-2997780**
(State of Incorporation)	(IRS Employer Identification No.)

42 Longwater Drive, Norwell, MA — **02061-9149**
(Address of Principal Executive Offices) — (Zip Code)

(781) 792-5000

(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 twelve 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 o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer x	Accelerated filer o
Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act). Yes o No x

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 (Class)	**26,354,377** (Outstanding at November 3, 2010)

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CLEAN HARBORS, INC.

QUARTERLY REPORT ON FORM 10-Q

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CLEAN HARBORS, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

ASSETS

(in thousands)

		September 30, 2010 (unaudited)		December 31, 2009
Current assets:				
Cash and cash equivalents	$	280,916	$	233,546
Marketable securities		2,821		2,072
Accounts receivable, net of allowances aggregating $21,251 and $8,255, respectively		344,320		274,918
Unbilled accounts receivable		26,162		12,331
Deferred costs		7,067		5,192
Prepaid expenses and other current assets		20,523		18,348
Supplies inventories		42,690		41,417
Deferred tax assets		19,878		18,865
Assets held for sale				13,561
Total current assets		744,377		620,250
Property, plant and equipment:				
Land		30,871		29,294
Asset retirement costs (non-landfill)		2,235		1,853
Landfill assets		51,976		48,646
Buildings and improvements		144,875		141,685
Camp equipment		60,097		52,753
Vehicles		153,037		120,587
Equipment		510,477		492,831
Furniture and fixtures		2,259		1,695
Construction in progress		26,589		14,413
		982,416		903,757
Less accumulated depreciation and amortization		355,092		313,813
Total property, plant and equipment, net		627,324		589,944
Other assets:				
Long-term investments		5,430		6,503
Deferred financing costs		7,958		10,156
Goodwill		58,557		56,085
Permits and other intangibles, net of accumulated amortization of $57,203 and $48,981, respectively		114,500		114,188
Other		8,222		3,942
Total other assets		194,667		190,874
Total assets	$	1,566,368	$	1,401,068

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

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CLEAN HARBORS, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS (Continued)

LIABILITIES AND STOCKHOLDERS EQUITY

(in thousands)

	September 30, 2010 (unaudited)	December 31, 2009
Current liabilities:		
Current portion of capital lease obligations	$ 5,126	$ 1,923
Accounts payable	145,120	97,923
Deferred revenue	28,654	21,156
Accrued expenses	115,377	90,707
Current portion of closure, post-closure and remedial liabilities	19,925	18,412
Liabilities held for sale		3,199
Total current liabilities	314,202	233,320
Other liabilities:		
Closure and post-closure liabilities, less current portion of $8,005 and $7,305, respectively	27,952	28,505
Remedial liabilities, less current portion of $11,920 and $11,107, respectively	128,358	134,379
Long-term obligations	263,799	292,433
Capital lease obligations, less current portion	10,972	6,915
Unrecognized tax benefits and other long-term liabilities	83,332	91,691
Total other liabilities	514,413	553,923
Stockholders equity:		
Common stock, $.01 par value:		
Authorized 40,000,000 shares; issued and outstanding 26,345,685 and 26,230,803 shares, respectively	263	262
Treasury stock	(2,266)	(2,068)
Shares held under employee participation plan	(1,150)	(1,150)
Additional paid-in capital	485,629	476,067
Accumulated other comprehensive income	34,206	26,829
Accumulated earnings	221,071	113,885
Total stockholders equity	737,753	613,825
Total liabilities and stockholders equity	$ 1,566,368	$ 1,401,068

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

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CLEAN HARBORS, INC. AND SUBSIDIARIES

UNAUDITED CONSOLIDATED STATEMENTS OF INCOME

(in thousands except per share amounts)

	Three Months Ended September 30, 2010	Three Months Ended September 30, 2009	Nine Months Ended September 30, 2010	Nine Months Ended September 30, 2009
Revenues	$ 487,651	$ 305,608	$ 1,314,186	$ 727,251
Cost of revenues (exclusive of items shown separately below)	335,273	210,900	919,970	500,667
Selling, general and administrative expenses	53,619	46,416	149,832	121,563
Accretion of environmental liabilities	2,495	2,644	7,799	7,928
Depreciation and amortization	22,892	18,649	67,671	42,951
Income from operations	73,372	26,999	168,914	54,142
Other (loss) income	(669)	111	2,485	155
Loss on early extinguishment of debt	(2,294)	(4,853)	(2,294)	(4,853)
Interest expense, net of interest income of $297 and $564 for the quarter and year-to-date ended 2010 and $265 and $888 for the quarter and year-to-date ended 2009, respectively	(7,198)	(6,556)	(21,772)	(9,545)
Income from continuing operations, before provision for income taxes	63,211	15,701	147,333	39,899
Provision for income taxes	24,384	6,928	42,941	17,547
Income from continuing operations	38,827	8,773	104,392	22,352
Income from discontinued operations, net of tax		412	2,794	412
Net income	$ 38,827	$ 9,185	$ 107,186	$ 22,764
Earnings per share:				
Basic	$ 1.47	$ 0.36	$ 4.08	$ 0.94
Diluted	$ 1.47	$ 0.36	$ 4.06	$ 0.93
Weighted average common shares outstanding	26,329	25,420	26,291	24,322
Weighted average common shares outstanding plus potentially dilutive common shares	26,485	25,552	26,427	24,441

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

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CLEAN HARBORS, INC. AND SUBSIDIARIES

UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

	Nine Months Ended September 30, 2010	Nine Months Ended September 30, 2009
Cash flows from operating activities:		
Net income	$ 107,186	$ 22,764
Adjustments to reconcile net income to net cash from operating activities:		
Depreciation and amortization	67,671	42,951
Allowance for doubtful accounts	163	814
Amortization of deferred financing costs and debt discount	2,221	1,285
Accretion of environmental liabilities	7,799	7,928
Changes in environmental liability estimates	(5,391)	(2,334)
Deferred income taxes	540	1,113
Stock-based compensation	5,220	649
Excess tax benefit of stock-based compensation	(1,221)	(416)
Income tax benefit related to stock option exercises	1,215	410
Gains on sales of businesses	(2,678)	
Other income	(2,485)	(155)
Write-off of deferred financing costs and debt discount	1,394	1,851
Environmental expenditures	(8,704)	(6,255)
Changes in assets and liabilities, net of acquisitions		
Accounts receivable	(63,714)	2,843
Other current assets	(18,456)	(3,845)
Accounts payable	47,828	127
Other current liabilities	15,342	(3,201)
Net cash from operating activities	153,930	66,529
Cash flows from investing activities:		
Additions to property, plant and equipment	(74,741)	(46,104)
Acquisitions, net of cash acquired	(13,846)	(54,031)
Additions to intangible assets, including costs to obtain or renew permits	(3,262)	(1,402)
Purchase of available for sale securities	(1,486)	
Proceeds from sale of marketable securities	2,627	
Proceeds from sales of fixed assets and assets held for sale	15,963	302
Proceeds from insurance settlement	1,336	
Proceeds from sale of long-term investments	1,300	
Net cash used in investing activities	(72,109)	(101,235)
Cash flows from financing activities:		
Change in uncashed checks	(4,682)	2,171
Proceeds from exercise of stock options	550	330
Remittance of shares, net	(198)	(295)
Proceeds from employee stock purchase plan	1,769	1,775
Deferred financing costs paid	(53)	(10,174)
Payments on capital leases	(3,361)	(380)
Payment on acquired debt		(230,745)

