

ALL CYCLE WASTE INC  
Form S-4/A  
December 17, 2012

As filed with the Securities and Exchange Commission on December 14, 2012

Registration No. 333-184735

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Amendment No. 2**  
**to**  
**FORM S-4**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**CASELLA WASTE SYSTEMS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**4953**  
(Primary Standard Industrial  
Classification Code Number)

**03-0338873**  
(I.R.S. Employer

Identification Number)

**Casella Waste Systems, Inc.**

**25 Greens Hill Lane**

**Rutland, Vermont 05701**

**(802) 772-0325**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**SEE TABLE OF ADDITIONAL REGISTRANTS**

**John W. Casella**

**Chairman and Chief Executive Officer**

**Casella Waste Systems, Inc.**

**25 Greens Hill Lane**

**Rutland, Vermont 05701**

**(802) 772-0325**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*With a copy to:*

**Jeffrey A. Stein, Esq.**

**Wilmer Cutler Pickering Hale & Dorr LLP**

**60 State Street**

**Boston, MA 02109**

**(617) 526-6000**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this registration statement becomes effective.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

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

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

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

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

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**TABLE OF ADDITIONAL REGISTRANTS**

The following subsidiaries of Casella Waste Systems, Inc. are Registrant Guarantors:

<b>Exact Name of Registrant Guarantor</b>	<b>State or Other Jurisdiction of Incorporation or Organization</b>	<b>Primary Standard Industrial Classification Number</b>	<b>I.R.S. Employer Identification Number</b>
<b>as specified in its Charter</b>			
All Cycle Waste, Inc.	Vermont	4953	03-0343753
Atlantic Coast Fibers, Inc.	Delaware	4953	22-3507048
B. and C. Sanitation Corporation	New York	4953	16-1329345
Bristol Waste Management, Inc.	Vermont	4953	03-0326084
C.V. Landfill, Inc.	Vermont	4953	03-0289078
Casella Albany Renewables, LLC	Delaware	4953	37-1573963
Casella Major Account Services, LLC	Vermont	4953	30-0297037
Casella Recycling, LLC	Maine	4953	01-0203130
Casella Renewable Systems, LLC	Delaware	4953	51-0636932
Casella Transportation, Inc.	Vermont	4953	03-0357441
Casella Waste Management of Massachusetts, Inc.	Massachusetts	4953	03-0364282
Casella Waste Management of N.Y., Inc.	New York	4953	14-1794819
Casella Waste Management of Pennsylvania, Inc.	Pennsylvania	4953	12-2876596
Casella Waste Management, Inc.	Vermont	4953	03-0272349
Casella Waste Services of Ontario LLC	New York	4953	06-1725553
Chemung Landfill LLC	New York	4953	13-4311132
Colebrook Landfill LLC	New Hampshire	4953	11-3760998
CWM All Waste LLC	New Hampshire	4953	54-2108293
Forest Acquisitions, Inc.	New Hampshire	4953	02-0479340
Grasslands Inc.	New York	4953	14-1782074
GroundCo LLC	New York	4953	57-1197475
Hakes C & D Disposal, Inc.	New York	4953	16-0431613
Hardwick Landfill, Inc.	Massachusetts	4953	04-3157789
Hiram Hollow Regeneration Corp.	New York	4953	14-1738989
KTI Bio Fuels, Inc.	Maine	4953	22-2520171
KTI Environmental Group, Inc.	New Jersey	4953	22-2427727
KTI New Jersey Fibers, Inc.	Delaware	4953	22-3601504
KTI Operations, Inc.	Delaware	4953	22-2908946
KTI Specialty Waste Services, Inc.	Maine	4953	22-3375082
KTI, Inc.	New Jersey	4953	22-2665282
Maine Energy Recovery Company, Limited Partnership	Maine	4953	22-2493823
New England Waste Services of Massachusetts, Inc.	Massachusetts	4953	04-3489747
New England Waste Services of ME, Inc.	Maine	4953	01-0329311
New England Waste Services of N.Y., Inc.	New York	4953	14-1794820
New England Waste Services of Vermont, Inc.	Vermont	4953	03-0343930
New England Waste Services, Inc.	Vermont	4953	03-0338865
Newbury Waste Management, Inc.	Vermont	4953	03-0316201
NEWS of Worcester LLC	Massachusetts	4953	20-1970539
NEWSME Landfill Operations LLC	Maine	4953	20-0735025
North Country Environmental Services, Inc.	Virginia	4953	54-1496372
Northern Properties Corporation of Plattsburgh	New York	4953	14-1713791
Pine Tree Waste, Inc.	Maine	4953	01-0513956
ReSource Waste Systems, Inc.	Massachusetts	4953	04-3333859
Schultz Landfill, Inc.	New York	4953	16-1550413
Southbridge Recycling & Disposal Park, Inc.	Massachusetts	4953	04-2964541
Sunderland Waste Management, Inc.	Vermont	4953	03-0326083
The Hyland Facility Associates	New York	4953	16-1347028
U.S. Fiber, LLC	North Carolina	4953	56-2026037
Waste-Stream Inc.	New York	4953	14-1488894
Winters Brothers, Inc.	Vermont	4953	03-0351118

