ALL CYCLE WASTE INC Form S-3/A August 08, 2011

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As filed with the Securities and Exchange Commission on August 8, 2011

Registration No. 333-175107

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 1

ιο

#### FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

### Casella Waste Systems, Inc.

(Exact name of registrant as specified in its charter)

Delaware

03-0338873

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification Number)

25 Greens Hill Lane Rutland, Vermont (802) 775-0325

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

John W. Casella Chairman and Chief Executive Officer Casella Waste Systems, Inc. 25 Greens Hill Lane Rutland, Vermont 05701 (802) 775-0325

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copy to:

Jeffrey A. Stein Erika L. Robinson Wilmer Cutler Pickering Hale and Dorr LLP 60 State Street Boston, Massachusetts 02109 Telephone: (617) 526-6000 Telecopy: (617) 526-5000

Approximate date of commencement of proposed sale to the public: From time to time after this registration statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. o

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. ý

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. 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 o	Accelerated filer ý	Non-accelerated filer o	Smaller reporting company o
		(Do not check if a	
		smaller reporting	
		company)	

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission acting pursuant to said Section 8(a), may determine.

### **Registrant Guarantors**

Exact Name of Registrant Guarantor as specified in its Charter	State or Other Jurisdiction of Incorporation or Organization	Primary Standard Industrial Classification Number	I.R.S. Employer Identification Number
All Cycle Waste, Inc.	Vermont	4953	03-0343753
Atlantic Coast Fibers, Inc.	Delaware	4953	22-3507048
B. and C. Sanitation Corporation	New York	4953	16-1329345
Better Bedding Corp.	New York	4953	16-1472389
Bristol Waste Management, Inc.	Vermont	4953	03-0326084
C.V. Landfill, Inc.	Vermont	4953	03-0289078
Casella Albany Renewables, LLC	Delaware	4953	37-1573963
Casella Major Account Services, LLC	Vermont	4953	30-0297037
Casella Recycling, LLC	Maine	4953	01-0203130
Casella Renewable Systems, LLC	Delaware	4953	51-0636932
Casella Transportation, Inc.	Vermont	4953	03-0357441
Casella Waste Management of Massachusetts, Inc.	Massachusetts	4953	03-0364282
Casella Waste Management of N.Y., Inc.	New York	4953	14-1794819
Casella Waste Management of Pennsylvania, Inc.	Pennsylvania	4953	12-2876596
Casella Waste Management, Inc.	Vermont	4953	03-0272349
Casella Waste Services of Ontario, LLC	New York	4953	06-1725553
Chemung Landfill, LLC	New York	4953	13-4311132
Colebrook Landfill, LLC	New Hampshire	4953	11-3760998
Corning Community Disposal Service, Inc.	New York	4953	16-0979692
CWM All Waste LLC	New Hampshire	4953	54-2108293
Forest Acquisitions, Inc.	New Hampshire	4953	02-0479340
Grasslands Inc.	New York	4953	14-1782074
GroundCo LLC	New York	4953	57-1197475
Hakes C & D Disposal, Inc.	New York	4953	16-0431613
Hardwick Landfill, Inc.	Massachusetts	4953	04-3157789
Hiram Hollow Regeneration Corp.	New York	4953	14-1738989
The Hyland Facility Associates	New York	4953	16-1347028
KTI Bio Fuels, Inc.	Maine	4953	22-2520171
KTI Environmental Group, Inc.	New Jersey	4953	22-2427727
KTI New Jersey Fibers, Inc.	Delaware	4953	22-3601504
KTI Operations Inc.	Delaware	4953	22-2908946
KTI Specialty Waste Services, Inc.	Maine	4953	22-3375082
KTI, Inc.	New Jersey	4953	22-2665282
Maine Energy Recovery Company, Limited Partnership	Maine	4953	22-2493823
New England Landfill Solutions, LLC	Massachusetts	4953	04-3521834
New England Waste Services of Massachusetts, Inc.	Massachusetts	4953	04-3489747
New England Waste Services of ME, Inc.	Maine	4953	01-0329311
New England Waste Services of N.Y., Inc.			
New England Waste Services of N. 1., Inc.  New England Waste Services of Vermont, Inc.	New York Vermont	4953 4953	14-1794820 03-0343930
New England Waste Services, Inc.	Vermont	4953	03-0343930
	Vermont	4953	03-0316201
Newbury Waste Management, Inc.	Massachusetts	4953	
NEWS of Worcester LLC			20-1970539
NEWSME Landfill Operations LLC	Maine	4953	20-0735025
North Country Composting Services, Inc.	New Hampshire	4953	04-3369678
North Country Environmental Services, Inc.	Virginia	4953	54-1496372
North Country Trucking, Inc.	New York	4953	16-1468488
Northern Properties Corporation of Plattsburgh	New York	4953	14-1713791
PERC, Inc.	Delaware	4953	22-2761012

Exact Name of Registrant Guarantor as specified in its Charter	State or Other Jurisdiction of Incorporation or Organization	Primary Standard Industrial Classification Number	I.R.S. Employer Identification Number
Pine Tree Waste, Inc.	Maine	4953	01-0513956
Portland C&D Site, Inc.	New York	4953	16-1374891
ReSource Transfer Services, Inc.	Massachusetts	4953	04-3420289
ReSource Waste Systems, Inc.	Massachusetts	4953	04-3333859
Schultz Landfill, Inc.	New York	4953	16-1550413
Southbridge Recycling & Disposal Park, Inc.	Massachusetts	4953	04-2964541
Sunderland Waste Management, Inc.	Vermont	4953	03-0326083
Total Waste Management Corp.	New Hampshire	4953	04-2718634
U.S. Fiber, LLC	North Carolina	4953	56-2026037
Waste-Stream Inc.	New York	4953	14-1488894
Winters Brothers, Inc.	Vermont	4953	03-0351118
	1 . 1 1.	1 6.1 1 1	

The address, including zip code, and telephone number, including area code, of the principal executive office of each Registrant Guarantor listed above is the same as those of Casella Waste Systems, Inc.

#### EXPLANATORY NOTE

This Amendment No. 1 to the Registrant's Registration Statement on Form S-3 (File No. 333-175107) is being filed solely for the purpose of filing an updated Exhibit 5.1 in order to respond to comments received from the Securities and Exchange Commission. No changes or additions are being made hereby to the prospectus that forms a part of the Registration Statement. Accordingly, the prospectus is being omitted from this filing.