Principal payment on debt		(30,000)		(53,032)
Issuance of secured notes, net				292,107
Distribution of cash earned on employee participation plan		(148)		
Excess tax benefit of stock-based compensation		1,221		416
Net cash from financing activities		(34,902)		2,173
Effect of exchange rate change on cash		451		3,285
Increase in cash and cash equivalents		47,370		(29,248)
Cash and cash equivalents, beginning of period		233,546		249,524
Cash and cash equivalents, end of period	$	280,916	$	220,276
Supplemental information:				
Cash payments for interest and income taxes:				
Interest paid	$	26,230	$	7,249
Income taxes paid		39,813		11,791
Non-cash investing and financing activities:				
Property, plant and equipment accrued	$	4,775	$	3,187
Assets acquired through capital lease		10,130		
Issuance of Clean Harbors common stock for Eveready common shares				118,427
Issuance of acquisition-related common stock, net		1,015		

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

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CLEAN HARBORS, INC. AND SUBSIDIARIES

UNAUDITED CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY

(in thousands)

	Common Stock Number of Shares	Common Stock $ 0.01 Par Value	Treasury Stock	Shares Held Under Employee Participation Plan	Additional Paid-in Capital	Comprehensive Income	Accumulated Other Comprehensive Income	Accumulated Earnings	Total Stockholders Equity
Balance at January 1, 2010	26,231	$ 262	$ (2,068)	$ (1,150)	$ 476,067		$ 26,829	$ 113,885	$ 613,825
Net income						$ 107,186		107,186	107,186
Change in fair value of available for sale securities, net of taxes						(334)	(334)		(334)
Foreign currency translation						7,711	7,711		7,711
Comprehensive income						$ 114,563			
Stock-based compensation	20				5,014				5,014
Issuance of restricted shares, net of shares remitted	(3)		(198)						(198)
Exercise of stock options	44	1			549				550
Issuance of acquisition-related common stock, net of issuance costs	16				1,015				1,015
Net tax benefit on exercise of stock options					1,215				1,215
Employee stock purchase plan	38				1,769				1,769
Balance at September 30, 2010	26,346	$ 263	$ (2,266)	$ (1,150)	$ 485,629		$ 34,206	$ 221,071	$ 737,753

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

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CLEAN HARBORS, INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

(1) BASIS OF PRESENTATION

The accompanying consolidated interim financial statements include the accounts of Clean Harbors, Inc. and its subsidiaries (collectively, Clean Harbors or the Company) and have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (the SEC) and, in the opinion of management, include all adjustments which, except as described elsewhere herein, are of a normal recurring nature, necessary for a fair presentation of the financial position, results of operations, and cash flows for the periods presented. The results for interim periods are not necessarily indicative of results for the entire year. The financial statements presented herein should be read in connection with the financial statements included in the Company s Annual Report on Form 10-K for the year ended December 31, 2009.

The Company s operations are managed in four segments: Technical Services, Field Services, Industrial Services and Exploration Services. During the quarter ended March 31, 2010, the Company made changes to the composition of these reportable segments. These changes consisted primarily of re-assigning certain departments from the Field Services segment to the Industrial Services segment to align with management reporting changes. The Company has recast the segment information for the three- and nine-month periods ended September 30, 2009 to conform to the current year presentation. See Note 15, Segment Reporting.

In preparing the accompanying unaudited consolidated financial statements, the Company has reviewed, as determined necessary by the Company s management, events that have occurred after September 30, 2010, until the issuance of the financial statements.

(2) SIGNIFICANT ACCOUNTING POLICIES

Concentration of Credit Risk

As a result of the work performed in responding to both the Gulf and Michigan oil spills, one customer individually accounted for greater than 10% of net revenues for the three months ended September 30, 2010, at 11%. No single customer accounted for greater than 10% of net revenues for the nine months ended September 30, 2010. For the three and nine-month periods ended September 30, 2009, no single customer accounted for greater than 10% of net revenues.

Goodwill and Intangible Assets

The Company assesses goodwill for impairment at least on an annual basis as of December 31st by comparing the fair value of each reporting unit to its carrying value. There were no impairment charges during the years ended December 31, 2009, 2008 and 2007. However, as actual results of the Exploration Segment for the first nine months of 2010 were less than originally forecast, the Company performed an interim impairment test for this segment as of September 30, 2010. The Company s interim test did not result in an impairment charge for the Exploration Segment.

Recent Accounting Pronouncements

From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board and are adopted by the Company as of the specified effective dates. Unless otherwise discussed below, management believes that the impact of recently issued accounting pronouncements will not have a material impact on the Company s financial position, results of operations and cash flows, or do not apply to the Company s operations.

(3) BUSINESS COMBINATIONS

Eveready

On July 31, 2009, the Company acquired 100% of the outstanding common shares of Eveready Inc. (Eveready), an Alberta corporation headquartered in Edmonton, Alberta. Eveready provides industrial maintenance and production, lodging, and exploration services to the oil and gas, chemical, pulp and paper, manufacturing and power generation industries.

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During the three months ended June 30, 2010, the Company finalized the purchase accounting for the acquisition of Eveready. No further adjustments have been made to the assets acquired and liabilities assumed since the end of the measurement period. The following table summarizes the recognized amounts of identifiable assets acquired and liabilities assumed at July 31, 2009 (in thousands).

		July 31, 2009 (As adjusted)
Current assets(i)(ii)	$	120,451
Property, plant and equipment		271,752
Identifiable intangible assets(iii)		43,200
Other assets		1,459
Current liabilities(ii)		(39,407)
Asset retirement obligations		(70)
Other liabilities		(6,771)
Noncontrolling interests(iv)		(5,484)
Total identifiable net assets	$	385,130
Goodwill(v)		24,561
	$	409,691

(i) The final fair value of the financial assets acquired includes customer receivables with a fair value of $80.0 million. The gross amount due is $88.3 million.

