CASELLA WASTE SYSTEMS INC
Form 424B5
September 24, 2012
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Filed pursuant to Rule 424(b)(5)
Registration Statement No. 333-175107

The information in this preliminary prospectus supplement is not complete and may be changed. A registration statement relating to these securities has been declared effective by the Securities and Exchange Commission. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities, and we are not soliciting offers to buy these securities, in any jurisdiction where the offer or sale is not permitted.

(Subject to completion, dated September 24, 2012)

Preliminary Prospectus Supplement

(To Prospectus dated August 30, 2011)

10,000,000 Shares

Class A Common Stock

We are offering 10,000,000 shares of Class A common stock, par value $0.01 per share, in this offering.

Our Class A common stock is listed on the NASDAQ Global Select Market under the symbol CWST . On September 21, 2012, the last reported sale price was $5.29 per share.

Investing in our common stock involves risks that are described in the Risk Factors section beginning on page S-12 of this prospectus supplement and the risk factors described in the other documents incorporated by reference herein.

The Securities and Exchange Commission and state securities regulators have not approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Per Share	Total
Public offering price	$	$
Underwriting discounts and commissions	$	$
Proceeds, before expenses, to us	$	$

We have granted the underwriters an option for a period of up to 30 days from the date of this prospectus supplement to purchase up to 1,500,000 additional shares of Class A common stock at the public offering price less the underwriting discounts and commissions to cover over-allotments, if any. If the underwriters exercise this right in full, the total underwriting discounts and commissions payable by us will be $, and the total proceeds to us, before expenses, will be $.

The underwriters expect to deliver the shares of Class A common stock to purchasers on or about , 2012, subject to the satisfaction of certain conditions.

Joint Book-Running Managers

BofA Merrill Lynch **J.P. Morgan**

Co-Managers

KeyBanc Capital Markets **Raymond James** **Wunderlich Securities**

The date of this prospectus supplement is , 2012

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this Class A common stock offering and also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference herein or therein. The second part, the accompanying prospectus, provides more general information. Generally, when we refer to this prospectus, we are referring to both parts of this document combined. To the extent there is a conflict between the information contained in this prospectus supplement and the information contained in the accompanying prospectus or any document incorporated by reference herein or therein filed prior to the date of this prospectus supplement, you should rely on the information in this prospectus supplement; provided that if any statement in one of these documents is inconsistent with a statement in another document having a later date for example, a document incorporated by reference in the accompanying prospectus the statement in the document having the later date modifies or supersedes the earlier statement.

We further note that the representations, warranties and covenants made by us in any agreement that is filed as an exhibit to any document that is incorporated by reference herein or in the accompanying prospectus were made solely for the benefit of the parties to such agreement, including, in some cases, for the purpose of allocating risk among the parties to such agreement, and should not be deemed to be a representation, warranty or covenant to you. Moreover, such representations, warranties or covenants were accurate only as of the date when made. Accordingly, such representations, warranties and covenants should not be relied on as accurately representing the current state of our affairs.

You should rely only on the information contained in this prospectus supplement or the accompanying prospectus, or incorporated by reference herein or therein. We have not authorized, and the underwriters have not authorized, anyone to provide you with information that is different. The information contained in this prospectus supplement or the accompanying prospectus, or incorporated by reference herein or therein, is accurate only as of the respective dates hereof or thereof, regardless of the time of delivery of this prospectus supplement and the accompanying prospectus or of any sale of our Class A common stock. It is important for you to read and consider all information contained in this prospectus supplement and the accompanying prospectus, including the documents incorporated by reference herein and therein, in making your investment decision. You should also read and consider the information in the documents to which we have referred you in the sections entitled Where You Can Find More Information and Incorporation of Certain Information by Reference in this prospectus supplement.

We are offering to sell, and seeking offers to buy, shares of our Class A common stock only in jurisdictions where offers and sales are permitted. The distribution of this prospectus supplement and the accompanying prospectus and the offering of the Class A common stock in certain jurisdictions may be restricted by law. Persons outside the United States who come into possession of this prospectus supplement and the accompanying prospectus must inform themselves about, and observe any restrictions relating to, the offering of the Class A common stock and the distribution of this prospectus supplement and the accompanying prospectus outside the United States. This prospectus supplement and the accompanying prospectus do not constitute, and may not be used in connection with, an offer to sell, or a solicitation of an offer to buy, any securities offered by this prospectus supplement and the accompanying prospectus by any person in any jurisdiction in which it is unlawful for such person to make such an offer or solicitation.

Unless otherwise stated, all references in this prospectus supplement and the accompanying prospectus to we, us, our, Casella, the Company similar designations refer to Casella Waste Systems, Inc. and all of its subsidiaries. The Casella logo and all other Casella product names are trademarks of Casella or its subsidiaries in the United States and in other select countries. We may indicate U.S. trademark registrations and U.S. trademarks with the symbols ® and , respectively. Other third-party logos and product/trade names are registered trademarks or trade names of their respective owners.

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SUMMARY

This summary highlights information contained elsewhere in this prospectus supplement and the accompanying prospectus and in the documents we incorporate by reference. This summary does not contain all of the information that you should consider before deciding to invest in our Class A common stock. You should read this entire prospectus supplement and the accompanying prospectus carefully, including the Risk Factors section contained in this prospectus supplement and our consolidated financial statements and the related notes and the other documents incorporated by reference herein or therein.

Unless otherwise indicated or required by the context, the terms we, our, us and the Company refer to Casella Waste Systems, Inc. and all of its subsidiaries that are consolidated under GAAP. Each of our fiscal years 2010, 2011 and 2012 ended on April 30 of that year. When we refer to a year, we are referring to the fiscal year ended on April 30 of that respective year.

Our Company

Founded in 1975 with a single truck, Casella Waste Systems, Inc. is a vertically-integrated solid waste, recycling and resource management services company. We provide resource management expertise and services to residential, commercial, municipal and industrial customers, primarily in the areas of solid waste collection, transfer, disposal, recycling and organics services. We operate in six states Vermont, New Hampshire, New York, Massachusetts, Maine and Pennsylvania, with our headquarters located in Rutland, Vermont. We manage our solid waste operations on a geographic basis through two regional operating segments, the Eastern and Western regions, each of which includes a full range of solid waste services, and our larger-scale recycling operations and commodity brokerage operations through our Recycling segment. Our Other segment includes ancillary operations, major customer accounts, discontinued operations and earnings from equity method investees.

As of August 20, 2012, we owned and/or operated 32 solid waste collection operations, 31 transfer stations, 17 recycling facilities, nine Subtitle D landfills, four landfill gas-to-energy facilities and one landfill permitted to accept construction and demolition materials. We also own and operate Maine Energy, our only waste-to-energy facility, which we are in the process of divesting. In addition to our primary operations, we also hold interests in related operations as follows: we hold a 51% economic interest and a 50% voting interest in Casella-Altela Regional Environmental Services, LLC, a joint venture that develops, owns and operates water and leachate treatment projects for the natural gas drilling industry in Pennsylvania and New York; a 50% membership interest in US GreenFiber LLC, which manufactures markets and sells cellulose insulation made from recycled fiber; a 50% membership interest in Tompkins County Recycling LLC, a joint venture that operates a material recovery facility in Tompkins County, NY; an 11.9% membership interest in AGreen, a joint venture that brings advanced nutrient management, renewable energy and water technologies to small and medium sized farms; a 6.2% ownership interest in RecycleRewards, a company that markets an incentive based recycling service; a 6.3% ownership interest in GreenerU, a company that delivers energy and sustainability solutions to the college, university and preparatory school market; and a 19.9% interest in Evergreen, a surety company which provides surety bonds to secure contractual performance for municipal solid waste collection contracts and landfill closure and post-closure obligations.

Our Industry

The U.S. non-hazardous solid waste management industry generated approximately $54 billion in revenue in 2010. Eight companies accounted for approximately 54% of these revenues, with the remainder generated primarily by privately held companies and municipal authorities. In 2010, residential waste accounted for approximately 54% of solid waste collection, while waste from schools, businesses and other institutions comprised the balance of total waste disposal.

The solid waste industry has an attractive structure due to (i) the required and recurring nature of the service; (ii) the absence of cost effective substitutes to collection and landfill disposal; and (iii) the high barriers to entry created by the lengthy permitting process and high capital costs of landfill development. In general, growth in the solid waste industry is tied to population growth and overall economic production, including commercial and industrial activity. While volumes in the commercial and industrial sectors are more exposed to economic cycles, residential volumes are typically less susceptible to economic cycles. During the recent recession, leading waste management companies generally maintained or increased the prices they charged due to the required nature of the environmental services they provide.

The solid waste industry can be segmented into the following asset categories: collection operations, transfer stations, landfills and waste-to-energy plants. Owning and integrating these assets (vertical integration) in a market typically drives efficiency and superior operating margins relative to non-integrated competitors in that market. Leading waste companies attempt to create vertically integrated markets in an effort to enhance their return on capital, thus driving consolidation of a highly fragmented industry.

Our Competitive Strengths

We believe that our key competitive strengths are:

Leading Provider in Areas Served. We believe that we are currently the number one or number two provider of commercial and industrial solid waste collection services in approximately 80% of the areas served by our collection divisions. In most of the non-urban markets we serve, we are the only vertically integrated operator of solid waste services. By virtue of the foregoing factors, we are able to benefit from economies of scale not available to smaller operators in these markets, by spreading larger waste volumes over our facility, asset and management infrastructure.