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Rutland, State of Vermont on this 8th day of August 2011.

#### CASELLA WASTE SYSTEMS, INC.

By: /s/ JOHN W. CASELLA

Name: John W. Casella

Title: Chairman and Chief Executive Officer

#### **SIGNATURES**

Signature	Title	Date
/s/ JOHN W. CASELLA	Chairman and Chief Executive Officer (Principal	August 8, 2011
John W. Casella	Executive Officer)	August 6, 2011
/s/ EDWIN D. JOHNSON	Senior Vice President and Chief Financial Officer	
Edwin D. Johnson	(Principal Financial and Accounting Officer)	August 8, 2011
*	D'	A 4 0 2011
Douglas R. Casella	Director	August 8, 2011
*	D'	A 4 0 2011
John F. Chapple III	Director	August 8, 2011
*	Director	A
Gregory B. Peters	Director	August 8, 2011
*	Director	A
James F. Callahan, Jr.	Director	August 8, 2011
*	Director	August 9, 2011
Joseph G. Doody	Director II-5	August 8, 2011

	Signature	Title	Date
	*	D' 4	A 49 2011
	James P. McManus	— Director	August 8, 2011
	*		
	Michael K. Burke	Director	August 8, 2011
*By:	/s/ JOHN W. CASELLA		
-	John W. Casella Attorney-in-fact	II-6	

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

ALL CYCLE WASTE, INC.

By:	/s/ EDWIN D. JOHNSON
	Edwin D. Johnson
	Vice President and Treasurer

#### **SIGNATURES**

	Signature	Title	Date
	/s/ JOHN W. CASELLA		
-	John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and	
	Edwin D. Johnson	Accounting Officer)	August 8, 2011
	*	Vice President and Director	August 9, 2011
	Douglas R. Casella	Vice President and Director	August 8, 2011
*By:	/s/ JOHN W. CASELLA	<u></u>	
	John W. Casella		
	Attorney-in-fact	II-7	

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

ATLANTIC COAST FI	BERS, IN	C.
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By:	/s/ EDWIN D. JOHNSON
	Edwin D. Johnson
	Vice President and Treasurer

#### **SIGNATURES**

	Signature	Title	Date
	/s/ JOHN W. CASELLA	Provident and Director (Driverical Executive Office)	A4 8, 2011
	John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer and Director (Principal	
	Edwin D. Johnson	Financial and Accounting Officer)	August 8, 2011
	*		
	Douglas R. Casella	Vice President and Director	August 8, 2011
*By:	/s/ JOHN W. CASELLA		
	John W. Casella		
	Attorney-in-fact	II-8	

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

#### B. AND C. SANITATION CORPORATION

By:	/s/ EDWIN D. JOHNSON
	Edwin D. Johnson
	Vice President and Treasurer

#### **SIGNATURES**

	Signature	Title	Date
	/s/ JOHN W. CASELLA  John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and	
	Edwin D. Johnson	Accounting Officer)	August 8, 2011
	*	Vice President and Director	A 9, 2011
	Douglas R. Casella	vice President and Director	August 8, 2011
*By:	/s/ JOHN W. CASELLA		
	John W. Casella  Attorney-in-fact	II-9	

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

#### BETTER BEDDING CORP.

By:	/s/ EDWIN D. JOHNSON
	Edwin D. Johnson
	Vice President and Treasurer

#### **SIGNATURES**

	Signature	Title	Date
	/s/ JOHN W. CASELLA	— President and Director (Principal Executive Officer)	August 9, 2011
	John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and	A., 9, 2011
	Edwin D. Johnson	Accounting Officer)	August 8, 2011
	*		
	Douglas R. Casella	Vice President and Director	August 8, 2011
*By:	/s/ JOHN W. CASELLA	<u></u>	
	John W. Casella		
	Attorney-in-fact	II-10	

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

BRISTOL	WASTE MANAG	EMENT.	INC.

By:	/s/ EDWIN D. JOHNSON
_	Edwin D. Johnson
	Vice President and Treasurer

#### **SIGNATURES**

	Signature	Title	Date
	/s/ JOHN W. CASELLA		A 49.2011
	John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and	
	Edwin D. Johnson	Accounting Officer)	August 8, 2011
	*		
	Douglas R. Casella	Vice President and Director	August 8, 2011
*By:	/s/ JOHN W. CASELLA		
	John W. Casella	_	
	Attorney-in-fact	П-11	

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

C.V. LANDFILL, INC.

By:	/s/ EDWIN D. JOHNSON
	Edwin D. Johnson
	Vice President and Treasurer

#### **SIGNATURES**

	Signature	Title	Date
	/s/ JOHN W. CASELLA  John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and	August 8, 2011
	Edwin D. Johnson *	Accounting Officer)	-
	Douglas R. Casella	Vice President and Director	August 8, 2011
*By:	/s/ JOHN W. CASELLA		
	John W. Casella Attorney-in-fact	II-12	

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

By:

#### CASELLA ALBANY RENEWABLES, LLC

/s/ EDWIN D. JOHNSON

Edwin D. Johnson

		Vice President and SIGNATURES	Treasurer
	rsuant to the requirements of the Securities Ac in the capacities and on the dates indicated.	et of 1933, as amended, this Registration Statement has been sig	ned by the following
	Signature	Title	Date
	/s/ JOHN W. CASELLA		
	John W. Casella	President (Principal Executive Officer)	August 8, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and	
	Edwin D. Johnson	Accounting Officer)	August 8, 2011
	*	— W. B. H.	
	Douglas R. Casella	Vice President	August 8, 2011
CASEL	LA RENEWABLE SYSTEMS, LLC		
Ву:	/s/ EDWIN D. JOHNSON		
	Edwin D. Johnson Vice President and Treasurer	Sole Member	August 8, 2011
	Casella Albany Renewables, LLC has no di	rectors or managers.	
*By:	/s/ JOHN W. CASELLA	<u></u>	
	John W. Casella		
	Attorney-in-fact	II-13	

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

	CASELLA MAJOF	CASELLA MAJOR ACCOUNT SERVICES, LLC		
	Ву:	/s/ EDWIN D. JOHNSON		
	SIGNATURES	Edwin D. Johnson Vice President and Treasurer		
Pursuant to the requirements of the Se persons in the capacities and on the dates in	ecurities Act of 1933, as amended, this Registration indicated.	on Statement has been signed by the followin		
Signature	Title	Date		
/s/ JOHN W. CASELLA				
John W. Casella	President and Secretary (Principa	al Executive Officer) August 8, 2011		
/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Pr	incipal Financial and		
Edwin D. Johnson	Accounting Officer)	August 8, 2011		
CASELLA WASTE SYSTEMS, INC.				
By: /s/ JOHN W. CASELLA	A			
John W. Casella Chairman and Chief Executive	Sole Member e Officer	August 8, 2011		
Casella Major Account Services,	LLC has no directors or managers.  II-14			