(ii) Includes assets and liabilities held for sale of $12.1 million and $3.0 million, respectively.

(iii) The intangible assets are being amortized over a weighted average useful life of 8.2 years.

(iv) The fair value of the noncontrolling interests approximate the maximum redemption prices on the date of the acquisition.

(v) Goodwill, which is attributable to assembled workforce and expected operating and cross-selling synergies, is not expected to be deductible for tax purposes. Goodwill of $12.2 million, $8.4 million, $1.4 million and $2.6 million has been recorded in the Industrial Services, Exploration Services, Field Services and Technical Services segments, respectively.

Sturgeon

On April 30, 2010, the Company acquired privately-held Sturgeon & Son Transportation, Inc. (Sturgeon), a wholly-owned subsidiary of Sturgeon Services International, Inc., for a final purchase price of $14.9 million which included $13.0 million in cash (including $0.5 million of post-closing adjustments), $1.0 million related to the issuance of 16,000 shares of the Company s common stock and $0.9 million related to the buyout of operating leases. Headquartered in Bakersfield, California, Sturgeon specializes in hazardous waste removal and transportation, as well as on-site refinery industrial services. The Company anticipates that this acquisition will enhance its growing West Coast presence in a number of vertical markets including oilfield and refinery services. In addition, Sturgeon operates an extensive fleet of specialized equipment that has been added to the Company s existing network of assets in the Western U.S.

During the three months ended September 30, 2010, the Company finalized the purchase accounting for the acquisition of Sturgeon. The Company has recorded $4.8 million of property, plant and equipment, $4.0 million of intangible assets that are being amortized over a weighted average useful life of 9 years and $4.6 million of goodwill to the Technical Services segment, based on final fair value estimates. The goodwill is expected to be deductible for tax purposes. Acquisition-related costs of $0.1 million were included in selling, general, and administrative expenses for the nine-month period ended September 30, 2010. No acquisition-related costs were incurred during the three-month period ended September 30, 2010.

(4) FAIR VALUE MEASUREMENTS

The Company s financial instruments consist of cash and cash equivalents, marketable securities, receivables, trade payables, auction rate securities and long-term debt. The estimated fair value of cash and cash equivalents, receivables, and trade payables approximate their carrying value due to the short maturity of these instruments. As of September 30, 2010, the Company held certain marketable securities and auction rate securities that are required to be measured at fair value on a recurring basis. The fair value of marketable securities is recorded based on quoted market prices. The auction rate securities are classified as available for sale and the fair value of these securities as of September 30, 2010 was estimated utilizing a discounted cash flow analysis. The discounted cash flow analysis considered, among other items, the collateralization underlying the security investments, the creditworthiness of the

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counterparty, the timing of expected future cash flows, and the expectation of the next time these securities are expected to have a successful auction. The auction rate securities were also compared, when possible, to other observable market data with similar characteristics to the securities held by the Company.

As of September 30, 2010, all of the Company s auction rate securities continue to have AAA underlying ratings. The underlying assets of the Company s auction rate securities are student loans, which are substantially insured by the Federal Family Education Loan Program. During the three-month period ended June 30, 2010, the Company liquidated $1.3 million in auction rate securities at par. The Company attributes the $0.3 million decline in the fair value of the remaining securities from the original cost basis to external liquidity issues rather than credit issues. The Company assessed the decline in value to be temporary because the Company does not intend to sell the securities at an amount below the original purchase price value and it is more likely than not that it will not have to sell the securities before their maturity or recovery.

During the nine months ended September 30, 2010, the Company recorded an unrealized pre-tax gain on auction rate securities of $0.2 million. As of September 30, 2010, the Company continued to earn interest on its auction rate securities according to their stated terms with interest rates resetting generally every 28 days.

The Company s assets measured at fair value on a recurring basis subject to the disclosure requirements at September 30, 2010 and December 31, 2009 were as follows (in thousands):

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance at September 30, 2010
Auction rate securities	$	$	$ 5,430	$ 5,430
Marketable securities	$ 2,821	$	$	$ 2,821

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance at December 31, 2009
Auction rate securities	$	$	$ 6,503	$ 6,503
Marketable securities	$ 2,072	$	$	$ 2,072

The following tables present the changes in the Company s auction rate securities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during the three and nine months ended September 30, 2010 and 2009 (in thousands):

	Three Months Ended September 30,	
	2010	2009
Balance at July 1,	$ 5,315	$ 6,483
Total unrealized gains included in other comprehensive income	115	20

Balance at September 30,	$	5,430	$	6,503

	Nine Months Ended September 30,			
	2010		2009	
Balance at January 1,	$	6,503	$	6,237
Sale of auction rate securities		(1,300)		
Total unrealized gains included in other comprehensive income		227		266
Balance at September 30,	$	5,430	$	6,503

(5) GOODWILL AND OTHER INTANGIBLE ASSETS

The changes to goodwill for the nine months ended September 30, 2010 were as follows (in thousands):

	2010	
Balance at January 1, 2010	$	56,085
Acquired from the Sturgeon acquisition		4,593
Decrease from adjustments related to the Eveready acquisition during the measurement period		(2,454)
Foreign currency translation		333
Balance at September 30, 2010	$	58,557

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Below is a summary of amortizable other intangible assets (in thousands):

	September 30, 2010				December 31, 2009			
	Cost	Accumulated Amortization	Net	Weighted Average Amortization Period (in years)	Cost	Accumulated Amortization	Net	Weighted Average Amortization Period (in years)
Permits	$ 103,074	$ 41,191	$ 61,883	16.4	$ 100,236	$ 38,246	$ 61,990	13.8
Customer lists	56,992	8,668	48,324	8.2	52,327	4,220	48,107	8.9
Other intangible assets	11,637	7,344	4,293	3.6	10,606	6,515	4,091	4.3
	$ 171,703	$ 57,203	$ 114,500	10.2	$ 163,169	$ 48,981	$ 114,188	15.7

The aggregate amortization expense for the nine months ended September 30, 2010 was $8.0 million.