Vertically Integrated Asset Footprint. We own or operate key transfer and disposal assets. It can be expensive and time consuming to obtain the necessary permits for use of landfills and transfer stations. As a result, it requires considerable investment to create scale for a collection route with sufficient density to be economical in the solid waste industry. Our network of 32 solid waste collection operations, 31 transfer stations, 17 material recycling facilities, nine Subtitle D landfills, four landfill gas-to-energy facilities, one landfill permitted to accept construction and demolition materials and one waste-to-energy plant represents a set of assets that is difficult and expensive to replicate. These assets are located in markets with among the highest costs of disposal in the country, making the ability to transfer and dispose waste a competitive strength. For example, our Southbridge landfill represents the closest privately-owned solid waste landfill to the greater Boston area, where costs of disposal are among the highest in the U.S.

History of Operational Excellence. We have more than 35 years of expertise and experience operating in less densely populated secondary markets in the Northeast, which distinguishes us from other regional and national competitors. Our substantial expertise enables us to effectively deal with the unique nature of these markets, which include longer collection routes and seasonal fluctuations. Furthermore, our expertise and operating history has enabled us to assemble a strategic portfolio of owned or operated assets within our operating regions across collection, transfer and disposal operations.

Resource Solutions Model Creates Incremental Value. Providing resource solutions to meet existing and emerging customer needs is becoming increasingly important in our industry. We believe that our industry leading programs to provide customers with bundled value added services, such as Zero-Sort Recycling®, organics solutions, and landfill gas-to-energy, position us well to be the service provider of choice in our markets. A growing number of customers are placing increasing value on managing their waste within a resource model that strives to reduce materials going to landfill and increasing materials used as raw materials in manufacturing or as a feedstock for energy production. For example, our Zero-Sort Recycling® programs make it easier for our customers to increase their recycling rates and reduce our disposal costs, while helping to create saleable raw materials that can be used to manufacture new products.

Experienced Management Team. Our senior management team has significant experience in the solid waste services industry, including in operations, acquisitions and the development of disposal capacity. In addition, our management team has significant experience and capabilities in resource solutions, which positions our business well to take advantage of future sustainability trends.

Our Strategy

Our long-term strategy is to be a leading resource solutions provider in the communities in which we operate and to create economically beneficial uses for waste streams through resource transformation solutions. Our short-term strategy is focused on generating free cash flow to repay debt and improve return on invested capital. We plan to continue to focus on improving asset performance through pricing, operating initiatives and capital discipline, while meeting existing and emerging customer needs for resource solutions.

We are focused on four main areas to continue to improve the performance of base operations and increase cash flow generation: (1) profitable revenue growth and pricing initiatives; (2) cost controls and operating efficiencies; (3) landfill development initiatives; and (4) balance sheet management.

Profitable revenue growth and pricing initiatives. We intend to continue to improve customer profitability through several strategic initiatives. In late fiscal year 2011, we reorganized the solid waste sales organization by moving revenue generation and sales force reporting responsibility to the regional and divisional management teams, implementing customer profitability analytical tools and realigning the sales incentive compensation programs.

By placing revenue generation and customer responsibility with local teams, each team is able to more quickly react to local conditions, cross-sell customers with differentiated resource transformation solutions (e.g., Zero-Sort Recycling® and organics offerings), help to steward local marketing programs and retain more existing business. The shared services model discussed below has helped to create additional margin for these managers, so they can focus more of their time on revenue generation.

Cost controls and operating efficiencies. We continue to identify and implement best practices throughout the entire organization through standardized continuous improvement programs. The goals of these programs are to enhance customer service, increase safety for employees and reduce operating and administrative costs. We have implemented continuous improvement programs in safety, productivity, maintenance, environmental compliance, procurement, customer care and back-office functions.

We launched a new shared services center in fiscal year 2010, with the goals of improving customer care, simplifying customer interactions, improving our sales performance on standardized products such as roll-off containers, implementing new streamlined information technology tools, consolidating decentralized functions into one center and reducing costs. The initial focus on the shared services model was to centralize customer care and improve the service level to our customers. By the end of fiscal year 2012, we had integrated 100% of our hauling divisions into the customer care center and had substantially achieved the performance goals that we set for the center. Our customer care, sales/marketing, operating, and information technology teams have worked to introduce a number of customer centric tools to more effectively manage our customer relationships.

In fiscal year 2011, we consolidated all of our cash application functions into the center and introduced the necessary systems and technologies to automate the majority of our customer payments. In fiscal year 2012, we consolidated accounts payable, collections and information technology operations into the center.

In fiscal year 2012, we also expanded our cost control efforts from the previous year, with a focus on reducing back-office expenses further through the new shared services center, reducing expenses through the consolidation of two of our solid waste operating regions into the new Western region and through fleet efficiency programs. We plan to continue each of these efforts in fiscal year 2013.

On August 8, 2012, we realigned our operations in order to streamline functions and improve our cost structure. Through the reorganization we have enhanced certain aspects of the sales function to better facilitate customer service and retention, pricing growth, and support of strategic growth initiatives; better aligned transportation, route management and maintenance functions at the local level; and reduced corporate overhead and staff to match organizational needs and reduce costs. We expect to take a one-time severance and reorganization charge of approximately $1.5 million in the second quarter of fiscal year 2013.

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Landfill development initiatives. In 2003, we set an ambitious goal to add disposal capacity to the solid waste franchise both to strengthen market position and to create a sustainable long-term foundation for the business. Since fiscal year 2003, we have made strides in executing our landfill development growth by adding significant total and annual permitted disposal capacity within our solid waste footprint, primarily through the strategy of entering into operating contracts for publicly-owned landfills. Since April 30, 2003, we have added 88.4 million tons of permitted and permittable total landfill capacity to the solid waste business, bringing the total landfill capacity to 118.0 million tons as of April 30, 2012. During this same period, we also added 1.8 million tons of annual disposal capacity, bringing the total to 3.2 million tons as of April 30, 2012.

With the addition of this total disposal capacity, our strategic emphasis shifted to a focus on increasing free cash flow and generating an enhanced return on invested capital at the new and existing landfill sites by increasing annual permit limits.

Balance sheet management. To further improve our free cash flow and operating performance, we are focused on balance sheet management, including debt refinancing, prudent deployment of capital and selective acquisitions and divestitures. Our deployment of capital has evolved with our business strategy over the past five years from an emphasis on growth investments, primarily in long-term landfill capacity, to an approach that focuses on free cash flow generation from base operations with limited investments in high-return resource transformation solutions.

From fiscal year 2003 to fiscal year 2007, we invested approximately $177.5 million of capital to acquire and develop strategically located landfill capacity. Capital spending was elevated during this period as we built-out 25- to 30-year infrastructure and met contractual obligations associated with operating leases at certain of the landfill facilities. The heightened growth capital investment for existing landfill development projects was largely completed by the end of fiscal year 2007 when the focus shifted to extracting appropriate returns from the invested capital. The landfill capacity added to the business is the foundation of today s integrated solid waste strategy, and these sites will serve as a platform for emerging resource transformation programs into the future.

We shifted our capital strategy over the past several years to focus on three main areas: (1) improving the mix of base operations through divestitures and acquisitions; (2) implementing operating programs that improve capital efficiency and asset utilization; and (3) pursuing select strategic investment opportunities in waste transformation and resource optimization. We remain focused on these three goals in fiscal year 2013.

Concurrent Private Placement of 7 $^{3}/_{4}$% Senior Subordinated Notes due 2019

We are making a concurrent private placement of 7 $^{3}/_{4}$% Senior Subordinated Notes due 2019, which we refer to as the Senior Subordinated Notes, to qualified institutional buyers in the United States in compliance with Rule 144A of the Securities Act of 1933, as amended, or the Securities Act, and to non-U.S. persons outside the United States in compliance with Regulation S. This public offering of Class A common stock is not conditioned upon the consummation of the offering of Senior Subordinated Notes, and the offering of Senior Subordinated Notes is not conditioned upon the consummation of this public offering of Class A common stock. There can be no assurance that such offering of Senior Subordinated Notes will be consummated.

The private placement offering is being made by a separate offering memorandum and is not part of the offering to which this preliminary prospectus supplement is related. This description and other information in this prospectus supplement regarding our concurrent offering of Senior Subordinated Notes is included in this prospectus supplement solely for informational purposes. Nothing in this prospectus supplement should be construed as an offer to sell, or the solicitation of an offer to buy, any Senior Subordinated Notes. The Senior Subordinated Notes have not been registered under the Securities Act and may not be offered or sold in in the United States or to a U.S. person absent registration or reliance on an applicable exemption from the registration requirements of the Securities Act.

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Tender Offer for 11% Senior Second Lien Notes due 2014

We are separately offering to purchase for cash any and all of our outstanding 11% senior second lien notes due 2014, or the Second Lien Notes, at a price of $1,030.00 per $1,000 in principal amount, which we refer to as the Tender Offer. Subject to the conditions stated in the Offer to Purchase and Consent Solicitation Statement relating to the Tender Offer, holders that tender (and do not validly withdraw) their Second Lien Notes prior to 5:00 p.m., New York time, on or before October 5, 2012, which we refer to as the Early Tender Date, will receive $1,060.00 per $1,000 in principal amount of Second Lien Notes, which includes a premium of $30.00 for tendering by the Early Tender Date. Holders of the Second Lien Notes may tender their Second Lien Notes on or before the expiration date specified in the Offer to Purchase and Consent Solicitation Statement relating to the Tender Offer. Concurrent with the Tender Offer, we are seeking holders consent to amendments to the indenture governing the Second Lien Notes to, among other modifications, eliminate substantially all of the restrictive covenants and certain events of default contained therein. This preliminary prospectus is not an offer to purchase any of the Second Lien Notes. The Tender Offer is being made solely by means of the Offer to Purchase and Consent Solicitation Statement dated as of September 24, 2012.