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

CACELL	A DE	CVCI	INIC	$\mathbf{I} \mathbf{I} \mathbf{C}$
CASELL	1 KE	CICL	JING,	LLC

By:	/s/ EDWIN D. JOHNSON
	Edwin D. Johnson
	Vice President and Treasurer

#### **SIGNATURES**

	Signature	Title	Date
	/s/ JOHN W. CASELLA  John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and	
	Edwin D. Johnson	Accounting Officer)	August 8, 2011
	*	Vice President and Director	A4 9, 2011
	Douglas R. Casella	vice President and Director	August 8, 2011
*By:	/s/ JOHN W. CASELLA		
	John W. Casella Attorney-in-fact	II-15	

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

By:

#### CASELLA RENEWABLE SYSTEMS, LLC

/s/ EDWIN D. JOHNSON

		Edwin D. Johnson		
		Vice President and Treasurer		
		SIGNATURES		
	rsuant to the requirements of the Securities Act of 1935 in the capacities and on the dates indicated.	3, as amended, this Registration Statement has been signed by	by the following	
	Signature	Title	Date	
	/s/ JOHN W. CASELLA	President, Secretary and Director (Principal Executive	August 8, 2011	
	John W. Casella	Officer)	August 8, 2011	
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and	August 8, 2011	
	Edwin D. Johnson	Accounting Officer)	August 6, 2011	
	*	- 17 D 11		
	Douglas R. Casella	Vice President	August 8, 2011	
CASEL	LA WASTE SYSTEMS, INC.			
By:	/s/ JOHN W. CASELLA			
	John W. Casella	Sole Member	August 8, 2011	
	Chairman and Chief Executive Officer			
	Casella Renewable Systems, LLC has no directors of	or managers.		
*By:	/s/ JOHN W. CASELLA			
	John W. Casella			
	Attorney-in-fact	II-16		

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

CASFLLA	TRANSPORTATION.	INC

Ву:	/s/ EDWIN D. JOHNSON	
	Edwin D. Johnson	
	Vice President and Treasurer	

#### **SIGNATURES**

Signature		Title	Date	
	/s/ JOHN W. CASELLA	— V. D. I. ( 15. ( (B 15. (	A 49 2011	
	John W. Casella	Vice President and Director (Principal Executive Officer)	August 8, 2011	
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and		
	Edwin D. Johnson	Accounting Officer)	August 8, 2011	
	*	President and Director	A 9, 2011	
	Douglas R. Casella	President and Director	August 8, 2011	
*By:	/s/ JOHN W. CASELLA			
	John W. Casella Attorney-in-fact			
	in the second of	II-17		

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

CASELLA WASTE MANAGEMENT OF MASSACHUSETTS, INC.

By:	/s/ EDWIN D. JOHNSON	
	Edwin D. Johnson	_
	Vice President and Treasurer	

#### **SIGNATURES**

	Signature	Title	Date
	/s/ JOHN W. CASELLA		
	John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and	
	Edwin D. Johnson	Accounting Officer)	August 8, 2011
	*		
	Douglas R. Casella	Vice President and Director	August 8, 2011
*By:	/s/ JOHN W. CASELLA		
	John W. Casella		
	Attorney-in-fact	II-18	

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

CASELLA	WASTE	MANAGEMENT	OF N.Y	. INC

By: /s/ EDWIN D. JOHNSON

Edwin D. Johnson

Vice President and Treasurer

#### **SIGNATURES**

	Signature	Title	Date
	/s/ JOHN W. CASELLA  John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and	
	Edwin D. Johnson	Accounting Officer)	August 8, 2011
	*	Vice President and Director	August 9, 2011
	Douglas R. Casella	vice President and Director	August 8, 2011
*By:	/s/ JOHN W. CASELLA		
	John W. Casella  Attorney-in-fact	II-19	

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

CASELLA WASTE MANAGEMENT OF PENNSYLVANIA, INC.

By:	/s/ EDWIN D. JOHNSON
	Edwin D. Johnson
	Vice President and Treasurer

#### **SIGNATURES**

	Signature	Title	Date
	/s/ JOHN W. CASELLA  John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and	
	Edwin D. Johnson	Accounting Officer)	August 8, 2011
	*	Vice President and Director	A 4 9 2011
	Douglas R. Casella	vice President and Director	August 8, 2011
*By:	/s/ JOHN W. CASELLA		
	John W. Casella  Attorney-in-fact	II-20	

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

CACETTA	TITA CODE	3 F A 3 T A	OF AFRIC	TATO
CASELLA	WASIE	MANA	GEMENT	. INC

By:	/s/ EDWIN D. JOHNSON
	Edwin D. Johnson
	Vice President and Treasurer

#### **SIGNATURES**

	Signature	Title	Date
	/s/ JOHN W. CASELLA	Vice President and Director (Principal Executive	August 8, 2011
	John W. Casella	Officer)	1148450 0, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and	August 8, 2011
	Edwin D. Johnson	Accounting Officer)	
	*		
	Douglas R. Casella	President and Director	August 8, 2011
*By:	/s/ JOHN W. CASELLA		
	John W. Casella		
	Attorney-in-fact	II-21	

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

		CASELLA WASTE SERVICES OF ONTARIO, LLC		
		By:	/s/ EDWIN D. JOH	HNSON
		SIGNATURES	Edwin D. John Vice President and T	
Pursuant to the requirements of persons in the capacities and on the		of 1933, as amended, this Registration S	tatement has been sigr	ned by the following
Signature		Title		Date
/s/ JOHN W. CASI	ELLA			
John W. Casella /s/ EDWIN D. JOHNSON		President and Secretary (Principal Executive Officer)		August 8, 2011
		Vice President and Treasurer (Principal Financial and		
Edwin D. Johns	on	Accounting Officer)	( <b>-</b>	August 8, 2011
NEW ENGLAND WASTE SERV	CES OF N.Y., INC			
By: /s/ EDWIN D. Jo	OHNSON			
Edwin D. Jo Vice President an		Sole Member		August 8, 2011
Casella Waste Services o	f Ontario, LLC has	no directors or managers. II-22		