Below is the expected amortization for the net carrying amount of finite lived intangible assets at September 30, 2010 (in thousands):

Years Ending December 31,	Expected Amortization
2010 (three months)	$ 2,978
2011	10,621
2012	10,308
2013	9,800
2014	8,935
Thereafter	71,858
	$ 114,500

(6) ACCRUED EXPENSES

Accrued expenses consisted of the following (in thousands):

	September 30, 2010	December 31, 2009
Insurance	$ 18,964	$ 20,319
Interest	2,815	8,860
Accrued disposal costs	1,976	2,108
Accrued compensation and benefits	36,531	20,023
Income, real estate, sales and other taxes	27,869	7,201

Other items		27,222		32,196
	$	115,377	$	90,707

(7) CLOSURE AND POST-CLOSURE LIABILITIES

The changes to closure and post-closure liabilities (also referred to as asset retirement obligations) for the nine months ended September 30, 2010 were as follows (in thousands):

		Landfill Retirement Liability		Non-Landfill Retirement Liability		Total
Balance at January 1, 2010	$	28,070	$	7,740	$	35,810
New asset retirement obligations		1,256				1,256
Accretion		2,120		774		2,894
Changes in estimates recorded to statement of income		(122)		(31)		(153)
Changes in estimates recorded to balance sheet		(718)		378		(340)
Settlement of obligations		(3,343)		(196)		(3,539)
Currency translation and other		21		8		29
Balance at September 30, 2010	$	27,284	$	8,673	$	35,957

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All of the landfill facilities included in the above were active as of September 30, 2010.

New asset retirement obligations incurred in 2010 are being discounted at the credit-adjusted risk-free rate of 9.74% and inflated at a rate of 1.02%.

(8) REMEDIAL LIABILITIES

The changes to remedial liabilities for the nine months ended September 30, 2010 were as follows (in thousands):

	Remedial Liabilities for Landfill Sites	Remedial Liabilities for Inactive Sites	Remedial Liabilities (Including Superfund) for Non-Landfill Operations	Total
Balance at January 1, 2010	$ 5,337	$ 86,761	$ 53,388	$ 145,486
Accretion	194	2,963	1,748	4,905
Changes in estimates recorded to statement of income	(8)	(4,282)	(948)	(5,238)
Settlement of obligations	(88)	(2,977)	(2,100)	(5,165)
Currency translation and other	43	9	238	290
Balance at September 30, 2010	$ 5,478	$ 82,474	$ 52,326	$ 140,278

The benefit resulting from the changes in estimates for remedial liabilities for inactive sites was based primarily on revisions to certain liability estimates due to new site information and the installation of more efficient processing equipment. The benefit resulting from changes in estimates for non-landfill liabilities was primarily due to (i) the discounting effect of delays in certain remedial projects and (ii) the completion of remedial projects at lower than anticipated cost, offset by (iii) new regulatory compliance obligations.

(9) FINANCING ARRANGEMENTS

The following table is a summary of the Company s financing arrangements (in thousands):

	September 30, 2010	December 31, 2009
Senior secured notes, at 7.625%, due August 15, 2016	$ 270,000	$ 300,000
Revolving credit facility, due July 31, 2013		
Less unamortized issue discount	(6,201)	(7,567)
Long-term obligations	$ 263,799	$ 292,433

On September 28, 2010, the Company redeemed $30.0 million (10% of the total of $300.0 million then outstanding) of its 7.625% senior secured notes in accordance with the terms of the notes. The notes permit the Company, at any time prior to August 15, 2012, but not more than once in any twelve-month period, to make an optional redemption of up to $30.0 million at a redemption price of 103% of the principal amount, plus accrued interest through the redemption date. In connection with the partial redemption, the Company recorded an aggregate $2.3 million loss on early extinguishment of debt, which consisted of a $0.9 million premium and non-cash expenses of $0.7 million related to unamortized financing costs and $0.7 million of unamortized discount.

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At September 30, 2010, the revolving credit facility had no outstanding loans, $34.0 million available to borrow and $86.0 million of letters of credit outstanding. The fair value of the Company s outstanding long-term debt is based on quoted market price and was $280.9 million and $294.9 million at September 30, 2010 and December 31, 2009, respectively. The financing arrangements and principal terms of the senior secured notes and the revolving credit facility are discussed further in the Company s 2009 Annual Report on Form 10-K. There were no material changes in such terms during the first nine months of 2010. Effective October 1, 2010, the interest rate for borrowings under the revolving credit facility was reduced to either, at the Company s option, (i) LIBOR plus an applicable margin ranging from 2.25% to 2.75% (as compared to 3.25% to 3.75% previously in effect) per annum based on the then level of the Company s fixed charge coverage ratio or (ii) Bank of America, N.A. s base rate plus an applicable margin ranging from 1.25% to 1.75% (as compared to 2.25% to 2.75% previously in effect) per annum based on such fixed charge coverage ratio, and the fee for outstanding letters of credit was reduced to the applicable reduced LIBOR margin described above.

(10) HELD FOR SALE

In connection with the Company s acquisition of Eveready, the Company agreed with the Canadian Commissioner of Competition to divest the Pembina Area Landfill, located near Drayton Valley, Alberta, due to its proximity to the Company s existing landfill in the region. At the end of April 2010, the Company completed the sale of the Pembina Area Landfill for $11.7 million. In connection with this sale, the Company recognized a pre-tax gain of $1.3 million which has been recorded in income from discontinued operations on the Company s consolidated statement of income for the nine months ended September 30, 2010. Prior to the sale, the Pembina Area Landfill met the held for sale criteria and the fair value of its assets and liabilities less estimated costs to sell were classified as held for sale in the Company s consolidated balance sheet. During the period from January 1, 2010 to April 30, 2010, the Pembina Area Landfill recorded $2.2 million of revenues and $2.5 million of pre-tax income (including the pre-tax gain on sale) which are included in income from discontinued operations.

In April 2010 the Company disposed of its mobile industrial health business for $2.4 million and recognized a pre-tax gain of $1.4 million in relation to this sale. The gain was recorded in income from discontinued operations in the Company s consolidated statement of income. At March 31, 2010, the mobile industrial health business met the held for sale criteria and the fair value of its assets and liabilities less estimated costs to sell were classified as held for sale in the Company s consolidated balance sheet. Revenues and pre-tax income related to the mobile industrial health business were not material for the period from January 1, 2010 to April 2010.

(11) INCOME TAXES

The Company s effective tax rate (including taxes on income from discontinued operations) for the three and nine months ended September 30, 2010 was 38.6 percent and 29.1 percent, respectively, compared to 43.6 percent and 43.8 percent, respectively, for the same periods in 2009. The decrease in the effective tax rate for the nine months ended September 30, 2010 was primarily attributable to the decrease in unrecognized tax benefits recorded as a discrete item in the second quarter of 2010. The higher effective tax rate for the three months ended September 30, 2009 as compared to the same period in 2010 was primarily due to the non-deductible acquisition costs related to the acquisition of Eveready recorded in 2009. In addition, the overall decrease in the effective rate for 2010 as compared to 2009 was the result of increased earnings in Canada which has a lower statutory tax rate as compared to the United States.