The Tender Offer is conditioned upon our receiving at least $200.0 million of gross proceeds from the issuance of new equity and/or debt securities, including through closing of this offering, and borrowings under our Senior Credit Facility. In the event we are unable to raise $200.0 million in gross proceeds from such issuance and borrowing, we may elect to terminate the Tender Offer, extend the Tender Offer or waive this condition and proceed with the Tender Offer, in which case we would offer to purchase fewer than all of the Second Lien Notes and the Second Lien Notes tendered in the Tender Offer may be subject to proration. Simultaneous with the closing of this offering, we intend to issue a notice to redeem any Second Lien Notes that remain outstanding following expiration of the Tender Offer in accordance with the terms of the indenture governing the Second Lien Notes. The net proceeds of this offering will be used to fund the purchase price of the Second Lien Notes in the Tender Offer, the redemption price of the Second Lien Notes that are not tendered in the Tender Offer and related transaction costs.

Amendment to Senior Credit Facility

On September 20, 2012, we entered into a second amendment to and consent under our Senior Credit Facility, which we refer to as the Second Amendment, with Bank of America, N.A., as Administrative Agent and Lender, and the other requisite lenders under the Senior Credit Facility. The Second Amendment approves the refinancing of the Second Lien Notes on the terms described therein.

For additional information on the Second Amendment, please refer to the information set forth under Item 1.01 Entry into a Material Definitive Agreement in our Current Report on Form 8-K, filed with the SEC on September 24, 2012, which is incorporated herein by reference.

Corporate Information

Casella Waste Systems, Inc. is a Delaware corporation. Our executive offices are located at 25 Greens Hill Lane, Rutland, VT 05701, and our telephone number at that location is (802) 775-0325. Our website address is www.casella.com. The information on our website is not a part of this prospectus.

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THE OFFERING

Issuer	Casella Waste Systems, Inc.
Class A common stock offered in this offering	10,000,000 Shares
Class A common stock to be outstanding after this offering	36,367,454 Shares
Use of proceeds	We intend to use the net proceeds from the shares we are offering for one or more of the following purposes: to refinance our 11% senior second lien notes due 2014, which we refer to as the Second Lien Notes, and to pay related transaction costs; working capital; capital expenditures; potential acquisitions of new businesses, technologies or products that we believe have the potential to complement or expand our business; repayment and refinancing of other debt; and other general corporate purposes. See Use of Proceeds.
Risk factors	See Risk Factors beginning on page S-12 of this prospectus supplement for a discussion of factors you should carefully consider before deciding to invest in our Class A common stock.
Over-allotment option	We have granted the underwriters an option for a period of up to 30 days from the date of this prospectus supplement to purchase up to 1,500,000 additional shares of Class A common stock at the public offering price less the underwriting discounts and commissions to cover over-allotments, if any.
NASDAQ Global Select Market symbol	CWST
Annual Meeting	Our annual meeting will be held on October 9, 2012 and stockholders of record of our Class A and Class B common stock as of the close of business on August 20, 2012 are entitled to vote at our annual meeting. Accordingly, purchasers of shares of Class A common stock in this offering will not be entitled to vote such shares at our annual meeting.

The number of shares of our Class A common stock to be outstanding after this offering is based on 26,367,454 shares outstanding as of July 31, 2012, and excludes as of such date, unless otherwise indicated below:

- 1,526,958 shares of Class A common stock issuable upon the exercise of outstanding stock options at a weighted-average exercise price of $10.65 per share; and

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- an aggregate of 946,450 additional shares of Class A common stock reserved for future issuance under our 2006 Stock Incentive Plan.

Unless we specifically state otherwise, all information in this prospectus supplement:

- assumes that the underwriters do not exercise their over-allotment option; and
- assumes no exercise of outstanding options or warrants.

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SUMMARY CONSOLIDATED FINANCIAL DATA

You should read the following summary consolidated financial data together with our financial statements and related notes and the Management s Discussion and Analysis of Financial Condition and Results of Operations sections of our periodic reports incorporated by reference in this prospectus supplement. We derived the summary consolidated statements of operations data for the years ended April 30, 2012, 2011 and 2010 and the summary consolidated balance sheet data as of the years ended April 30, 2012 and 2011 from our audited financial statements incorporated by reference in this prospectus supplement. We derived the summary consolidated balance sheet data as of the year ended April 30, 2010 from audited financial statements that are not incorporated by reference in this prospectus supplement. We derived the summary statements of operations data for the three months ended July 31, 2011 and 2012 and the balance sheet data as of July 31, 2012 from our unaudited financial statements incorporated by reference in this prospectus supplement. We derived the balance sheet data as of July 31, 2011 from unaudited financial statements that are not incorporated by reference in this prospectus supplement. Our historical results for any prior period are not necessarily indicative of results to be expected in any future period, and our results for any interim period are not necessarily indicative of results for a full fiscal year.

	Fiscal Year Ended April 30,			Three Months Ended July 31,	
	2010	2011	2012	2011	2012
			(in thousands)		
Statement of Operations Data:					
Revenues	$ 457,642	$ 466,064	$ 480,815	$ 127,193	$ 121,195
Operating expenses:					
Cost of operations	303,399	317,504	330,754	85,224	84,811
General and administration	57,476	64,010	60,775	16,207	15,324
Depreciation and amortization	63,619	58,261	58,576	14,506	14,756
Asset impairment charge		3,654	40,746		
Expense from divestiture and financing costs					553
Legal settlement			1,359	1,000	
Development project charge			131		
Environmental remediation charge	335	549			
Bargain purchase gain		(2,975)			
Gain on sale of assets		(3,502)			
Operating income (loss)	32,813	28,563	(11,526)	10,256	5,751
Interest expense, net	44,265	45,858	45,499	11,151	11,844
Other expense	2,355	10,626	20,111	2,152	1,636
Loss from continuing operations before income taxes and discontinued operations	(13,807)	(27,921)	(77,136)	(3,047)	(7,729)
Provision (benefit) for income taxes	2,242	(24,217)	1,181	661	650
Loss from continuing operations before discontinued operations	(16,049)	(3,704)	(78,317)	(3,708)	(8,379)
Discontinued operations:					
Income (loss) from discontinued operations, net	1,011	(1,458)			
Gain on disposal of discontinued operations, net	1,180	43,590	725	646	
Net (loss) income	(13,858)	38,428	(77,592)	(3,062)	(8,379)
Less: Net loss attributable to noncontrolling interest			(6)		(8)
Net (loss) income applicable to common stockholders	$ (13,858)	$ 38,428	$ (77,586)	$ (3,062)	$ (8,371)

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	Fiscal Year Ended April 30, 2010	2011	2012	Three Months Ended July 31, 2011	2012
	(in thousands, except per share data)				
Statement of Comprehensive (Loss) Income Data:					
Net (loss) income	$ (13,858)	$ 38,428	$ (77,592)	$ (3,062)	$ (8,379)
Other comprehensive (loss) income, net of taxes:					
Unrealized (loss) income resulting from changes in fair value of derivative instruments, net	(3,250)	1,886	(1,749)	242	(2,083)
Realized (loss) income on derivative instruments reclassified into earnings, net	(1,395)	(707)	(578)	(355)	44
Unrealized income (loss) resulting from changes in fair value of marketable securities, net	32	(16)	(3)	(6)	(6)
Other comprehensive (loss) income	(4,613)	1,163	(2,330)	(119)	(2,045)
Comprehensive (loss) income	(18,471)	39,591	(79,922)	(3,181)	(10,424)
Less: Comprehensive loss attributable to noncontrolling interest			(6)		(8)
Comprehensive (loss) income attributable to common stockholders	$ (18,471)	$ 39,591	$ (79,916)	$ (3,181)	$ (10,416)
Earnings per common share:					
Basic	$ (0.54)	$ 1.47	$ (2.90)	$ (0.12)	$ (0.31)
Diluted	$ (0.54)	$ 1.47	$ (2.90)	$ (0.12)	$ (0.31)
Weighted average common shares outstanding					
Basic	25,731	26,105	26,749	26,564	26,992
Diluted	25,731	26,105	26,749	26,564	26,992

	April 30, 2010	2011	2012	July 31, 2012
	(in thousands)			
Balance Sheet Data:				
Cash and cash equivalents	$ 2,035	$ 1,817	$ 4,534	$ 3,505
Total current assets	81,925	72,405	67,356	72,552
Working capital (deficit)(1)	(10,190)	(13,333)	(25,513)	(21,245)
Property, plant and equipment, net	457,670	453,361	416,717	422,096
Total assets	754,814	690,581	633,743	643,274
Total debt	567,006	465,107	476,765	490,806
Total liabilities	704,518	596,594	615,512	633,718
Total stockholders equity	50,296	93,987	18,231	9,556

	Fiscal Year Ended April 30, 2010	2011	2012	Three Months Ended July 31, 2011	2012
	(in thousands)				
Cash Flow Data:					
Capital expenditures	$ 52,834	$ 55,249	$ 59,741	$ 14,868	$ 16,684
Net cash flows provided by operating activities	64,086	47,091	63,775	13,940	7,521
Net cash flows used in investing activities	(63,050)	(55,764)	(72,012)	(17,892)	(23,001)
Net cash flows (used in) provided by financing activities	(7,281)	(117,895)	10,229	4,393	14,451

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	Fiscal Year Ended April 30,			Three Months Ended July 31,	
	2010	2011	2012	2011	2012
			(in thousands)		
Other Financial Data:					
Cash interest expense	$ 35,583	$ 44,291	$ 41,243	$ 11,189	$ 11,391
EBITDA(2)	96,432	86,824	47,049	24,762	20,507
Adjusted EBITDA(2)	107,325	99,309	101,246	28,661	24,315

(1) Working capital (deficit) is current assets (excluding cash and cash equivalents) less current liabilities.