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

**EXPLANATORY NOTE**

This Amendment No. 2 to the Registrant's Registration Statement on Form S-4 (File No. 333-184735) is being filed solely for the purpose of filing updated Exhibits 5.2, 5.3, 5.4, 5.5, 5.6 and 5.7. No changes or additions are being made hereby to the prospectus that forms a part of the Registration Statement. Accordingly, the prospectus is omitted from this filing.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on December 14, 2012.

CASELLA WASTE SYSTEMS, INC.

By: /s/ JOHN W. CASELLA  
John W. Casella  
*Chairman and Chief Executive Officer*

II-3

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA John W. Casella	Chairman and Chief Executive Officer (Principal Executive Officer)	December 14, 2012
/s/ EDMOND R. COLETTA Edmond R. Coletta	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	December 14, 2012
* Douglas R. Casella	Director	December 14, 2012
* John F. Chapple III	Director	December 14, 2012
* Gregory B. Peters	Director	December 14, 2012
* James F. Callahan, Jr.	Director	December 14, 2012
* Joseph G. Doody	Director	December 14, 2012
* James P. McManus	Director	December 14, 2012
* Michael K. Burke	Director	December 14, 2012
* Emily Nagle Green	Director	December 14, 2012

\*By: /s/ JOHN W. CASELLA  
John W. Casella

*Attorney-in-fact*



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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

ALL CYCLE WASTE, INC.

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA John W. Casella	President and Director (Principal Executive Officer)	December 14, 2012
* Edwin D. Johnson	Vice President and Treasurer (Principal Financial and Accounting Officer)	December 14, 2012
* Douglas R. Casella	Vice President and Director	December 14, 2012
*By: /s/ JOHN W. CASELLA John W. Casella  <i>Attorney-in-fact</i>		

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

ATLANTIC COAST FIBERS, INC.

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA John W. Casella	President and Director (Principal Executive Officer)	December 14, 2012
* Edwin D. Johnson	Vice President and Treasurer and Director (Principal Financial and Accounting Officer)	December 14, 2012
* Douglas R. Casella	Vice President and Director	December 14, 2012
*By: /s/ JOHN W. CASELLA John W. Casella  <i>Attorney-in-fact</i>		

**SIGNATURES**

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**B. AND C. SANITATION CORPORATION**

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA John W. Casella	President and Director (Principal Executive Officer)	December 14, 2012
* Edwin D. Johnson	Vice President and Treasurer (Principal Financial and Accounting Officer)	December 14, 2012
* Douglas R. Casella	Vice President and Director	December 14, 2012
*By: /s/ JOHN W. CASELLA John W. Casella  <i>Attorney-in-fact</i>		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

BRISTOL WASTE MANAGEMENT, INC.

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA John W. Casella	President and Director (Principal Executive Officer)	December 14, 2012
* Edwin D. Johnson	Vice President and Treasurer (Principal Financial and Accounting Officer)	December 14, 2012
* Douglas R. Casella	Vice President and Director	December 14, 2012
*By: /s/ JOHN W. CASELLA John W. Casella  <i>Attorney-in-fact</i>		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

C.V. LANDFILL, INC.

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA John W. Casella	President and Director (Principal Executive Officer)	December 14, 2012
* Edwin D. Johnson	Vice President and Treasurer (Principal Financial and Accounting Officer)	December 14, 2012
* Douglas R. Casella	Vice President and Director	December 14, 2012
*By: /s/ JOHN W. CASELLA John W. Casella  <i>Attorney-in-fact</i>		

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

CASELLA ALBANY RENEWABLES, LLC

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

**SIGNATURES**

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA John W. Casella	President (Principal Executive Officer)	December 14, 2012
* Edwin D. Johnson	Vice President and Treasurer (Principal Financial and Accounting Officer)	December 14, 2012
* Douglas R. Casella	Vice President	December 14, 2012

CASELLA RENEWABLE SYSTEMS, LLC

By: /s/ EDWIN D. JOHNSON Edwin D. Johnson <i>Vice President and Treasurer</i>	Sole Member	December 14, 2012
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\*By: /s/ JOHN W. CASELLA  
John W. Casella  
  
*Attorney-in-fact*

Casella Albany Renewables, LLC has no directors or managers.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

CASELLA MAJOR ACCOUNT SERVICES, LLC

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA John W. Casella	President and Secretary (Principal Executive Officer)	December 14, 2012
* Edwin D. Johnson	Vice President and Treasurer (Principal Financial and Accounting Officer)	December 14, 2012

CASELLA WASTE SYSTEMS, INC.