Total unrecognized tax benefits, other than adjustments for additional accruals for interest and penalties and foreign currency translation, decreased by approximately $14.0 million. The $14.0 million (which included interest and penalties of $5.9 million) was recorded in earnings and therefore impacted the effective income tax rate. Approximately $13.1 million was due to expiring statute of limitation periods related to a historical Canadian business combination and the remaining $0.9 million was related to the conclusion of examinations with state taxing authorities and the expiration of various state statute of limitation periods.

As of September 30, 2010, the Company s unrecognized tax benefits were $65.6 million, which included $19.0 million of interest and $6.5 million of penalties. As of December 31, 2009, the Company s unrecognized tax benefits were $76.2 million, which included $21.9 million of interest and $6.1 million of penalties.

Due to expiring statute of limitation periods, the Company anticipates that total unrecognized tax benefits, other than adjustments for additional accruals for interest and penalties and foreign currency translation, will decrease by approximately $0.7 million within the next twelve months. The $0.7 million (which includes interest and penalties of $0.2 million) is related to various state and local jurisdictional tax laws and will be recorded in earnings and therefore will impact the effective income tax rate.

A valuation allowance is required to be established when, based on an evaluation of available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Accordingly, as of September 30, 2010 and December 31, 2009, the Company had a remaining valuation allowance of $10.1 million and $11.2 million, respectively. The allowance as of

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September 30, 2010 consisted of $9.2 million of foreign tax credits, $0.9 million of state net operating loss carryforwards and less than $0.1 million of foreign net operating loss carryforwards. The allowance as of December 31, 2009 consisted of $9.2 million of foreign tax credits, $0.9 million of state net operating loss carryforwards and $1.1 million of foreign net operating loss carryforwards. The reduction in the valuation allowance was due to the release of foreign net operating loss carryforwards for a dissolved entity.

(12) EARNINGS PER SHARE

The following table sets forth the calculation of the numerator and denominator used in the computation of basic and diluted net income per common share attributable to the Company s common stockholders for the three- and nine-month periods ended September 30, 2010 and 2009 (in thousands except for per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	**2009**	**2010**	**2009**
Numerator for basic and diluted earnings per share:				
Income from continuing operations	$ 38,827	$ 8,773	$ 104,392	$ 22,352
Income from discontinued operations		412	2,794	412
Net income	$ 38,827	$ 9,185	$ 107,186	$ 22,764
Denominator:				
Basic shares outstanding	26,329	25,420	26,291	24,322
Dilutive effect of equity-based compensation awards	156	132	136	119
Dilutive shares outstanding	26,485	25,552	26,427	24,441
Basic earnings per share:				
Income from continuing operations	$ 1.47	$ 0.34	$ 3.97	$ 0.92
Income from discontinued operations, net of tax		0.02	0.11	0.02
Net income	$ 1.47	$ 0.36	$ 4.08	$ 0.94
Diluted earnings per share:				
Income from continuing operations	$ 1.47	$ 0.34	$ 3.95	$ 0.91
Income from discontinued operations, net of tax		0.02	0.11	0.02
Net income	$ 1.47	$ 0.36	$ 4.06	$ 0.93

The dilutive effect of all outstanding stock options and restricted stock is included in the above calculations. For the three- and nine-month periods ended September 30, 2010, the above calculation excluded the dilutive effects of 85 thousand outstanding performance stock awards for which the performance criteria were not attained and 18 thousand stock options that were not then in-the-money. For the three- and nine-month periods ended September 30, 2009, the above calculation excluded the dilutive effects of 142 thousand outstanding performance stock awards as the performance criteria were not attained and 18 thousand options that were not then in-the-money, and 32 thousand unvested shares then held in the employee participation plan trust.

(13) STOCK-BASED COMPENSATION

The following table summarizes the total number and type of awards granted during the three- and nine-month periods ended September 30, 2010, as well as the related weighted-average grant-date fair values:

	Three Months Ended September 30, 2010			Nine Months Ended September 30, 2010		
	Shares		Weighted-Average Grant-Date Fair Value	Shares		Weighted-Average Grant-Date Fair Value
Restricted stock awards	19,916	$	61.36	54,075	$	58.94
Performance stock awards	515	$	64.93	88,421	$	55.23
Common stock awards	1,750	$	65.28	1,750	$	65.28
Total awards	22,181			144,246		

Certain performance stock awards granted in 2010 are subject to both achieving predetermined revenue and EBITDA targets for a specified period of time and service conditions. As of September 30, 2010, based on year-to-date results of operations, management continued to believe that it was probable that the performance targets will be achieved by December 31, 2010 and as a

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result, $1.0 million and $1.7 million of expense was recognized through sales, general and administrative expenses during the three- and nine-month periods ended September 30, 2010, respectively, related to the 2010 performance stock awards.

In regards to the performance awards granted in 2009, prior to the second quarter of 2010, management believed that it was not probable that the performance targets would be achieved and therefore recorded no compensation expense during fiscal 2009 and during the first quarter of 2010. As of June 30, 2010, based on the year-to-date results of operations, management believed that it was probable that the performance targets for the 2009 performance awards will be achieved and recognized $1.3 million of cumulative expense during the second quarter through sales, general and administrative expenses. As of September 30, 2010, management continued to believe that it was probable the performance targets will be achieved and as a result, $0.2 million and $1.5 million of expense was recognized during the three- and nine-month periods ended September 30, 2010, respectively.

(14) COMMITMENTS AND CONTINGENCIES

Legal and Administrative Proceedings

The Company s waste management services are regulated by federal, state, provincial and local laws enacted to regulate discharge of materials into the environment, remediation of contaminated soil and groundwater or otherwise protect the environment. This ongoing regulation results in the Company frequently becoming a party to legal or administrative proceedings involving all levels of governmental authorities and other interested parties. The issues involved in such proceedings generally relate to applications for permits and licenses by the Company and conformity with legal requirements, alleged violations of existing permits and licenses, or alleged responsibility arising under federal or state Superfund laws to remediate contamination at properties owned either by the Company or by other parties (third party sites) to which either the Company or prior owners of certain of the Company s facilities shipped wastes.