(2) EBITDA is defined as earnings from continuing operations before provision for income taxes, interest expense, depreciation and amortization and other expense (income). Adjusted EBITDA is defined as EBITDA adjusted to exclude (i) depletion of landfill operating lease obligations, (ii) interest accretion on landfill and environmental remediation liabilities and (iii) the items listed in the table below.

We present EBITDA and Adjusted EBITDA because we consider them important supplemental measures of our performance and believe they are frequently used by securities analysts, investors and other interested parties in the evaluation of our results. Management uses these non-GAAP measures to further understand our core operating performance. We believe that providing EBITDA and Adjusted EBITDA to investors, in addition to GAAP financial measures, provides investors the benefit of viewing our performance using the same financial metrics that the management team uses in making many key decisions. We further believe that providing this information allows our investors greater transparency and a better understanding of our core financial performance. In addition, the instruments governing our indebtedness use EBITDA (with additional adjustments) to measure our compliance with certain covenants.

Non-GAAP financial measures are not in accordance with, or an alternative for, generally accepted accounting principles in the U.S. EBITDA and Adjusted EBITDA should not be considered in isolation from or as a substitute for financial information presented in accordance with generally accepted accounting principles in the U.S., and may be different from EBITDA presented by other companies.

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The following is the reconciliation of EBITDA and Adjusted EBITDA to net (loss) income, the most comparable GAAP measure:

	Fiscal Year Ended April 30,			Three Months Ended July 31,	
	2010	2011	2012	2011	2012
			(in thousands)		
Net (loss) income	$ (13,858)	$ 38,428	$ (77,592)	$ (3,062)	$ (8,379)
Gain on disposal of discontinued operations, net(a)	(1,180)	(43,590)	(725)	(646)	
(Income) loss from discontinued operations, net(b)	(1,011)	1,458			
Provision (benefit) for income taxes	2,242	(24,217)	1,181	661	650
Interest expense, net	44,265	45,858	45,499	11,151	11,844
Depreciation and amortization	63,619	58,261	58,576	14,506	14,756
Other expense, net(c)	2,355	10,626	20,110	2,152	1,636
EBITDA	**96,432**	**86,824**	**47,049**	**24,762**	**20,507**
Adjustments to EBITDA:					
Expense from divestiture and financing costs(d)					553
Severance and reorganization charges(e)	185				34
Asset impairment charge(f)		3,654	40,746		
Legal settlement(g)			1,359	1,000	
Development project charge(h)			131		
Environmental remediation charge(i)	335	549			
Bargain purchase gain(j)		(2,975)			
Gain on sale of assets(k)		(3,502)			
One-time discretionary bonus(l)		3,550			
Depletion of landfill operating lease obligations	6,867	7,878	8,482	2,030	2,288
Interest accretion on landfill and environmental remediation liabilities	3,506	3,331	3,479	869	933
Adjusted EBITDA	**$ 107,325**	**$ 99,309**	**$ 101,246**	**$ 28,661**	**$ 24,315**

(a) (Gain) loss on disposal of discontinued operations, net represents the net (gain) loss on a divestiture and termination of various operations.

(b) Income from discontinued operations, net represents the operational results of divested and terminated operations.

(c) Other expense, net represents loss from equity method investments, which includes our portion of GreenFiber s goodwill impairment charge of $5.1 million and a $10.7 million impairment of our GreenFiber equity method investment in fiscal year 2012, loss on debt extinguishment, which includes a $7.4 million loss associated with fiscal year 2011 refinancing efforts, and other non-operational income.

(d) Expense from divestiture and financing costs represents costs associated with the refinancing of our Second Lien Notes and legal costs associated with an ongoing divestiture transaction.

(e) Severance and reorganization charges represent expenses related to employee severance, benefits and other costs as a result of realignments and workforce reductions.

(f) Asset impairment charges related to an ongoing divestiture transaction of Maine Energy, our waste-to-energy facility, in fiscal year 2012 and a recycling processing facility in fiscal year 2011.

(g) Legal settlement expense associated with the settlement of two claims in fiscal year 2012.

(h) Development project charge represents costs associated with certain development projects no longer deemed viable in fiscal year 2012.

(i) Environmental remediation charge represents expenses related to our share of costs to remediate a scrap yard and solid waste transfer station in Potsdam, New York.

(j) Bargain purchase gain represents the amount by which the fair value of assets we acquired for a landfill business in Pennsylvania exceeded the purchase price consideration.

(k) Gain on sale of assets represents the gain related to the divestitures of assets of our Cape Cod, Massachusetts operations along with assets of our Rochester, Massachusetts transfer station in fiscal year 2011.

(l) One-time discretionary bonus represents the expense related to the payout of a discretionary bonus in fiscal year 2011 due to the successful completion of a divestiture and the steps taken to recapitalize our balance sheet at lower interest rates.

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RISK FACTORS

Investing in our Class A common stock involves significant risks. You should carefully consider the Risk Factors described below and the other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus before making an investment decision. We caution you that the risks and uncertainties we have described, among others, could cause our actual results to differ materially from those expressed in forward-looking statements made by us or on our behalf in filings with the SEC, press releases, communications with investors and oral statements. In addition, the risks described below are not the only risks we face. Additional risks not presently known to us or that we currently deem immaterial may also impair our business operations and financial results. Actual future results may differ materially from those anticipated in forward-looking statements. We undertake no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise. You are advised, however, to consult any further disclosure we make in our reports filed with the SEC.

Risks Related to Our Business

Economic conditions have adversely affected our revenues and our operating margin and may impact our efforts to pay our outstanding indebtedness.

Our business has continued to be affected by the broader economic conditions in the United States that are outside of our control, including reductions in business and consumer activity generally, and of construction spending in particular, which have significantly impacted the demand for our collection and landfill services, and declines in commodity prices, which have materially reduced our recycling revenues. As a result of the economic environment we may also be adversely impacted by our customers inability to pay us in a timely manner, if at all, due to their financial difficulties, which could include bankruptcies. The continued limited availability of credit has been severely limited, which has negatively affected business and consumer spending generally. If our customers do not have access to capital, we do not expect that our volumes will improve or that we will increase new business.

We face substantial competition in the solid waste services industry.

The solid waste services industry is highly competitive, has undergone a period of consolidation and requires substantial labor and capital resources. Some of the markets in which we compete are served by, or are adjacent to markets served by, one or more of the large national or super regional solid waste companies, as well as numerous regional and local solid waste companies. Intense competition exists not only to provide services to customers, but also to acquire other businesses within each market. Some of our competitors have significantly greater financial and other resources than we do. From time to time, competitors may reduce the price of their services in an effort to expand market share or to win a competitively bid contract. These practices may require us to reduce the pricing of our services and may result in a loss of business.

As is generally the case in our industry, some municipal contracts are subject to periodic competitive bidding. We may not be the successful bidder to obtain or retain these contracts. If we are unable to compete with larger and better capitalized companies or replace municipal contracts lost through the competitive bidding process with comparable contracts or other revenue sources within a reasonable time period, our revenues would decrease and our operating results would be harmed.

In our solid waste disposal markets, we also compete with operators of alternative disposal and recycling facilities and with counties, municipalities and solid waste districts that maintain their own waste collection, recycling and disposal operations. We are also increasingly competing with companies which seek to use parts of the waste stream as feedstock for renewable energy supplies. Public entities may have financial advantages because of their ability to charge user fees or similar charges, impose tax revenues, access tax-exempt financing and, in some cases, utilize government subsidies.

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Our GreenFiber insulation manufacturing joint venture with Louisiana-Pacific Corporation competes principally with national manufacturers of fiberglass insulation that have substantially greater resources than GreenFiber does, which they could use for product development, marketing or other purposes to our detriment.

The waste management industry is undergoing fundamental change as traditional waste streams are increasingly viewed as renewable resources, which may adversely impact volumes and tipping fees at our landfills.

From fiscal year 2003 through fiscal year 2007, we executed a strategy to grow our landfill capacity, and since that time, we have focused on increasing free cash flow and generating an enhanced return on invested capital at our landfills. As we have continued to develop our landfill capacity, the waste management industry has increasingly recognized the value of the waste stream as a renewable resource, and accordingly, new alternatives to landfilling are being developed that seek to maximize the renewable energy and other resource benefits of waste. These alternatives may impact the demand for landfill space, which may affect our ability to operate our landfills at full capacity, as well as the tipping fees and prices that waste management companies generally, and that we in particular, can charge for utilization of landfill space. As a result, our revenues and operating margins could be adversely affected due to these disposal alternatives.

