



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

November 10, 2011

Via E-mail

Damian Georgino  
Chief Legal Officer  
Heckmann Corporation  
300 Cherrington Parkway  
Suite 200  
Coraopolis, PA 15108

**Re: Heckmann Corporation  
Registration Statement on Form S-4  
Filed October 14, 2011  
File No. 333-177343**

Dear Mr. Georgino:

We have limited our review of your registration statement to those issues we have addressed in our comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by amending your registration statement and providing the requested information. Where you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your registration statement and the information you provide in response to these comments, we may have additional comments.

Form S-4 Filed October 14, 2011

Incorporation by Reference, page iv

1. Please update this section to specifically incorporate by reference all reports filed pursuant to Section 13(a) of the Exchange Act since the end of your last fiscal year. See Item 11 of Form S-4.

Item 22. Undertakings, page II-1

2. Please include all of the undertakings required by Item 22 of Form S-4. For example, and without limitation, please provide the undertaking required by Item 512(h) of Regulation S-K.

Exhibit 5.1

3. Please obtain and file a revised opinion that does not include any implication that investors are not entitled to rely on the opinion. In that regard, we note that your outside counsel qualified its opinion by rendering it “solely to you.” See Staff Legal Bulletin No. 19 (CF), October 14, 2011, at Section II.B.3.d.

Closing Comments

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Act of 1933 and all applicable Securities Act rules require. Since the company and its management are in possession of all facts relating to a company’s disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

Notwithstanding our comments, in the event you request acceleration of the effective date of the pending registration statement please provide a written statement from the company acknowledging that:

- should the Commission or the staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing;
- the action of the Commission or the staff, acting pursuant to delegated authority, in declaring the filing effective, does not relieve the company from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and
- the company may not assert staff comments and the declaration of effectiveness as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Please refer to Rules 460 and 461 regarding requests for acceleration. We will consider a written request for acceleration of the effective date of the registration statement as confirmation of the fact that those requesting acceleration are aware of their respective responsibilities under the Securities Act of 1933 and the Securities Exchange Act of 1934 as they relate to the proposed public offering of the securities specified in the above registration statement. Please allow adequate time for us to review any amendment prior to the requested effective date of the registration statement.

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Please contact Paul Monsour, Staff Attorney, at (202) 551-3360, Laura Nicholson, Staff Attorney, at (202) 551-3584, or me at (202) 551-3740 with any questions.

Sincerely,

*/s/ A.N. Parker for*

H. Roger Schwall  
Assistant Director

cc: Ms. Eulalia M. Mack