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

		CHEMUNG LANDFILL, LLC		
		Ву:	/s/ EDWIN D. JOI	HNSON
		SIGNATURES	Edwin D. Johnson Vice President and Treasure	
	uant to the requirements of the Securities Act on the capacities and on the dates indicated.	f 1933, as amended, this Registra	ntion Statement has been sign	ned by the following
	Signature	Title	e	Date
	/s/ JOHN W. CASELLA	Described and Company (Drive)	:! E(: Off:)	A 9. 2011
	John W. Casella	President and Secretary (Princi	ipai Executive Officer)	August 8, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (	Principal Financial and	4
	Edwin D. Johnson	Accounting Officer)	•	August 8, 2011
NEW EN	GLAND WASTE SERVICES OF N.Y., INC.			
By:	/s/ EDWIN D. JOHNSON			
	Edwin D. Johnson Vice President and Treasurer	Sole Member		August 8, 2011
	Chemung Landfill, Inc. has no directors or man	nagers.		

II-23

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

By:

#### COLEBROOK LANDFILL, LLC

/s/ EDWIN D. JOHNSON

		Vice President and SIGNATURES	Treasurer
	uant to the requirements of the Securities Acon the capacities and on the dates indicated.	et of 1933, as amended, this Registration Statement has been sig	ned by the following
	Signature	Title	Date
	/s/ JOHN W. CASELLA	Procident and Secretary (Principal Executive Officer)	August 9, 2011
	John W. Casella	President and Secretary (Principal Executive Officer)	August 8, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and	
	Edwin D. Johnson	Accounting Officer)	August 8, 2011
NEW EN	GLAND WASTE SERVICES, INC.		
Ву:	/s/ EDWIN D. JOHNSON		
	Edwin D. Johnson Vice President and Treasurer	Sole Member	August 8, 2011
	Colebrook Landfill LLC. has no directors o	r managers.	
		II-24	

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

CORNING	COMMUNIT	Y DISPOSAL	SERVICE.	INC.

By:	/s/ EDWIN D. JOHNSON
	Edwin D. Johnson
	Vice President and Treasurer

#### **SIGNATURES**

	Signature	Title	Date
	/s/ JOHN W. CASELLA  John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and	
	Edwin D. Johnson	Accounting Officer)	August 8, 2011
	*	— W. B. H. (18)	
	Douglas R. Casella	Vice President and Director	August 8, 2011
*By:	/s/ JOHN W. CASELLA		
	John W. Casella Attorney-in-fact	II-25	

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

CWM ALL.	WASTE LLC
CHILITIE	WARDID DDC

	By: /s/EDW	IN D. JOHNSON
		in D. Johnson dent and Treasurer
Pursuant to the requirements of the Securities Act of persons in the capacities and on the dates indicated.	1933, as amended, this Registration Statement has	s been signed by the following
Signature	Title	Date
/s/ JOHN W. CASELLA		A 4.0.2011
John W. Casella	President (Principal Executive Officer)	August 8, 2011
/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financia	Land
Edwin D. Johnson	Accounting Officer)	August 8, 2011
CASELLA WASTE MANAGEMENT, INC.		
By: /s/ EDWIN D. JOHNSON		
Edwin D. Johnson Vice President and Treasurer	Sole Member	August 8, 2011
CWM All Waste LLC has no directors or mana	gers.	
	II-26	

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

<b>FOREST</b>	ACC	UISIT	TIONS.	INC.
IONLDI	1100	,01011	110110.	. 1110.

By:	/s/ EDWIN D. JOHNSON
	Edwin D. Johnson
	Vice President and Treasurer

#### **SIGNATURES**

	Signature	Title	Date
	/s/ JOHN W. CASELLA	- Procident Director (Principal Evenutive Officer)	August 9, 2011
	John W. Casella	President, Director (Principal Executive Officer)	August 8, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and	August 8, 2011
	Edwin D. Johnson	Accounting Officer)	
	*		
	Douglas R. Casella	Vice President and Director	August 8, 2011
*By:	/s/ JOHN W. CASELLA		
	John W. Casella		
	Attorney-in-fact	II-27	

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

CD	CCT	A TAT	מת	TNIC
LTK/	1001	AIN	כנו	INC.

By:	/s/ EDWIN D. JOHNSON	
	Edwin D. Johnson	
	Vice President and Treasurer	

#### **SIGNATURES**

Signature		Title	Date
	/s/ JOHN W. CASELLA		
	John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer and Director (Principal	
	Edwin D. Johnson	Financial and Accounting Officer)	August 8, 2011
	*	Vice Provident and Director	A
	Douglas R. Casella	Vice President and Director	August 8, 2011
*By:	/s/ JOHN W. CASELLA		
	John W. Casella Attorney-in-fact		
		II-28	

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

		GROUNDCO LLC		
		By: /s/ EDWIN D.	JOHNSON	
		Edwin D. J  Vice President a  SIGNATURES	nd Treasurer	
	ant to the requirements of the Securities Ac the capacities and on the dates indicated.	t of 1933, as amended, this Registration Statement has been	signed by the following	
	Signature	Title	Date	
	/s/ JOHN W. CASELLA	D :1 (D: : 15 (: 000)	4.0.2011	
John W. Casella		President (Principal Executive Officer)	August 8, 2011	
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and		
	Edwin D. Johnson	Accounting Officer)	August 8, 2011	
NEW EN	GLAND WASTE SERVICES OF VERMOR	NT, INC.		
Ву:	/s/ EDWIN D. JOHNSON			
	Edwin D. Johnson  Vice President and Treasurer	Sole Member	August 8, 2011	
	GroundCo LLC has no directors or manager	rs.		
		II-29		

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

HAKES C & D DISPOSAL, INC.