We incur substantial costs to comply with environmental requirements. Failure to comply with these requirements, as well as enforcement actions and litigation arising from an actual or perceived breach of such requirements, could subject us to fines, penalties, and judgments, and impose limits on our ability to operate and expand.

We are subject to potential liability and restrictions under environmental laws, including those relating to transportation, recycling, treatment, storage and disposal of wastes, discharges of pollutants to air and water, and the remediation of contaminated soil, surface water and groundwater. The waste management industry has been and will continue to be subject to regulation, including permitting and related financial assurance requirements, as well as attempts to further regulate the industry, including efforts to regulate the emission of greenhouse gases. Maine Energy, our only waste-to-energy facility, which we are in the process of divesting, is subject to regulations limiting discharges of pollutants into the air and water, and our solid waste operations are subject to a wide range of federal, state and, in some cases, local environmental, odor and noise and land use restrictions. If we are not able to comply with the requirements that apply to a particular facility or if we operate without the necessary approvals or permits, we could be subject to administrative or civil, and possibly criminal, fines and penalties, and we may be required to spend substantial capital to bring an operation into compliance, to temporarily or permanently discontinue activities, and/or take corrective actions, possibly including removal of landfilled materials. Those costs or actions could be significant to us and impact our results of operations, cash flows, and available capital. We may not have sufficient insurance coverage for our environmental liabilities, such coverage may not cover all of the potential liabilities we may be subject to and/or we may not be able to obtain insurance coverage in the future at reasonable expense, or at all.

Environmental and land use laws also impact our ability to expand and, in the case of our solid waste operations, may dictate those geographic areas from which we must, or, from which we may not, accept waste. Those laws and regulations may limit the overall size and daily waste volume that may be accepted by a solid waste operation. If we are not able to expand or otherwise operate one or more of our facilities because of limits imposed under such laws, we may be required to increase our utilization of disposal facilities owned by third parties, which could reduce our revenues and/or operating margins. In addition, we are required to obtain governmental permits to operate our facilities, including all of our landfills. Even if we were to comply with applicable environmental law, there is no guarantee that we would be able to obtain the requisite permits and, even if we could, that any permit (and any existing permits we currently hold) will be renewed or modified as needed to fit our business needs.

We have historically grown through acquisitions and may make additional acquisitions from time to time in the future, and we have tried and will continue to try to evaluate and limit environmental risks and liabilities presented by businesses to be acquired prior to the acquisition. It is possible that some liabilities, including ones that may exist only because of the past operations of an acquired business, may prove to be more difficult or costly to address than we anticipate. It is also possible that government officials responsible for enforcing environmental laws may believe an issue is more serious than we expect, or that we will fail to identify or fully appreciate an existing liability before we become legally responsible for addressing it. Some of the legal sanctions to which we could become subject could cause the suspension or revocation of a needed permit, prevent us from, or delay us in, obtaining or renewing permits to operate or expand our facilities, or harm our reputation. At April 30, 2012, we had recorded $5.2 million in environmental remediation liabilities for the estimated cost of our share of work associated with a consent order issued by the State of New York to remediate a scrap yard and solid waste transfer station owned by one of our acquired subsidiaries, including the recognition of accretion expense. There can be no assurance that the cost of such cleanup or that our share of the cost will not exceed our estimates.

Our operating program depends on our ability to operate the landfills and transfer stations we own and lease. Localities where we operate generally seek to regulate some or all landfill and transfer station operations, including siting and expansion of operations. The laws adopted by municipalities in which our landfills and transfer stations are located may limit or prohibit the expansion of a landfill or transfer station, as well as the amount of waste that we can accept at the landfill or transfer station on a daily, quarterly or annual basis, and any effort to acquire or expand landfills and transfer stations, which typically involves a significant amount of time and expense. We may not be successful in obtaining new landfill or transfer station sites or expanding the permitted capacity of any of our current landfills and transfer stations. If we are unable to develop additional disposal and transfer station capacity, our ability to achieve economies from the internalization of our waste stream will be limited. If we fail to receive new landfill permits or renew existing permits, we may incur landfill asset impairment and other charges associated with accelerated closure.

In addition to the costs of complying with environmental laws and regulations, we incur costs defending against environmental litigation brought by governmental agencies and private parties. We are, and also may be in the future, a defendant in lawsuits brought by parties alleging environmental damage, personal injury, and/or property damage, or which seek to overturn or prevent the issuance of an operating permit or authorization, all of which may result in us incurring significant liabilities.

See also Business Regulation, Legal Proceedings and Note 10 to our consolidated financial statements included in our Form 10-K for the year ended April 30, 2012, which is incorporated by reference in this prospectus supplement.

Our results of operations could continue to be affected by changing prices or market requirements for recyclable materials.

Our results of operations have been and may continue to be affected by changing purchase or resale prices or market requirements for recyclable materials. Our recycling business involves the purchase and sale of recyclable materials, some of which are priced on a commodity basis. The market for recyclable materials, particularly newspaper, corrugated containers, plastic and ferrous and aluminum metals, was affected by unprecedented price decreases in October 2008, resulting in a severe impact on our results of operations. Although we have begun to experience some recovery in commodity pricing, such prices will continue to be volatile due to numerous factors beyond our control. Although we seek to limit our exposure to fluctuating commodity prices through the use of hedging agreements, floor price contracts and long-term supply contracts with customers and have sought to mitigate commodity price fluctuations by reducing the prices we pay for purchased materials or increasing tip fees at our facilities, these fluctuations have in the past, including in the quarter ended July 31, 2012, contributed, and may continue to contribute, to significant variability in our period-to-period results of operations.

Our business requires a high level of capital expenditures.

Our business is capital intensive. Capital expenditures related to acquisition activities, which were $0.5 million in fiscal year 2012, consist of costs for equipment added directly as a result of new business growth related to an acquisition. Capital expenditures related to growth activities, which were $12.2 million in fiscal year

2012, consist of costs related to development of new airspace, permit expansions and new recycling contracts, along with incremental costs of equipment and infrastructure added to further such activities. Capital expenditures related to maintenance activities, which were $47.0 million in fiscal year 2012, consist of landfill cell construction costs not related to airspace expansion, costs of normal permit renewals and replacement costs for equipment due to age or obsolescence. We must use a substantial portion of our cash flows from operating activities toward maintenance capital expenditures, which reduces our flexibility to use such cash flows for other purposes, such as reducing our indebtedness. Our capital expenditures could increase if we make acquisitions or further expand our operations or as a result of factors beyond our control, such as changes in federal, state or local governmental requirements. The amount that we spend on capital expenditures may exceed current expectations, which may require us to obtain additional funding for our operations or impair our ability to grow our business.

Our business is geographically concentrated and is therefore subject to regional economic downturns.

Our operations and customers are concentrated principally in New England and New York. Therefore, our business, financial condition and results of operations are susceptible to regional economic downturns and other regional factors, including state regulations and budget constraints and severe weather conditions. In addition, as we seek to expand in our existing markets, opportunities for growth within this region will become more limited and the geographic concentration of our business will increase. A substantial portion of the material delivered to our Chemung, Hakes, Hyland and McKean landfills consists of extractions from the Marcellus Shale formations in Western New York and Pennsylvania. These extractions are the subject of political opposition and there can be no assurance that they will not be halted or retired. Drilling activity that produces these extractions is negatively impacted by lower natural gas pricing. In such an event, our revenues from these landfills would be adversely affected.

Our results of operations and financial condition may be negatively affected if we inadequately accrue for capping, closure and post-closure costs or by the timing of these costs for our waste disposal facilities.

We have material financial obligations relating to capping, closure and post-closure costs of our existing owned or operated landfills and will have material financial obligations with respect to any disposal facilities which we may own or operate in the future. Once the permitted capacity of a particular landfill is reached and additional capacity is not authorized, the landfill must be closed and capped, and post-closure maintenance started. We establish accruals for the estimated costs associated with such capping, closure and post-closure obligations over the anticipated useful life of each landfill on a per ton basis. We have provided and expect that we will in the future provide accruals for financial obligations relating to capping, closure and post-closure costs of our owned or operated landfills, generally for a term of 30 years after final closure of a landfill. Our financial obligations for capping, closure or post-closure costs could exceed the amounts accrued or amounts otherwise receivable pursuant to trust funds established for this purpose. Such a circumstance could result in significant unanticipated charges which would have an adverse impact on our business.

In addition, the timing of any such capping, closure or post-closure costs which exceed established accruals may further negatively impact our business. Since we will be unable to control the timing and amounts of such costs, we may be forced to delay investments or planned improvements in other parts of our business or we may be unable to meet applicable financial assurance requirements. Any of the foregoing would negatively impact our business and results of operations.

Fluctuations in fuel costs could affect our operating expenses and results.

The price and supply of fuel is unpredictable and fluctuates based on events beyond our control, including among others, geopolitical developments, supply and demand for oil and gas, actions by the Organization of the Petroleum Exporting Countries and other oil and gas producers, war and unrest in oil producing countries and regional production patterns. Because fuel is needed to run our fleet of trucks, price escalations for fuel increase our operating expenses. In fiscal year 2012, we used approximately 5.9 million gallons of diesel fuel in our solid

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waste operations. We have a fuel surcharge program, based on a fuel index, to help offset increases in the cost of fuel, oil and lubricants arising from price volatility. This fee has been passed on to our customers where their contracts and competition conditions permit.