At September 30, 2010 and December 31, 2009, the Company had recorded reserves of $29.4 million and $28.8 million, respectively, in the Company s financial statements for actual or potential liabilities related to the legal and administrative proceedings in which the Company was then involved, the principal of which are described below. At September 30, 2010 and December 31, 2009, the Company believed that it was reasonably possible that the amount of these potential liabilities could be as much as $3.6 million more and $4.7 million more, respectively. The Company periodically adjusts the aggregate amount of these reserves when these actual or potential liabilities are paid or otherwise discharged, new claims arise, or additional relevant information about existing or potential claims becomes available.

As of September 30, 2010, the principal legal and administrative proceedings in which the Company was involved, or which had been terminated during 2010, were as follows:

Ville Mercier. In September 2002, the Company acquired the stock of a subsidiary (the Mercier Subsidiary) which owns a hazardous waste incinerator in Ville Mercier, Quebec (the Mercier Facility). The property adjacent to the Mercier Facility, which is also owned by the Mercier Subsidiary, is now contaminated as a result of actions dating back to 1968, when the Government of Quebec issued to a company unrelated to the Mercier Subsidiary two permits to dump organic liquids into lagoons on the property. By 1972, groundwater contamination had been identified, and the Quebec government provided an alternate water supply to the municipality of Ville Mercier.

In 1999, Ville Mercier and three neighboring municipalities filed separate legal proceedings against the Mercier Subsidiary and the Government of Quebec. The lawsuits assert that the defendants are jointly and severally responsible for the contamination of groundwater in the region, which they claim caused each municipality to incur additional costs to supply drinking water for their citizens since the 1970 s and early 1980 s. The four municipalities claim a total of $1.6 million (CDN) as damages for additional costs to obtain drinking water supplies and seek an injunctive order to obligate the defendants to remediate the groundwater in the region. The Quebec Government also sued the Mercier Subsidiary to recover approximately $17.4 million (CDN) of alleged past costs for constructing and operating a treatment system and providing alternative drinking water supplies.

On September 26, 2007, the Quebec Minister of Sustainable Development, Environment and Parks issued a Notice pursuant to Section 115.1 of the Environment Quality Act, superseding Notices issued in 1992, which are the subject of the pending litigation. The more recent Notice notifies the Mercier Subsidiary that, if the Mercier Subsidiary does not take certain remedial measures at the site, the Minister intends to undertake those measures at the site and claim direct and indirect costs related to such measures. The Mercier Subsidiary continues to assert that it has no responsibility for the groundwater contamination in the region and will contest any action by the Ministry to impose costs for remedial measures on the Mercier Subsidiary. The Company also continues to pursue settlement options. At September 30, 2010 and December 31, 2009, the Company had accrued $12.9 million and $12.8 million, respectively, for remedial liabilities relating to the Ville Mercier legal proceedings.

CH El Dorado. In August 2006, the Company purchased all of the outstanding membership interests in Teris LLC (Teris) and changed the name of Teris to Clean Harbors El Dorado, LLC (CH El Dorado). At the time of the acquisition, Teris was, and CH

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El Dorado now is, involved in certain legal proceedings arising from a fire on January 2, 2005, at the incineration facility owned and operated by Teris in El Dorado, Arkansas.

CH El Dorado is defending vigorously the claims asserted against Teris in those proceedings, and the Company believes that the resolution of those proceedings will not have a material adverse effect on the Company s financial position, results of operations or cash flows. In addition to CH El Dorado s defenses to the lawsuits, the Company will be entitled to rely upon an indemnification from the seller of the membership interests in Teris which is contained in the purchase agreement for those interests. Under that agreement, the seller agreed to indemnify (without any deductible amount) the Company against any damages which the Company might suffer as a result of the lawsuits to the extent that such damages are not fully covered by insurance or the reserves which Teris had established on its books prior to the acquisition. The seller s parent also guaranteed the indemnification obligation of the seller to the Company.

Deer Trail, Colorado Facility. Since April 5, 2006, the Company has been involved in various legal proceedings which have arisen as a result of the issuance by the Colorado Department of Public Health and Environment (CDPHE) of a radioactive materials license (RAD License) to a Company subsidiary, Clean Harbors Deer Trail, LLC (CHDT) to accept certain low level radioactive materials known as NORM/TENORM wastes for disposal. Adams County, the county where the CHDT facility is located, filed two suits against the CDPHE in Colorado effectively seeking to invalidate the license. The two suits filed in 2006 were both dismissed and those dismissals were upheld by the Colorado Court of Appeals. Adams County appealed those rulings to the Colorado Supreme Court which ruled on October 13, 2009 on the procedural issue that the County did have standing to challenge the license in district court and remanded the case back to that court for further proceedings. Adams County filed a third suit directly against CHDT in 2007 again attempting to invalidate the license. That suit was dismissed on November 14, 2008, and Adams County has now appealed that dismissal to the Colorado Court of Appeals. The Company continues to believe that the grounds asserted by the County are factually and legally baseless and has contested the appeal vigorously. The Company has not recorded any liability for this matter on the basis that such liability is currently neither probable nor estimable.

Superfund Proceedings

The Company has been notified that either the Company or the prior owners of certain of the Company s facilities for which the Company may have certain indemnification obligations have been identified as potentially responsible parties (PRPs) or potential PRPs in connection with 62 sites which are subject to or are proposed to become subject to proceedings under federal or state Superfund laws. Of the 62 sites, two involve facilities that are now owned by the Company and 60 involve third party sites to which either the Company or the prior owners shipped wastes. In connection with each site, the Company has estimated the extent, if any, to which it may be subject, either directly or as a result of any such indemnification provisions, for cleanup and remediation costs, related legal and consulting costs associated with PRP investigations, settlements, and related legal and administrative proceedings. The amount of such actual and potential liability is inherently difficult to estimate because of, among other relevant factors, uncertainties as to the legal liability (if any) of the Company or the prior owners of certain of the Company s facilities to contribute a portion of the cleanup costs, the assumptions that must be made in calculating the estimated cost and timing of remediation, the identification of other PRPs and their respective capability and obligation to contribute to remediation efforts, and the existence and legal standing of indemnification agreements (if any) with prior owners, which may either benefit the Company or subject the Company to potential indemnification obligations.