By:	/s/ EDWIN D. JOHNSON
	Edwin D. Johnson
	Vice President and Treasurer

#### **SIGNATURES**

Signature		Title	Date
	/s/ JOHN W. CASELLA	Pussident and Director (Principal Executive Officer)	August 9, 2011
	John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and	
	Edwin D. Johnson	Accounting Officer)	August 8, 2011
	*		
	Douglas R. Casella	Vice President and Director	August 8, 2011
*By:	/s/ JOHN W. CASELLA		
	John W. Casella	<del></del>	
	Attorney-in-fact	II-30	

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

HARDWICK L	ANDFILL.	INC.
------------	----------	------

By:	/s/ EDWIN D. JOHNSON
	Edwin D. Johnson
	Vice President and Treasurer

#### **SIGNATURES**

Signature		Title	Date
	/s/ JOHN W. CASELLA	President and Director (Principal Executive Officer)	August 9, 2011
	John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and	
	Edwin D. Johnson	Accounting Officer)	August 8, 2011
	*		
	Douglas R. Casella	Vice President and Director	August 8, 2011
*By:	/s/ JOHN W. CASELLA		
	John W. Casella	<del></del>	
	Attorney-in-fact	II-31	

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

HIR	$\Delta M$	HOI I	$\cap W$	REGENE	R A TION	CORP
TIIN.	AIVI	TOL	A ) VV	NECLEME	NAIION	CORE

By:	/s/ EDWIN D. JOHNSON
	Edwin D. Johnson
	Vice President and Treasurer

#### **SIGNATURES**

Signature		Title	Date
	/s/ JOHN W. CASELLA		A 49 2011
'	John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and	
1	Edwin D. Johnson	Accounting Officer)	August 8, 2011
	*		
'	Douglas R. Casella	Vice President and Director	August 8, 2011
*By:	/s/ JOHN W. CASELLA		
	John W. Casella Attorney-in-fact	TI 00	
		II-32	

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

#### THE HYLAND FACILITY ASSOCIATES

By: C	Casella Waste Management of N.Y., Inc. its managing partner
Ву:	/s/ EDWIN D. JOHNSON

Edwin D. Johnson

Vice President and Treasurer

#### **SIGNATURES**

	Signature	Title	Date
CASEL	LA WASTE MANAGEMENT OF N.Y., INC.		
By:	/s/ JOHN W. CASELLA		
	John W. Casella  President and Director	General Partner	August 8, 2011
	/s/ JOHN W. CASELLA		
	John W. Casella	Director of Casella Waste Management of N.Y., Inc.	August 8, 2011
	*		
	Douglas R. Casella	Director of Casella Waste Management of N.Y., Inc.	August 8, 2011
*By:	/s/ JOHN W. CASELLA		
	John W. Casella Attorney-in-fact	•	
	The Hyland Facility Associates has no officers of	or directors.	
	II-33		

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

KTI BIO FUELS, INC	
--------------------	--

By:	/s/ EDWIN D. JOHNSON	
	Edwin D. Johnson	
	Vice President and Treasurer	

#### **SIGNATURES**

	Signature	Title	Date
	/s/ JOHN W. CASELLA	President and Director (Principal Executive Officer)	August 8, 2011
	John W. Casella		
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and Accounting Officer)	August 8, 2011
	Edwin D. Johnson *	Tito Canada ( ) Tito ( )	
	Douglas R. Casella	Vice President and Director	August 8, 2011
*By:	/s/ JOHN W. CASELLA		
	John W. Casella  Attorney-in-fact	II-34	

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

KTI ENVIRONMENTAL	CDOLID	TNIC
N I I CIN V I KUNIVICIN I AL	CIRCUP.	HNC.

By:	/s/ EDWIN D. JOHNSON	
	Edwin D. Johnson	
	Vice President and Treasurer	

#### **SIGNATURES**

	Signature	Title	Date
	/s/ JOHN W. CASELLA	Procident and Director (Principal Executive Officer)	August 9, 2011
	John W. Casella	<ul> <li>President and Director (Principal Executive Officer)</li> </ul>	August 8, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and	August 8, 2011
	Edwin D. Johnson	Accounting Officer)	
	*		
	Douglas R. Casella	Vice President and Director	August 8, 2011
*By:	/s/ JOHN W. CASELLA		
	John W. Casella		
	Attorney-in-fact	II-35	

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

KTI NEW JERSEY FIBERS, INC.

By:	/s/ EDWIN D. JOHNSON	
	Edwin D. Johnson	
	Vice President and Treasurer	

#### **SIGNATURES**

	Signature	Title	Date
	/s/ JOHN W. CASELLA	President and Director (Principal Executive Officer)	August 8, 2011
	John W. Casella		<b>C</b> ,
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer and director (Principal	A
	Edwin D. Johnson	Financial and Accounting Officer)	August 8, 2011
	*		
	Douglas R. Casella	Vice President and Director	August 8, 2011
*By:	/s/ JOHN W. CASELLA		
	John W. Casella Attorney-in-fact		
		II-36	

### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

TT	OPER	ATIONS	INC
<b>\ I I</b>	OFER	AHUNS	HNU.

By:	/s/ EDWIN D. JOHNSON		
	Edwin D. Johnson		
	Vice President and Treasurer		

### **SIGNATURES**

	Signature	Title	Date
	/s/ JOHN W. CASELLA	President and Director (Principal Executive Officer)	August 8, 2011
	John W. Casella	, ,	,
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer and Director (Principal	A
	Edwin D. Johnson	Financial and Accounting Officer)	August 8, 2011
	*		
	Douglas R. Casella	Vice President and Director	August 8, 2011
*By:	/s/ JOHN W. CASELLA		
	John W. Casella  Attorney-in-fact		
		II-37	

### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

KTI SPECIALTY WASTE SERVICES, INC.

By:	/s/ EDWIN D. JOHNSON		
	Edwin D. Johnson		
	Vice President and Treasurer		

### **SIGNATURES**

	Signature	Title	Date
	/s/ JOHN W. CASELLA	Describent and Director (Dringing) Evacutive Officer	August 9, 2011
	John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and	A 40 2011
	Edwin D. Johnson	Accounting Officer)	August 8, 2011
	*		
	Douglas R. Casella	Vice President and Director	August 8, 2011
*By:	/s/ JOHN W. CASELLA		
·	John W. Casella		
	Attorney-in-fact	II-38	

### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

KTI, INC.