By: /s/ JOHN W. CASELLA John W. Casella <i>Chairman and Chief Executive Officer</i>	Sole Member	December 14, 2012
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\*By: /s/ JOHN W. CASELLA  
John W. Casella  
*Attorney-in-fact*

Casella Major Account Services, LLC has no directors or managers.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

CASELLA RECYCLING, LLC

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

**SIGNATURES**

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA John W. Casella	President and Director (Principal Executive Officer)	December 14, 2012
* Edwin D. Johnson	Vice President and Treasurer (Principal Financial and Accounting Officer)	December 14, 2012
* Douglas R. Casella	Vice President and Director	December 14, 2012
*By: /s/ JOHN W. CASELLA John W. Casella  <i>Attorney-in-fact</i>		



**SIGNATURES**

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CASELLA RENEWABLE SYSTEMS, LLC

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

**SIGNATURES**

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA John W. Casella	President, Secretary and Director (Principal Executive Officer)	December 14, 2012
* Edwin D. Johnson	Vice President and Treasurer (Principal Financial and Accounting Officer)	December 14, 2012
* Douglas R. Casella	Vice President and Director	December 14, 2012

CASELLA WASTE SYSTEMS, INC.

By: /s/ JOHN W. CASELLA John W. Casella <i>Chairman and Chief Executive Officer</i>	Sole Member	December 14, 2012
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\*By: /s/ JOHN W. CASELLA  
John W. Casella  
*Attorney-in-fact*

Casella Renewable Services, LLC has no directors or managers.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

CASELLA TRANSPORTATION, INC.

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA John W. Casella	Vice President and Director (Principal Executive Officer)	December 14, 2012
* Edwin D. Johnson	Vice President and Treasurer (Principal Financial and Accounting Officer)	December 14, 2012
* Douglas R. Casella	President and Director	December 14, 2012
*By: /s/ JOHN W. CASELLA John W. Casella		
<i>Attorney-in-fact</i>		

**SIGNATURES**

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CASELLA WASTE MANAGEMENT OF  
MASSACHUSETTS, INC.

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

**SIGNATURES**

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA John W. Casella	President and Director (Principal Executive Officer)	December 14, 2012
* Edwin D. Johnson	Vice President and Treasurer (Principal Financial and Accounting Officer)	December 14, 2012
* Douglas R. Casella	Vice President and Director	December 14, 2012
*By: /s/ JOHN W. CASELLA John W. Casella		
<i>Attorney-in-fact</i>		

**SIGNATURES**

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CASELLA WASTE MANAGEMENT OF N.Y., INC.

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA John W. Casella	President and Director (Principal Executive Officer)	December 14, 2012
* Edwin D. Johnson	Vice President and Treasurer (Principal Financial and Accounting Officer)	December 14, 2012
* Douglas R. Casella	Vice President and Director	December 14, 2012

\*By: /s/ JOHN W. CASELLA  
John W. Casella  
*Attorney-in-fact*

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**SIGNATURES**

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CASELLA WASTE MANAGEMENT OF  
PENNSYLVANIA, INC.

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

**SIGNATURES**

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA John W. Casella	President and Director (Principal Executive Officer)	December 14, 2012
* Edwin D. Johnson	Vice President and Treasurer (Principal Financial and Accounting Officer)	December 14, 2012
* Douglas R. Casella	Vice President and Director	December 14, 2012
*By: /s/ JOHN W. CASELLA John W. Casella		
<i>Attorney-in-fact</i>		

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**SIGNATURES**

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CASELLA WASTE MANAGEMENT, INC.