The Company s potential liability for cleanup costs at the two facilities now owned by the Company and at 35 (the Listed Third Party Sites) of the 60 third party sites arose out of the Company s 2002 acquisition of substantially all of the assets (the CSD assets) of the Chemical Services Division of Safety-Kleen Corp. As part of the purchase price for the CSD assets, the Company became liable as the owner of these two facilities and also agreed to indemnify the prior owners of the CSD assets against their share of certain cleanup costs for the Listed Third Party Sites payable to governmental entities under federal or state Superfund laws. Of the 35 Listed Third Party Sites, 17 are currently requiring expenditures on remediation including one site that the Company is contesting the extent of the prior owner s liability with the PRP group, ten are now settled, and eight are not currently requiring expenditures on remediation. The status of the two facilities owned by the Company (the Wichita Property and the BR Facility) and two of the Listed Third Party Sites (the Breslube-Penn and Casmalia sites) are further described below. There are also three third party sites at which the Company has been named a PRP as a result of its acquisition of the CSD assets but disputes that it has any cleanup or related liabilities: one such site (the Marine Shale site) is described below. The Company views any liabilities associated with the Marine Shale site and the other two sites as excluded liabilities under the terms of the CSD asset acquisition, but the Company is working with the EPA on a potential settlement. In addition to the CSD related Superfund sites, there are certain of the other third party sites which are not related to the Company s acquisition of the CSD assets, and certain notifications which the Company has received about other third party sites.

Wichita Property. The Company acquired in 2002 as part of the CSD assets a service center located in Wichita, Kansas (the Wichita Property). The Wichita Property is one of several properties located within the boundaries of a 1,400 acre state-designated

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Superfund site in an old industrial section of Wichita known as the North Industrial Corridor Site. Along with numerous other PRPs, the former owner executed a consent decree relating to such site with the EPA, and the Company is continuing its ongoing remediation program for the Wichita Property in accordance with that consent decree. The Company also acquired rights under an indemnification agreement between the former owner and an earlier owner of the Wichita Property, which the Company anticipates but cannot guarantee will be available to reimburse certain such cleanup costs.

BR Facility. The Company acquired in 2002 as part of the CSD assets a former hazardous waste incinerator and landfill in Baton Rouge (the BR Facility), for which operations had been previously discontinued by the prior owner. In September 2007, the United States Environmental Protection Agency (the EPA) issued a special notice letter to the Company related to the Devil s Swamp Lake Site (Devil s Swamp) in East Baton Rouge Parish, Louisiana. Devil s Swamp includes a lake located downstream of an outfall ditch where wastewater and stormwater have been discharged, and Devil s Swamp is proposed to be included on the National Priorities List due to the presence of Contaminants of Concern (COC) cited by the EPA. These COCs include substances of the kind found in wastewater and storm water discharged from the BR Facility in past operations. The EPA originally requested COC generators to submit a good faith offer to conduct a remedial investigation feasibility study directed towards the eventual remediation of the site. The Company is currently performing corrective actions at the BR Facility under an order issued by the Louisiana Department of Environmental Quality (the LDEQ), and has begun conducting the remedial investigation and feasibility study under an order issued by the EPA. The Company cannot presently estimate the potential additional liability for the Devil s Swamp cleanup until a final remedy is selected by the EPA.

Breslube-Penn Site. At one of the 35 Listed Third Party Sites, the Breslube-Penn site, the EPA brought suit in 1997 in the U.S. District Court for the Western District of Pennsylvania against a large number of PRPs for recovery of the EPA s response costs in connection with that site. The named defendants are alleged to be jointly and severally liable for the remediation of the site and all response costs associated with the site. One of the prior owners, GSX Chemical Services of Ohio (GSX), was a named defendant in the original complaint. In 2006, the EPA filed an amended complaint naming the Company as defendant, alleging that the Company was the successor in interest to the liability of GSX. The Company has reached an agreement in principle with the EPA and the PRP group that will be cleaning up the site, and expects to execute the final settlement documents in the next quarter of this year.

Casmalia Site. At one of the 35 Listed Third Party Sites, the Casmalia Resources Hazardous Waste Management Facility (the Casmalia site) in Santa Barbara County, California, the Company received from the EPA a request for information in May 2007. In that request, the EPA is seeking information about the extent to which, if at all, the prior owner transported or arranged for disposal of waste at the Casmalia site. The Company has not recorded any liability for this 2007 notice on the basis that such transporter or arranger liability is currently neither probable nor estimable.

Marine Shale Site. Prior to 1996, Marine Shale Processors, Inc. (Marine Shale) operated a kiln in Amelia, Louisiana which incinerated waste producing a vitrified aggregate as a by-product. Marine Shale contended that its operation recycled waste into a useful product, i.e., vitrified aggregate, and therefore was exempt from regulation under the RCRA and permitting requirements as a hazardous waste incinerator under applicable federal and state environmental laws. The EPA contended that Marine Shale was a sham-recycler subject to the regulation and permitting requirements as a hazardous waste incinerator under RCRA, that its vitrified aggregate by-product was a hazardous waste, and that Marine Shale s continued operation without required permits was illegal. Litigation between the EPA and Marine Shale began in 1990 and continued until July 1996, when the U.S. Fifth Circuit Court of Appeals ordered Marine Shale to shut down its operations.

On May 11, 2007, the EPA and the LDEQ issued a special notice to the Company and other PRPs, seeking a good faith offer to address site remediation at the former Marine Shale facility. Certain of the former owners of the CSD assets were major customers of Marine Shale, but the Marine Shale site was not included as a Listed Third Party Site in connection with the Company s acquisition of the CSD assets and the Company was never a customer of Marine Shale. Although the Company believes that it is not liable (either directly or under any indemnification obligation) for cleanup costs at the Marine Shale site, the Company elected to join with other parties which had been notified that are potentially PRPs in connection with Marine Shale site to form a group (the Site Group) to retain common counsel and participate in further negotiations with the EPA and the LDEQ directed towards the eventual remediation of the Marine Shale site.

The Site Group made a good faith settlement offer to the EPA on November 29, 2007, and negotiations among the EPA, the LDEQ and the Site Group with respect to the Marine Shale site are ongoing. At September 30, 2010 and December 31, 2009, the amount of the Company s remaining reserves relating to the Marine Shale site was $3.8 million and $3.7 million, respectively.

Certain Other Third Party Sites. At 14 of the 60 third party sites, the Company has an indemnification agreement with ChemWaste, a former subsidiary of Waste Management, Inc. and the prior owner. The agreement indemnifies the Company with respect to any liability at the 14 sites for waste disposed prior to the Company s acquisition of the sites. Accordingly, Waste Management is paying all costs of defending those subsidiaries in those 14 cases, including legal fees and settlement costs. However,

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there can be no guarantee that the Company s ultimate liabilities for these sites will not exceed the amount recorded or that indemnities applicable to any of these sites will be available to pay all or a portion of related costs. The Company does not have an indemnity agreement with respect to any of the other remaining 60 third party sites not discussed above. However, the Company believes that its additional potential liability, if any, to contribute to the cleanup of such remaining sites will not, in the aggregate, exceed $100,000.