By:	/s/ EDWIN D. JOHNSON
	Edwin D. Johnson  Vice President and Treasurer

#### **SIGNATURES**

	Signature	Title	Date
	/s/ JOHN W. CASELLA  John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and	
	Edwin D. Johnson	Accounting Officer)	August 8, 2011
	*	Vice President and Director	August 9, 2011
	Douglas R. Casella	Vice President and Director	August 8, 2011
*By:	/s/ JOHN W. CASELLA	<u></u>	
	John W. Casella  Attorney-in-fact	П-39	

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

PARTNERSHIP	
By:	KTI Environmental Group, Inc., its general partner
Ву:	/s/ EDWIN D. JOHNSON
	Edwin D. Johnson

Vice President and Treasurer

### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature Title Date KTI ENVIRONMENTAL GROUP, INC. /s/ JOHN W. CASELLA By: General Partner August 8, 2011 John W. Casella President and Director /s/ JOHN W. CASELLA Director of KTI Environmental Group, Inc. August 8, 2011 John W. Casella Director of KTI Environmental Group, Inc. August 8, 2011 Douglas R. Casella \*By: /s/ JOHN W. CASELLA John W. Casella Attorney-in-fact Maine Energy Recovery Company, Limited Partnership has no officers or directors. II-40

### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

NEW ENGL	AND LANDEI	LL SOLUTIONS	LLC

By: /s/ EDWIN D. JOHNSON

Edwin D. Johnson

Vice President and Treasurer

### **SIGNATURES**

	Signature	Title	Date
	/s/ JOHN W. CASELLA	— Describent and Director (Dringing) Eventury Officer	August 9, 2011
	John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and	
	Edwin D. Johnson	Accounting Officer)	August 8, 2011
	*		
'	Douglas R. Casella	Vice President and Director	August 8, 2011
*By:	/s/ JOHN W. CASELLA		
	John W. Casella		
	Attorney-in-fact	II-41	

### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

NEW ENGLAND WASTE SERVICES OF MASSACHUSETTS, INC.

By:	/s/ EDWIN D. JOHNSON	
	Edwin D. Johnson	
	Vice President and Treasurer	

#### **SIGNATURES**

	Signature	Title	Date
	/s/ JOHN W. CASELLA  John W. Casella	Vice President and Director (Principal Executive Officer)	August 8, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and	
	Edwin D. Johnson	Accounting Officer)	August 8, 2011
	*	President and Director	August 8, 2011
	Douglas R. Casella	resident and Director	August 6, 2011
*By:	/s/ JOHN W. CASELLA	<u> </u>	
	John W. Casella Attorney-in-fact	II-42	

### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

<b>NEW ENGI</b>	AND W	ASTE SER	RVICES	OF ME.	INC

By:	/s/ EDWIN D. JOHNSON		
	Edwin D. Johnson		
	Vice President and Treasurer		

### **SIGNATURES**

	Signature	Title	Date
	/s/ JOHN W. CASELLA	Provident and Director (Drive in J. Franctice Office)	A 9, 2011
	John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and	
	Edwin D. Johnson	Accounting Officer)	August 8, 2011
	*		
	Douglas R. Casella	Vice President and Director	August 8, 2011
*By:	/s/ JOHN W. CASELLA		
	John W. Casella	<del></del>	
	Attorney-in-fact	II-43	

### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

NEW ENGLAND WASTE SERVICES OF N.Y., INC.

By: /s/ EDWIN D. JOHNSON

Edwin D. Johnson

Vice President and Treasurer

### **SIGNATURES**

Signature		Title	Date	
	/s/ JOHN W. CASELLA	— President and Director (Principal Evecutive Officer)	August 9, 2011	
John W. Casella		President and Director (Principal Executive Officer)	August 8, 2011	
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and		
Edwin D. Johnson		Accounting Officer)	August 8, 2011	
	*			
	Douglas R. Casella	Vice President and Director	August 8, 2011	
*By:	/s/ JOHN W. CASELLA			
	John W. Casella			
	Attorney-in-fact	II-44		

### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

NEW ENGLAND WASTE SERVICES OF VERMONT, INC.

By:	/s/ EDWIN D. JOHNSON		
•	Edwin D. Johnson		
	Vice President and Treasurer		

#### **SIGNATURES**

	Signature	Title	Date
	/s/ JOHN W. CASELLA	Pussident and Director (Principal Evecutive Officer)	August 9, 2011
John W. Casella		President and Director (Principal Executive Officer)	August 8, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and	
Edwin D. Johnson		Accounting Officer)	August 8, 2011
	*		
	Douglas R. Casella	Vice President and Director	August 8, 2011
*By:	/s/ JOHN W. CASELLA		
	John W. Casella  Attorney-in-fact		
	inome, in just	II-45	

### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

NEW ENGLAND WASTE SERVICES. IN	ASTE SERVICES. INC
--------------------------------	--------------------

By:	/s/ EDWIN D. JOHNSON		
•	Edwin D. Johnson		
	Vice President and Treasurer		

### **SIGNATURES**

	Signature	Title	Date
	/s/ JOHN W. CASELLA  John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and	
	Edwin D. Johnson	Accounting Officer)	August 8, 2011
	*	Vice President and Director	A., 9, 2011
	Douglas R. Casella	vice President and Director	August 8, 2011
*By:	/s/ JOHN W. CASELLA	<u></u>	
	John W. Casella  Attorney-in-fact	II-46	

### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

NEWBURY WASTE MANAGEMENT, INC.

By:	/s/ EDWIN D. JOHNSON	
	Edwin D. Johnson	
	Vice President and Treasurer	

### **SIGNATURES**

Signature		Title	Date	
	/s/ JOHN W. CASELLA	Provident and Director (Dring in all Free action Offices)	A 9, 2011	
John W. Casella		President and Director (Principal Executive Officer)	August 8, 2011	
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and		
Edwin D. Johnson		Accounting Officer)	August 8, 2011	
	*			
	Douglas R. Casella	Vice President and Director	August 8, 2011	
*By:	/s/ JOHN W. CASELLA			
	John W. Casella Attorney-in-fact	<del></del> -		

### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

		NEWS OF WO	RCESTER LLC
		Ву:	Casella Waste Systems, Inc., its sole member*
		By:	/s/ EDWIN D. JOHNSON
		SIGNATURES	Edwin D. Johnson  Vice President and Treasurer
persons	arsuant to the requirements of the Securities Act of 19 in the capacities and on the dates indicated.  LLA WASTE SYSTEMS, INC.	933, as amended, this Regist	ration Statement has been signed by the following
CASEI	LLA WASTE SYSTEMS, INC.		
By:	/s/ JOHN W. CASELLA		
	John W. Casella Chairman and Chief Executive Officer	Sole Member	August 8, 2011
*			
	NEWS of Worcester LLC has no officers or direc	tors.	
		II-48	

### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

		NEWSME LA	NDFILL OPERATIONS LLC	
		Ву:	/s/ EDWIN D. JOHN	NSON
		SIGNATURES	Edwin D. Johnso Vice President and Tr	
	suant to the requirements of the Securities Act of 193 in the capacities and on the dates indicated.	33, as amended, this Regis	tration Statement has been signe	d by the following
	Signature		Title	Date
	/s/ JOHN W. CASELLA	D 11 . (D) 1 . 1 .		
	John W. Casella	President (Principal Ex	xecutive Officer)	August 8, 2011
	/s/ EDWIN D. JOHNSON	_ Vice President and Tre	easurer (Principal Financial and	August 8, 2011
	Edwin D. Johnson	Accounting Officer)		August 8, 2011
NEW E	NGLAND WASTE SERVICES OF ME, INC.			
By:	/s/ EDWIN D. JOHNSON	<del>_</del>		
	Edwin D. Johnson  Principal Financial and Accounting Officer	Sole Member		August 8, 2011
	NEWSME Landfill Operations LLC has no director	rs or managers.		
		II-49		

### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

North Country Composting Services, Inc.