We could be precluded from entering into contracts or obtaining or maintaining permits or certain contracts if we are unable to obtain third party financial assurance to secure our contractual obligations.

Public solid waste collection, recycling and disposal contracts, obligations associated with landfill closure and the operation and closure of our waste-to-energy facility typically require performance or surety bonds, letters of credit or other means of financial assurance to secure our contractual performance. If we are unable to obtain the necessary financial assurance in sufficient amounts or at acceptable rates, we could be precluded from entering into additional municipal contracts or from obtaining or retaining landfill management contracts or operating permits. Any future difficulty in obtaining insurance could also impair our ability to secure future contracts conditioned upon having adequate insurance coverage. We currently obtain performance and surety bonds from Evergreen, in which we hold a 19.9% equity interest.

We may be required to write-off or impair capitalized costs or intangible assets in the future or we may incur restructuring costs or other charges, each of which could harm our earnings.

In accordance with U.S. generally accepted accounting principles, we capitalize certain expenditures and advances relating to our acquisitions, pending acquisitions, landfills and development projects. In addition, we have considerable unamortized assets. From time to time in future periods, we may be required to incur a charge against earnings in an amount equal to any unamortized capitalized expenditures and advances, net of any portion thereof that we estimate will be recoverable, through sale or otherwise, relating to (1) any operation or other asset that is being sold, permanently shut down, impaired or has not generated or is not expected to generate sufficient cash flow, (2) any pending acquisition that is not consummated, (3) any landfill or development project that is not expected to be successfully completed, and (4) any goodwill or other intangible assets that are determined to be impaired.

In fiscal year 2012, we entered into negotiations regarding the sale of Maine Energy. Based on the proposed purchase consideration, we recorded a $40.7 million impairment charge to the asset group within the Eastern region segment. The impairment was measured based on the asset group s highest and best use under the market approach, utilizing the discounted present cash flows associated with the purchase consideration, adjusted for costs to demolish the facility. We used a discount rate of 3.5%, which approximates the buyers borrowing rate.

In response to such charges and costs and other market factors, we may be required to implement restructuring plans in an effort to reduce the size and cost of our operations and to better match our resources with our market opportunities. As a result of such actions, we would expect to incur restructuring expenses and accounting charges which may be material. Several factors could cause a restructuring to adversely affect our business, financial condition and results of operations. These include potential disruption of our operations, the development of our landfill capacity and recycling technologies and other aspects of our business. Employee morale and productivity could also suffer and result in unintended employee attrition. Any restructuring would require substantial management time and attention and may divert management from other important work. Moreover, we could encounter delays in executing any restructuring plans, which could cause further disruption and additional unanticipated expense.

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Our revenues and our operating income experience seasonal fluctuations.

Our transfer and disposal revenues historically have been lower during the months of November through March. This seasonality reflects the lower volume of waste during the late fall, winter and early spring months primarily because:

- the volume of waste relating to construction and demolition activities decreases substantially during the winter months in the northeastern United States; and
- decreased tourism in Vermont, Maine and eastern New York during the winter months tends to lower the volume of waste generated by commercial and restaurant customers, which is partially offset by increased volume from the ski industry.

Since certain of our operating and fixed costs remain constant throughout the fiscal year, operating income is impacted by a similar seasonality. In addition, particularly harsh winter weather conditions typically result in increased operating costs.

Our recycling business experiences increased volumes of newspaper in November and December due to increased newspaper advertising and retail activity during the holiday season. GreenFiber experiences lower sales from April through July due to lower retail activity.

We may, in the future, attempt to divest or sell certain parts or components of our business to third parties which may result in lower than expected proceeds or losses or we may be unable to identify potential purchasers.

From time to time in the future, we may sell or divest certain other components of our business. These divestitures may be undertaken for a number of reasons, including to generate proceeds to pay down debt, or as a result of a determination that the specified asset will provide inadequate returns to us, or that the asset no longer serves a strategic purpose in connection with our business or if we determine the asset may be more valuable to a third party. The timing of such sales or divestures may not be entirely within our control. For example, we may need to quickly divest assets to satisfy immediate cash requirements, or we may be forced to sell certain assets prior to canvassing the market or at a time when market conditions for valuations or for financing for buyers are unfavorable, which would result in proceeds to us in an amount less than we expect or less than our assessment of the value of those assets. We also may not be able to identify buyers for certain of our assets, particularly given the difficulty that potential acquirers may face in obtaining financing, or we may face opposition from municipalities or communities to a disposition or the proposed buyer. Any sale of our assets, including Maine Energy, our only waste-to-energy facility that we are in the process of divesting, could result in a loss on divestiture. Any of the foregoing would have an adverse effect on our business and results of operations.

We may engage in acquisitions in the future with the goal of complementing or expanding our business, including developing additional disposal capacity. However, we may be unable to complete these transactions and, if executed, these transactions may not improve our business or may pose significant risks and could have a negative effect on our operations.

We have in the past, and we may in the future, make acquisitions in order to acquire or develop additional disposal capacity. These acquisitions may include tuck-in acquisitions within our existing markets, assets that are adjacent to or outside our existing markets, or larger, more strategic acquisitions. In addition, from time to time we may acquire businesses that are complementary to our core business strategy. We may not be able to identify suitable acquisition candidates. If we identify suitable acquisition candidates, we may be unable to negotiate successfully their acquisition at a price or on terms and conditions acceptable to us, including as a result of the limitations imposed by our debt obligations. Furthermore, we may be unable to obtain the necessary regulatory approval to complete potential acquisitions.

Our ability to achieve the benefits from any potential future acquisitions, including cost savings and operating efficiencies, depends in part on our ability to successfully integrate the operations of such acquired businesses with our operations. The integration of acquired businesses and other assets may require significant management time and resources that would otherwise be available for the ongoing management of our existing operations.

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Any properties or facilities that we acquire may be subject to unknown liabilities, such as undisclosed environmental contamination, for which we would have no recourse, or only limited recourse, to the former owners of such properties. As a result, if a liability were asserted against us based upon ownership of an acquired property, we might be required to pay significant sums to settle it, which could adversely affect our financial results and cash flow.

In addition, the process of acquiring, developing and permitting additional disposal capacity is lengthy, expensive and uncertain. Moreover, the disposal capacity at our existing landfills is limited by the remaining available volume at our landfills and annual, quarterly and/or daily disposal limits imposed by the various governmental authorities with jurisdiction over our landfills. If we are unable to develop or acquire additional disposal capacity, our ability to achieve economies from the internalization of our waste stream will be limited and we may be required to increase our utilization of disposal facilities owned by third parties, which could reduce our revenues and/or our operating margins.

Efforts by labor unions to organize our employees could divert management attention and increase our operating expenses.

Labor unions regularly make attempts to organize our employees, and these efforts will likely continue in the future. Certain groups of our employees have chosen to be represented by unions, and we have negotiated collective bargaining agreements with these groups. The negotiation of collective bargaining agreements could divert management attention and result in increased operating expenses and lower net income (or increased net loss). If we are unable to negotiate acceptable collective bargaining agreements, we may be subject to union-initiated work stoppages, including strikes. Depending on the type and duration of any labor disruptions, our revenues could decrease and our operating expenses could increase, which could adversely affect our financial condition, results of operations and cash flows. As of May 31, 2012, approximately 6.7% of our employees were represented by unions.

Our Class B common stock has ten votes per share and is held exclusively by John W. Casella and Douglas R. Casella.

The holders of our Class B common stock are entitled to ten votes per share and the holders of our Class A common stock are entitled to one vote per share. At December 31, 2011, an aggregate of 988,200 shares of our Class B common stock, representing 9,882,000 votes, were outstanding, all of which were beneficially owned by John W. Casella, our Chairman and Chief Executive Officer, and his brother, Douglas R. Casella, a member of our Board of Directors. Based on the number of shares of common stock outstanding on May 31, 2012, the shares of our Class A common stock and Class B common stock beneficially owned by John W. Casella and Douglas R. Casella represent approximately 31.3% of the aggregate voting power of our stockholders. Consequently, John W. Casella and Douglas R. Casella are able to substantially influence all matters for stockholder consideration.

If variable rate bonds issued by the Finance Authority of Maine become taxable, they may become subject to mandatory redemption, and the proceeds of our sale of our Maine Energy facility will not be sufficient to fund such redemption.

On December 28, 2005, we completed a $25.0 million financing transaction involving the issuance of bonds by the Finance Authority of Maine, which we refer to as the Authority. Pursuant to a Financing Agreement, dated as of December 1, 2005, by and between us and the Authority, we borrowed the proceeds of the bonds to pay for certain costs relating to landfill development and construction, other infrastructure improvements, and machinery and equipment for solid waste disposal operations owned and operated by us, or a related party, all located in Maine, and the issuance of the bonds.

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On February 1, 2012, we remarketed $21.4 million aggregate principal amount of the original $25.0 million bonds. The remaining $3.6 million of outstanding bonds (referred to as the variable rate bonds) remain as variable rate bonds secured by a letter of credit issued under our Senior Credit Facility. The bonds will mature on January 1, 2025 (unless redeemed earlier).