Other Notifications. Between September 2004 and May 2006, the Company also received notices from certain of the prior owners of the CSD assets seeking indemnification from the Company at five third party sites which are not included in the third party sites described above that have been designated as Superfund sites or potential Superfund sites and for which those prior owners have been identified as PRPs or potential PRPs. The Company has responded to such letters asserting that the Company has no obligation to indemnify those prior owners for any cleanup and related costs (if any) which they may incur in connection with these five sites. The Company intends to assist those prior owners by providing information that is now in the Company s possession with respect to those five sites and, if appropriate to participate in negotiations with the government agencies and PRP groups involved. The Company has also investigated the sites to determine the existence of potential liabilities independent from the liability of those former owners, and concluded that at this time the Company is not liable for any portion of the potential cleanup of the five sites and therefore has not established a reserve.

Federal and State Enforcement Actions

From time to time, the Company pays fines or penalties in regulatory proceedings relating primarily to waste treatment, storage or disposal facilities. As of September 30, 2010, there were two proceedings for which the Company reasonably believes that the sanctions could equal or exceed $100,000. During the second quarter, the Company settled one matter involving one of its operating subsidiaries with no material impact to the Company s financial results of operations. The Company does not believe that the fines or other penalties in these or any of the other regulatory proceedings will, individually or in the aggregate, have a material adverse effect on its financial condition or results of operations.

Guarantees

Each Participant in the Eveready Employee Participation Plan (the Plan) described in Note 16, Stock-Based Compensation and Employee Participation Plan, in the Company s Annual Report on Form 10-K for the year ended December 31, 2009, had the option to finance the acquisition of Purchased Units either through the employee s own funds or a Bank of Montreal (BMO) loan to the Participant secured by both the Purchased and Matching Units. Because of the decline in the market value of the predecessor s units and of Eveready shares subsequent to the purchase by the Participants of the Purchased Units, Eveready subsequently provided to BMO a guarantee of the BMO loans in the maximum amount at September 30, 2010 of CDN $4.7 million (plus interest and collection costs). At September 30, 2010, the aggregate amount of such guarantee, after giving effect to the market value on that date of the Company s shares derived from the Purchased and Matching Units which secure the BMO loans, was CDN $1.0 million. At September 30, 2010, the Company had accrued CDN $0.5 million related to such guarantee. As described in Note 16, Stock-Based Compensation and Employee Participation Plan, in the Company s Annual Report on Form 10-K for the year ended December 31, 2009, the Company has agreed with certain of its employees who were Participants in the Plan to pay on December 31, 2011 to those employees a cash bonus (a Shortfall Bonus) under certain circumstances; the maximum amount of the potential Shortfall Bonus as of September 30, 2010 was $3.1 million. To the extent, if any, that the Company becomes obligated to pay on December 31, 2011 a Shortfall Bonus to any employees who then have outstanding balances in their respective BMO loans, the amount of such Shortfall Bonus (net of withholding taxes) shall first be applied against such outstanding BMO loan balances, thereby decreasing the amount, if any, which the Company might be obligated to pay directly to BMO under the guarantee which Eveready provided to BMO on the BMO loans.

The Company has provided a guarantee to a certain financial institution for financing obtained by a contractor to purchase specific service and automotive equipment in supplying services to the Company. As of September 30, 2010, the total balance of all outstanding third party payments guaranteed by the Company was CDN $0.6 million. The financing is collateralized by the specific equipment purchased and is due to mature between 2010 and 2011. The Company would be required to settle the guarantee if the contractor were to default on the obligation and the collateral held by the financial institution was not sufficient to repay the balance due.

(15) SEGMENT REPORTING

The Company has four reportable segments consisting of Technical Services, Field Services, Industrial Services and Exploration Services. Performance of the segments is evaluated on several factors, of which the primary financial measure is Adjusted EBITDA, which consists of net income plus accretion of environmental liabilities, depreciation and amortization, net interest expense, and provision for income taxes. Also excluded are other income and income from discontinued operations, net of tax as these amounts are not considered part of usual business operations. Transactions between the segments are accounted for at the

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Company s estimate of fair value based on similar transactions with outside customers. During the quarter ended March 31, 2010, the Company made changes to the composition of the reportable segments. These changes consisted primarily of re-assigning certain departments from the Field Services segment to the Industrial Services segment to align with management reporting changes. The Company has reflected the impact of the change in its segment reporting in all periods presented to provide financial information that consistently reflects the Company s current approach to managing the operations.

The operations not managed through the Company s four operating segments are recorded as Corporate Items. Corporate Items revenues consist of two different operations for which the revenues are insignificant. Corporate Items cost of revenues represents certain central services that are not allocated to the four operating segments for internal reporting purposes. Corporate Items selling, general and administrative expenses include typical corporate items such as legal, accounting and other items of a general corporate nature that are not allocated to the Company s four operating segments.

The following table reconciles third party revenues to direct revenues for the three- and nine-month periods ended September 30, 2010 and 2009 (in thousands). Third party revenue is revenue billed to outside customers by a particular segment. Direct revenue is the revenue allocated to the segment performing the provided service. The Company analyzes results of operations based on direct revenues because the Company believes that these revenues and related expenses best reflect the manner in which operations are managed.

	For the Three Months Ended September 30, 2010					
	Technical Services	Field Services (1)	Industrial Services	Exploration Services	Corporate Items	Totals
Third party revenues	$ 177,796	$ 184,961	$ 116,310	$ 8,545	$ 39	$ 487,651
Intersegment revenues, net	5,639	(8,957)	2,871	978	(531)	
Direct revenues	$ 183,435	$ 176,004	$ 119,181	$ 9,523	$ (492)	$ 487,651

	For the Three Months Ended September 30, 2009					
	Technical Services	Field Services	Industrial Services	Exploration Services	Corporate Items	Totals
Third party revenues	$ 168,294	$ 55,939	$ 73,265	$ 8,034	$ 76	$ 305,608
Intersegment revenues, net	6,189	(6,740)	559	308	(316)	
Direct revenues	$ 174,483	$ 49,199	$ 73,824	$ 8,342	$ (240)	$ 305,608

	For the Nine Months Ended September 30, 2010					
	Technical Services	Field Services (1)	Industrial Services	Exploration Services	Corporate Items	Totals
Third party revenues	$ 499,567	$ 403,014	$ 380,567	$ 31,063	$ (25)	$ 1,314,186
Intersegment revenues, net	17,763	(23,041)	4,633			