By: /s/ EDWIN D. JOHNSON

Edwin D. Johnson

Vice President and Treasurer

### **SIGNATURES**

	Signature	Title	Date
	/s/ JOHN W. CASELLA		A 0 2011
	John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and	
'	Edwin D. Johnson	Accounting Officer)	August 8, 2011
	*		
	Douglas R. Casella	Vice President and Director	August 8, 2011
*By:	/s/ JOHN W. CASELLA		
	John W. Casella Attorney-in-fact	II-50	

### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

NORTH COUNTRY ENVIRONMENTAL SERVICES, INC.

By: /s/ EDWIN D. JOHNSON

Edwin D. Johnson

Vice President and Treasurer

**SIGNATURES** 

	Signature	Title	Date
	/s/ JOHN W. CASELLA  John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and	August 9, 2011
	Edwin D. Johnson	Accounting Officer)	August 8, 2011
	*	Vice President and Director	August 8, 2011
	Douglas R. Casella	vice resident and Director	August 6, 2011
*By:	/s/ JOHN W. CASELLA	<u> </u>	
	John W. Casella Attorney-in-fact	II-51	
		П-51	

### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

NORTH	COUNTRY	TRUCKING,	INC.

By:	/s/ EDWIN D. JOHNSON
	Edwin D. Johnson
	Vice President and Treasurer

### **SIGNATURES**

	Signature	Title	Date
	/s/ JOHN W. CASELLA		
	John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and	August 8, 2011
	Edwin D. Johnson	Accounting Officer)	August 6, 2011
	*	Vice President and Director	August 8, 2011
	Douglas R. Casella	The Hesident and Breetor	714gust 0, 2011
*By:	/s/ JOHN W. CASELLA	<u></u>	
	John W. Casella		
	Attorney-in-fact	II-52	

### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

### NORTHERN PROPERTIES CORPORATION OF PLATTSBURGH

By:	/s/ EDWIN D. JOHNSON
	Edwin D. Johnson
	Vice President and Treasurer

### **SIGNATURES**

	Signature	Title	Date
	/s/ JOHN W. CASELLA		4
	John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer and Director (Principal	
	Edwin D. Johnson	Financial and Accounting Officer)	August 8, 2011
	*	Via Paridad and Director	A., 9, 2011
	Douglas R. Casella	Vice President and Director	August 8, 2011
*By:	/s/ JOHN W. CASELLA		
	John W. Casella		
	Attorney-in-fact	II-53	

### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

PERC, INC.

By:	/s/ EDWIN D. JOHNSON
	Edwin D. Johnson

Vice President and Treasurer

#### **SIGNATURES**

	Signature	Title	Date
	/s/ JOHN W. CASELLA	President and Director (Principal Executive Officer)	August 8, 2011
	John W. Casella	Trestacite and Breecos (Timespai Breedaive Officer)	71ugust 0, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer and Director (Principal	
	Edwin D. Johnson	Financial and Accounting Officer)	August 8, 2011
	*		
	Douglas R. Casella	Vice President and Director	August 8, 2011
*By:	/s/ JOHN W. CASELLA		
	John W. Casella		
	Attorney-in-fact	II-54	

### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

PINE TREE WASTE, INC.

By:	/s/ EDWIN D. JOHNSON	
	Edwin D. Johnson	
	Vice President and Treasurer	

#### **SIGNATURES**

	Signature	Title	Date
	/s/ JOHN W. CASELLA		
	John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer and Director (Principal	
	Edwin D. Johnson	Financial and Accounting Officer)	August 8, 2011
	*	D:	
	Douglas R. Casella	Director	August 8, 2011
*By:	/s/ JOHN W. CASELLA		
•	John W. Casella		
	Attorney-in-fact	II-55	

### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

PORTLAND C&D SITE, INC.

By:	/s/ EDWIN D. JOHNSON
Edwin D. Johnson	
	Vice President and Treasurer

### **SIGNATURES**

	Signature	Title	Date
	/s/ JOHN W. CASELLA	— President and Director (Principal Executive Officer)	August 9, 2011
	John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and	
	Edwin D. Johnson	Accounting Officer)	August 8, 2011
	*		
	Douglas R. Casella	Vice President and Director	August 8, 2011
*By:	/s/ JOHN W. CASELLA		
	John W. Casella		
	Attorney-in-fact	II-56	

### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

RESOURCE TRANSFER SERVICES, INC
---------------------------------

By:	/s/ EDWIN D. JOHNSON	
	Edwin D. Johnson	
	Vice President and Treasurer	

### **SIGNATURES**

	Signature	Title	Date
	/s/ JOHN W. CASELLA		
	John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and	4 2011
	Edwin D. Johnson	Accounting Officer)	August 8, 2011
	*	Vice President and Director	August 8, 2011
	Douglas R. Casella	vice resident and Director	August 6, 2011
*By:	/s/ JOHN W. CASELLA	<u></u>	
	John W. Casella  Attorney-in-fact		
	Auorney-in-jaci	II-57	

### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

RESOURCE	WASTE	SYSTEMS.	INC.

By:	/s/ EDWIN D. JOHNSON	
	Edwin D. Johnson	
	Vice President and Treasurer	

### **SIGNATURES**

	Signature	Title	Date
	/s/ JOHN W. CASELLA  John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and	
	Edwin D. Johnson	Accounting Officer)	August 8, 2011
	*	Vice President and Director	August 9, 2011
	Douglas R. Casella	Vice President and Director	August 8, 2011
*By:	/s/ JOHN W. CASELLA		
	John W. Casella Attorney-in-fact	II-58	

### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

SCHULTZ LANDFILL, INC.