We have entered into a purchase and sale agreement to sell our Maine Energy facility, and we will need to obtain an opinion of, or further assurances from, bond counsel that the sale will not adversely affect the tax exempt status of the variable rate bonds in the amount of $3.6 million. If such bonds become taxable, they may become subject to mandatory redemption, and the proceeds of the sale of our Maine Energy facility will not be sufficient to fund such redemption.

Risks Relating to This Offering

We have broad discretion in how we use the net proceeds of this offering, and we may not use these proceeds effectively or in ways with which you agree.

Our management will have broad discretion as to the application of the net proceeds of this offering and could use them for purposes other than those contemplated at the time of this offering. Our stockholders may not agree with the manner in which our management chooses to allocate and spend the net proceeds. Moreover, our management may use the net proceeds for corporate purposes that may not increase the market price of our Class A common stock.

To service our indebtedness, we will require a significant amount of cash. However, our ability to generate cash depends on many factors beyond our control.

Our ability to make payments on, and to refinance, our indebtedness, including the Senior Subordinated Notes, and to fund planned capital expenditures, will depend on our ability to generate cash in the future which, in turn, is subject to general economic, financial, competitive, regulatory and other factors, many of which are beyond our control.

Our business may not generate sufficient cash flow from operations and we may not have available to us future borrowings in an amount sufficient to enable us to pay our indebtedness, including the Senior Subordinated Notes, or to fund our other liquidity needs. In these circumstances, we may need to refinance all or a portion of our indebtedness, including the Senior Subordinated Notes, on or before maturity. We may not be able to refinance any of our indebtedness, including our Senior Credit Facility and the notes issued under the indenture, or the Indenture, governing our existing Second Lien Notes and the Senior Subordinated Notes being offered concurrently with this offering, on commercially reasonable terms, or at all. Without this financing, we could be forced to sell assets or secure additional financing to make up for any shortfall in our payment obligations under unfavorable circumstances. However, we may not be able to secure additional financing on terms favorable to us or at all and, in addition, the terms of our debt agreements, including the Senior Credit Facility and the Indenture, limit our ability to sell assets and also restrict the use of proceeds from such a sale. Moreover, substantially all of our assets have been pledged to secure repayment of our indebtedness under our Senior Credit Facility and the Second Lien Notes. In addition, we may not be able to sell assets quickly enough or for amounts sufficient to enable us to meet our obligations, including our obligations under the Senior Subordinated Notes.

If we cannot make the anticipated borrowings under our Senior Credit Facility or complete the anticipated offering of the Senior Subordinated Notes, we may not be able to redeem some or all of our Second Lien Notes that remain outstanding following completion of the tender offer for such notes.

Our Senior Credit Facility contains certain conditions to borrowing the revolving loans thereunder to fund the refinancing of the Second Lien Notes. If we cannot satisfy such conditions, we may not be able to borrow the anticipated borrowings under our Senior Credit Facility to refinance the Second Lien Notes. Additionally, we may

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not be able to consummate the offering of our Senior Subordinated Notes. If we do not complete such borrowing and consummate such offering, we may not be able to purchase all of the notes tendered or redeem some or all of the Second Lien Notes that remain outstanding following the completion of the tender offer for such notes. In such an event, any outstanding Second Lien Notes would rank senior in payment and lien priority to the Senior Subordinated Notes. Additionally, if less than a majority of holders of Second Lien Notes do not tender by the early tender date and at that time consent to the amendment of the indenture governing the Second Lien Notes to provide for the elimination of the majority of the restrictive covenants contained therein, we would continue to be bound by the restrictive provisions in such indenture with respect to any Second Lien Notes remaining outstanding after the issuance of the Senior Subordinated Notes.

Finally, the inability of the Company to refinance the Second Lien Notes in full by March 1, 2014 would trigger the March 31, 2014 maturity date under the Senior Credit Facility, requiring the Company to refinance the Senior Credit Facility in March 2014, rather than the March 18, 2016 maturity date which applies if all Second Lien Notes are refinanced by March 1, 2014.

The market price of our Class A common stock may be volatile, and the value of your investment could decline significantly.

The trading price for our Class A common stock has been, and we expect it to continue to be, volatile. The price at which our Class A common stock trades depends upon a number of factors, including our historical and anticipated operating results, our financial situation, our ability or inability to raise the additional capital we may need and the terms on which we raise it, and general market and economic conditions, some of which are beyond our control. These broad market fluctuations may lower the market price of our Class A common stock and affect the volume of trading in our stock.

Future sales of our Class A common stock in the public market could cause our stock price to fall.

Sales of a substantial number of shares of our Class A common stock in the public market, or the perception that these sales might occur, could depress the market price of our Class A common stock and could impair our ability to raise capital through the sale of additional equity securities. As of July 31, 2012, we had 26,367,454 shares of Class A common stock outstanding, all of which shares, other than shares held by our directors and certain officers which are subject to 90-day lock-up agreements in connection with this offering, were eligible for sale in the public market, subject in some cases to compliance with the requirements of Rule 144, including the volume limitations and manner of sale requirements. In addition, all of the shares offered under this prospectus supplement and the accompanying prospectus will be freely tradable without restriction or further registration upon issuance.

We have never declared or paid dividends on our capital stock and we do not anticipate paying dividends in the foreseeable future.

Our business requires significant funding, and we currently invest available funds in our business. Therefore, we do not anticipate paying any cash dividends on our Class A common stock in the foreseeable future. In addition, our credit facility and indentures restrict the payment of dividends on Class A common stock. We currently plan to invest all available funds and future earnings in the development and growth of our business. As a result, capital appreciation, if any, of our Class A common stock will be your sole source of potential gain for the foreseeable future.

Holders of our Class A common stock, which is the stock we are selling in this offering, are entitled to one vote per share, and holders of our Class B common stock are entitled to ten votes per share. The lower voting power of the Class A common stock may negatively affect the attractiveness of our Class A common stock to investors and, as a result, its market value.

We have two classes of common stock: Class A common stock, which is the stock we are selling in this offering and which is entitled to one vote per share, and Class B common stock, all of which are beneficially

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owned by John W. Casella, our Chairman and Chief Executive Officer, and his brother, Douglas R. Casella, a member of our Board of Directors, and which is entitled to ten votes per share. Except in certain limited circumstances required by applicable law, holders of Class A common stock and Class B common stock vote together as a single class on all matters to be voted on by our stockholders. As of July 31, 2012, an aggregate of 988,200 shares of our Class B common stock, representing 9,882,000 votes, were outstanding. Based on the number of shares of common stock outstanding on July 31, 2012, the shares of our Class A common stock and Class B common stock beneficially owned by John W. Casella and Douglas R. Casella represent approximately 30.89% of the aggregate voting power of our stockholders. After completion of this offering approximately % of the total voting power of our outstanding shares will be held by the Class B common stockholders. Consequently, John W. Casella and Douglas R. Casella are able to substantially influence all matters for stockholder consideration and constitute, and are expected to continue to constitute, a significant portion of the shares entitled to vote on all matters requiring approval by our stockholders. The difference in the voting power of our Class A common stock and Class B common stock could diminish the market value of our Class A common stock if investors attribute value to the superior voting rights of our Class B common stock and the power those rights confer.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein contain forward-looking statements within the meaning of Section 27A of the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. Such forward-looking statements include statements regarding:

- expected liquidity and financing plans;
- expected future revenues, operations, expenditures and cash needs;
- fluctuations in the commodity pricing of our recyclables, increases in landfill tipping fees and fuel costs and general economic and weather conditions;
- projected future obligations related to capping, closure and post-closure costs of our existing landfills and any disposal facilities which we may own or operate in the future;
- our ability to use our net operating losses and tax positions;
- the projected development of additional disposal capacity or expectations regarding permits for existing capacity;
- the recoverability or impairment of any of our assets or goodwill;
- estimates of the potential markets for our products and services, including the anticipated drivers for future growth;
- sales and marketing plans or price and volume assumptions;
- the outcome of any legal or regulatory matter;
- potential business combinations or divestitures; and
- projected improvements to our infrastructure and impact of such improvements on our business and operations.

You can identify these forward-looking statements by their use of words such as anticipate, believe, estimate, expect, forecast, intend, p project, target, and other words and terms of similar meaning. You also can identify them by the fact that they do not relate strictly to historical or current facts. There are a number of important risks and uncertainties that could cause our actual results to differ materially from those indicated by forward-looking statements, including the factors referred to under the caption Risk Factors in this prospectus supplement. These important factors include the factors that we identify in the documents we incorporate by reference in this prospectus supplement and the accompanying prospectus. You should read these factors and the other cautionary statements made in this prospectus supplement, the accompanying prospectus and in the documents we incorporate by reference herein and therein as being applicable to all related forward-looking statements wherever they appear in this prospectus supplement, the accompanying prospectus or in the documents incorporated by reference.

You should read these forward-looking statements carefully because they discuss our expectations regarding our future performance, future operating results or future financial condition, or state other forward-looking information. You should be aware that the occurrence of any of the events described under Risk Factors herein and in any document incorporated by reference herein and elsewhere in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference therein could substantially harm our business, results of operations and financial condition and that upon the occurrence of any of these events, the price of our Class A common stock could decline.

Factors that may cause actual results to differ from those contained in forward looking statements include, among others:

- our outstanding indebtedness and borrowing costs and other repayment obligations, which restrict our future operations, including our ability to make future acquisitions;

- the impact of the economic environment on our operating performance and financial position and on our ability to comply with certain covenants contained in our debt agreements;

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- the effects of substantial competition, including on our ability to maintain our operating margins;
- the waste management industry is undergoing fundamental change as traditional waste streams are increasingly being viewed as renewable resources, which may adversely impact volumes and tipping fees at our landfills;
- the impact of environmental and other regulations and litigation on our business, including the ability to attain, extend or modify permits and the impact of remediation charges;
- the impact of changing prices or market requirements for recyclable materials;
- the geographic concentration of our operations;
- the possibility that we have not adequately accrued for capping, closure and post-closure costs related to our landfills, or the timing of these expenditures;
- the fluctuations in fuel costs;
- our ability to obtain third party financial assurances to secure our contractual obligations;
- the seasonality of our revenues;
- our ability to sell, divest or otherwise monetize assets and obtain fair value for such assets;
- our ability to make successful acquisitions and to integrate acquired businesses and assets with our existing operations;
- efforts by labor unions to organize our employees and the resulting diversion of management attention and increased operating expenses or disputes which may arise under existing collective bargaining agreements;
- risks related to the concentration of voting power of our shares;
- risks related to the notes and to debt securities generally;
- the price of our common stock, which may impact our ability to access equity capital or to use our equity to finance acquisitions; and
- the other risks described in this prospectus supplement under the caption Risk Factors.

We cannot guarantee any future results, levels of activity, performance or achievements. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in this prospectus supplement, the accompanying prospectus or the documents incorporated by reference herein or therein as anticipated, believed, estimated or expected. The forward-looking statements contained or incorporated by reference herein represent our expectations as of the date of such statements (unless another date is indicated) and should not be relied upon as representing our expectations as of any other date. While we may elect to update these forward-looking statements, we specifically disclaim any obligation to do so, even if our expectations change.

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USE OF PROCEEDS

We estimate that the net proceeds we will receive from this offering will be approximately $ million, after deducting the underwriting discounts and commissions and estimated offering expenses payable by us. If the underwriters exercise their over-allotment option in full, we estimate that the net proceeds to us will be approximately $ million, after deducting the underwriting discounts and commissions and estimated offering expenses payable by us.

We intend to use the net proceeds from this offering for general corporate purposes. Although we have not yet identified specific uses for these proceeds, we currently anticipate using the proceeds for some or all of the following purposes:

- refinancing the Second Lien Notes and paying related transaction costs;
- potential acquisitions of new businesses, technologies or products that we believe have the potential to complement or expand our business;
- working capital;
- capital expenditures; and
- repayment and refinancing of other debt.

We have not determined the amounts we plan to spend on any of the areas listed above or the timing of these expenditures. As a result, our management will have broad discretion to allocate the net proceeds from this offering. Pending application of the net proceeds as described above, we intend to invest the net proceeds of the offering in deposit accounts, money-market funds, U.S. government-sponsored enterprise obligations and corporate obligations.

This public offering of Class A common stock is not conditioned upon the consummation of the offering of Senior Subordinated Notes and the offering of Senior Subordinated Notes is not conditioned upon the consummation of this public offering of Class A common stock.

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CAPITALIZATION

The following table sets forth our capitalization as of July 31, 2012:

- on an actual basis; and

- on an as-adjusted basis to give effect to (i) the borrowing of $10.4 million under our Senior Credit Facility, (ii) the issuance of the Class A common stock offered hereby at an assumed offering price of $5.29 per share (the last reported sale price of our Class A common stock on the NASDAQ Global Select Market on September 21, 2012) and (iii) the offering of Senior Subordinated Notes and, in each case, the application of the estimated net proceeds therefrom as if they had occurred on July 31, 2012.

You should read this table in conjunction with Summary Summary Consolidated Financial Data and Use of Proceeds appearing elsewhere in this prospectus supplement and Management s Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements, including the accompanying notes, appearing in our Annual Report on Form 10-K for the fiscal year ended April 30, 2012, which is incorporated by reference into this prospectus supplement.

	July 31, 2012	
	Actual	**As Adjusted**
	(in thousands)	
Cash and cash equivalents	$ 3,505	$ 3,505
Long-term debt, including current portion of long-term debt:		
Senior first lien revolving credit facility(1)	$ 84,000	$ 94,419
State of Maine revenue bonds due 2025	25,000	25,000
Financing lease obligations	2,073	2,073
11% senior second lien notes due 2014(2)	177,687	
7 3/4% senior subordinated notes due 2019 outstanding	200,000	335,000
Other debt	2,046	2,046
Total debt	**490,806**	**458,538**
Casella Waste Systems, Inc. stockholders equity(3)	7,043	39,496
Noncontrolling interest	2,513	2,513
Total stockholders equity	**9,556**	**42,009**
Total capitalization	**$ 500,362**	**$ 500,547**

(1) Our Senior Credit Facility provides aggregate commitments of $227.5 million. The amount of borrowings presented above does not include outstanding letters of credit of approximately $29.7 million. Changes in the amounts of funds we receive from these offerings may result in adjustments to the amounts we borrow under our Senior Credit Facility.

(2) Includes unamortized debt discount of approximately $2.3 million.

(3) Includes the $3.1 million write-off of deferred financing costs, the $2.3 million write-off of discount and the $11.0 million tender premium associated with the refinancing of the Second Lien Notes.

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PRICE RANGE OF CLASS A COMMON STOCK

Our Class A common stock is listed on The NASDAQ Global Select Market under the symbol CWST. The following table shows the high and low per share sale prices of our Class A common stock for the periods indicated.

	High	Low
2013		
First Quarter	$ 6.17	$ 4.81
Second Quarter (through September 21, 2012)	$ 5.55	$ 4.05
2012		
First Quarter	$ 6.99	$ 5.00
Second Quarter	$ 6.90	$ 4.50
Third Quarter	$ 7.10	$ 5.50
Second Quarter (through June 13, 2011)	$ 7.15	$ 5.73

On September 21, 2012, the last sale price reported on The NASDAQ Global Select Market for our Class A common stock was $5.29 per share.

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DIVIDEND POLICY

No dividends have ever been declared or paid on our Class A common stock and we do not anticipate paying any cash dividends on our Class A common stock in the foreseeable future. Our credit facility and indentures restrict the payment of dividends on our Class A common stock. We currently intend to retain earnings, if any, to support our business strategy. Payment of future dividends, if any, will be at the sole discretion of our board of directors after taking into account various factors, including our financial condition, operating results, capital requirements and any plans for expansion.

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MATERIAL U.S. FEDERAL TAX CONSIDERATIONS

The following is a general discussion of the material U.S. federal income and estate tax considerations applicable to non-U.S. holders with respect to their ownership and disposition of shares of our Class A common stock issued pursuant to this offering. This discussion is not tax advice. Accordingly, all prospective non-U.S. holders of our Class A common stock should consult their own tax advisors with respect to the U.S. federal, state, local and non-U.S. tax consequences of the purchase, ownership and disposition of our Class A common stock. In general, a non-U.S. holder means a beneficial owner of our Class A common stock who is not for U.S. federal income tax purposes:

- an individual who is a citizen or resident of the United States;
- a corporation, or any other organization treatable as a corporation for U.S. federal income tax purposes, created or organized in the United States or under the laws of the United States or of any state thereof or the District of Columbia;
- an estate, the income of which is included in gross income for U.S. federal income tax purposes regardless of its source; or
- a trust if (1) a U.S. court is able to exercise primary supervision over the trust s administration and one or more U.S. persons have the authority to control all of the trust s substantial decisions or (2) the trust has a valid election in effect under applicable U.S. Treasury Regulations to be treated as a U.S. person.

This discussion is based on current provisions of the U.S. Internal Revenue Code of 1986, as amended, which we refer to as the Code, existing and proposed U.S. Treasury Regulations promulgated thereunder, current administrative rulings and judicial decisions, publicly available and in effect as of the date of this prospectus supplement, all of which are subject to change and to differing interpretation, possibly with retroactive effect. Any change or differing interpretation could alter the tax consequences to non-U.S. holders described in this prospectus supplement. We assume in this discussion that a non-U.S. holder holds shares of our Class A common stock as a capital asset, generally property held for investment.

This discussion does not address all aspects of U.S. federal income and estate taxation that may be relevant to a particular non-U.S. holder in light of that non-U.S. holder s individual circumstances nor does it address any aspects of U.S. state, local or non-U.S. taxes. This discussion also does not consider any specific facts or circumstances that may apply to a non-U.S. holder and does not address the special tax rules applicable to particular non-U.S. holders, such as:

- insurance companies;
- tax-exempt organizations;
- financial institutions;
- brokers, dealers or traders in securities;
- pension plans;
- controlled foreign corporations;

owners that hold our Class A common stock as part of a straddle, hedge, conversion transaction, synthetic security or other integrated investment; and

certain U.S. expatriates.

In addition, this discussion does not address the tax treatment of partnerships or persons who hold their Class A common stock through partnerships or other pass-through entities for U.S. federal income tax purposes. A partner in a partnership or member in another pass-through entity that will hold our Class A common stock should consult his, her or its own tax advisor regarding the tax consequences of acquiring, holding and disposing of our Class A common stock through a partnership or other pass-through entity, as applicable.

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There can be no assurance that the Internal Revenue Service, which we refer to as the IRS, will not challenge one or more of the tax consequences described herein, and we have not obtained, nor do we intend to obtain, an opinion of counsel with respect to the U.S. federal income or estate tax consequences to a non-U.S. holder of the purchase, ownership