By:	/s/ EDWIN D. JOHNSON
	Edwin D. Johnson
	Vice President and Treasurer

### **SIGNATURES**

	Signature	Title	Date
	/s/ JOHN W. CASELLA		A 49 2011
	John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and	
	Edwin D. Johnson	Accounting Officer)	August 8, 2011
	*		
	Douglas R. Casella	Vice President and Director	August 8, 2011
*By:	/s/ JOHN W. CASELLA		
	John W. Casella		
	Attorney-in-fact	II-59	

### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

### SOUTHBRIDGE RECYCLING & DISPOSAL PARK, INC.

By:	/s/ EDWIN D. JOHNSON
	Edwin D. Johnson
	Vice President and Treasurer

#### **SIGNATURES**

	Signature	Title	Date
	/s/ JOHN W. CASELLA		
	John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and	A 9 2011
	Edwin D. Johnson	Accounting Officer)	August 8, 2011
	*	Vice President and Director	August 9, 2011
	Douglas R. Casella	vice Fresident and Director	August 8, 2011
*By:	/s/ JOHN W. CASELLA	<u> </u>	
	John W. Casella  Attorney-in-fact		
	inomey in fact	II-60	

### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

SUNDERL	AND	WASTE	MANA	GEMENT	INC

By:	/s/ EDWIN D. JOHNSON
	Edwin D. Johnson
	Vice President and Treasurer

### **SIGNATURES**

	Signature	Title	Date
	/s/ JOHN W. CASELLA	Pussident and Director (Principal Executive Officer)	August 9, 2011
	John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and	
	Edwin D. Johnson	Accounting Officer)	August 8, 2011
	*		
	Douglas R. Casella	Vice President and Director	August 8, 2011
*By:	/s/ JOHN W. CASELLA		
	John W. Casella	<del></del>	
	Attorney-in-fact	II-61	

### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

$TOT\DeltaI$	WASTE	ΜΔΝΔ	GEMENT	CORP
IOIAL	• <b>• • • • • • • • • • • • • • • • • • </b>	IVIAINA	CHEWITER	CONT.

By:	/s/ EDWIN D. JOHNSON
	Edwin D. Johnson

Vice President and Treasurer

### SIGNATURES

	Signature	Title	Date
	/s/ JOHN W. CASELLA		
John W. Casella		President and Director (Principal Executive Officer)	August 8, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and	
Edwin D. Johnson		Accounting Officer)	August 8, 2011
	*		
	Douglas R. Casella	Vice President and Director	August 8, 2011
*By:	/s/ JOHN W. CASELLA		
	John W. Casella		
	Attorney-in-fact	II-62	

### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

U.S. FIBER, LLC

By:	/s/ EDWIN D. JOHNSON
	Edwin D. Johnson
	Vice President and Treasurer

#### **SIGNATURES**

	Signature	Title	Date
	/s/ JOHN W. CASELLA  John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and	
	Edwin D. Johnson	Accounting Officer)	August 8, 2011
	*	Vice President and Director	August 9, 2011
	Douglas R. Casella	vice President and Director	August 8, 2011
*By:	/s/ JOHN W. CASELLA	<u></u>	
	John W. Casella Attorney-in-fact	II-63	

### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

WA	STE-	STRE	AM	INC.

By:	/s/ EDWIN D. JOHNSON
	Edwin D. Johnson
	Vice President and Treasurer

### **SIGNATURES**

	Signature	Title	Date
	/s/ JOHN W. CASELLA	Vice President and Director (Principal Executive Officer)	August 8, 2011
	John W. Casella /s/ EDWIN D. JOHNSON		
	Edwin D. Johnson	Vice President and Treasurer (Principal Financial and Accounting Officer)	August 8, 2011
	*		4
	Douglas R. Casella	Vice President and Director	August 8, 2011
*By:	/s/ JOHN W. CASELLA	<u> </u>	
	John W. Casella Attorney-in-fact	II-64	

### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

WINTERS BROTHERS. II	NC.
----------------------	-----

By:	/s/ EDWIN D. JOHNSON	
•	Edwin D. Johnson	
	Vice President and Treasurer	

### **SIGNATURES**

Signature		Title	Date
	/s/ JOHN W. CASELLA  John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
	/s/ EDWIN D. JOHNSON	Vice President and Treasurer (Principal Financial and Accounting Officer)	August 8, 2011
	Edwin D. Johnson		
*		Vice President and Director	A
	Douglas R. Casella	vice President and Director	August 8, 2011
*By:	/s/ JOHN W. CASELLA		
	John W. Casella  Attorney-in-fact	II-65	

#### **EXHIBIT INDEX**

Exhibit No. Description Form of Underwriting Agreement 3.1\*\*\* Second Amended and Restated Certificate of Incorporation of Casella Waste Systems, Inc., as amended (incorporated herein by reference to Exhibit 3.1 to the quarterly report on Form 10-Q of Casella Waste Systems Inc. as filed December 7, 2007 (file no. 000-23211)) 3.2\*\*\* Third Amended and Restated By-Laws of Casella Waste Systems, Inc., (incorporated herein by reference to Exhibit 3.1 to the quarterly report on Form 10-Q of Casella Waste Systems Inc. as filed February 27, 2009 (file no. 000-23211)) 4.1\*\*\* Form of Senior Indenture 4.2\*\*\*Form of Subordinated Indenture Form of Senior Note 4.4\* Form of Subordinated Note 4.5\* Form of Depositary Agreement 4.6\* Form of Warrant Agreement 4.7\* Form of Purchase Contract Agreement 4.8\* Form of Unit Agreement Opinion of Wilmer Cutler Pickering Hale and Dorr LLP 5.1 12\*\*\* Statement of Computation of Ratio of Earnings to Fixed Charges and Earnings to Combined Fixed Charges and Preferred Stock Dividends 23.1\*\*\* Consent of McGladrey & Pullen, LLP 23.2\*\*\* Consent of Caturano and Company, Inc. 23.3\*\*\*Consent of PricewaterhouseCoopers LLP Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1) 24.1\*\*\*Powers of Attorney (included in the signature pages to the Registration Statement) 25.1\*\* The Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939, as amended, of the Trustee under the Senior Indenture 25.2\*\* The Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939, as amended, of the Trustee under the Subordinated Indenture To be filed by amendment or by a Current Report on Form 8-K. To be filed pursuant to Section 305(b)(2) of the Trust Indenture Act of 1939.

\*\*\*

Previously filed.

# QuickLinks

Registrant Guarantors
EXPLANATORY NOTE
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EXHIBIT INDEX