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

**SIGNATURES**

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA John W. Casella	Vice President and Director  (Principal Executive Officer)	December 14, 2012
* Edwin D. Johnson	Vice President and Treasurer (Principal Financial and Accounting Officer)	December 14, 2012
* Douglas R. Casella	President and Director	December 14, 2012
*By: /s/ JOHN W. CASELLA John W. Casella  <i>Attorney-in-fact</i>		

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

CASELLA WASTE SERVICES OF  
ONTARIO, LLC

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

**SIGNATURES**

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA John W. Casella	President and Secretary (Principal Executive Officer)	December 14, 2012
* Edwin D. Johnson	Vice President and Treasurer (Principal Financial and Accounting Officer)	December 14, 2012

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

By: /s/ EDWIN D. JOHNSON Edwin D. Johnson <i>Vice President and Treasurer</i>	Sole Member	December 14, 2012
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\*By: /s/ JOHN W. CASELLA  
John W. Casella  
  
*Attorney-in-fact*

Casella Waste Services of Ontario, LLC has no directors or managers.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

CHEMUNG LANDFILL, LLC

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

**SIGNATURES**

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA John W. Casella	President and Secretary (Principal Executive Officer)	December 14, 2012
* Edwin D. Johnson	Vice President and Treasurer (Principal Financial and Accounting Officer)	December 14, 2012

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

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

Sole Member

December 14, 2012

\*By: /s/ JOHN W. CASELLA  
John W. Casella

*Attorney-in-fact*

Chemung Landfill, Inc. has no directors or managers.



**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

COLEBROOK LANDFILL LLC

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

**SIGNATURES**

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA John W. Casella	President and Secretary (Principal Executive Officer)	December 14, 2012
* Edwin D. Johnson	Vice President and Treasurer (Principal Financial and Accounting Officer)	December 14, 2012

NEW ENGLAND WASTE SERVICES, INC.

By: /s/ EDWIN D. JOHNSON Edwin D. Johnson <i>Vice President and Treasurer</i>	Sole Member	December 14, 2012
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\*By: /s/ JOHN W. CASELLA  
John W. Casella

*Attorney-in-fact*

Colebrook Landfill LLC. has no directors or managers.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

CWM ALL WASTE LLC

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA John W. Casella	President (Principal Executive Officer)	December 14, 2012
* Edwin D. Johnson	Vice President and Treasurer (Principal Financial and Accounting Officer)	December 14, 2012

CASELLA WASTE MANAGEMENT, INC.

By: /s/ EDWIN D. JOHNSON Edwin D. Johnson <i>Vice President and Treasurer</i>	Sole Member	December 14, 2012
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\*By: /s/ JOHN W. CASELLA  
John W. Casella  
  
*Attorney-in-fact*

CWM All Waste LLC has no directors or managers.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

FOREST ACQUISITIONS, INC.

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA John W. Casella	President, Director (Principal Executive Officer)	December 14, 2012
* Edwin D. Johnson	Vice President and Treasurer (Principal Financial and Accounting Officer)	December 14, 2012
* Douglas R. Casella	Vice President and Director	December 14, 2012
*By: /s/ JOHN W. CASELLA John W. Casella  <i>Attorney-in-fact</i>		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

GRASSLANDS INC.

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA	President and Director	December 14, 2012
John W. Casella	(Principal Executive Officer)	
*	Vice President and Treasurer and Director	December 14, 2012
Edwin D. Johnson	(Principal Financial and Accounting Officer)	
*	Vice President and Director	December 14, 2012
Douglas R. Casella		
*By: /s/ JOHN W. CASELLA John W. Casella		
<i>Attorney-in-fact</i>		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

GROUNDSCO LLC

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA	President	December 14, 2012
John W. Casella	(Principal Executive Officer)	
*	Vice President and Treasurer	December 14, 2012
Edwin D. Johnson	(Principal Financial and Accounting Officer)	

NEW ENGLAND WASTE SERVICES OF VERMONT, INC.

By: /s/ EDWIN D. JOHNSON

Edwin D. Johnson	Sole Member	December 14, 2012
<i>Vice President and Treasurer</i>		

\*By: /s/ JOHN W. CASELLA  
John W. Casella

*Attorney-in-fact*

GroundCo LLC has no directors or managers.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

HAKES C & D DISPOSAL, INC.

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA	President and Director	December 14, 2012
John W. Casella	(Principal Executive Officer)	
*	Vice President and Treasurer (Principal Financial and Accounting Officer)	December 14, 2012
Edwin D. Johnson		
*	Vice President and Director	December 14, 2012
Douglas R. Casella		
*By: /s/ JOHN W. CASELLA John W. Casella		
<i>Attorney-in-fact</i>		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

HARDWICK LANDFILL, INC.

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA	President and Director	December 14, 2012
John W. Casella	(Principal Executive Officer)	
*	Vice President and Treasurer	December 14, 2012
Edwin D. Johnson	(Principal Financial and Accounting Officer)	
*	Vice President and Director	December 14, 2012
Douglas R. Casella		
*By: /s/ JOHN W. CASELLA John W. Casella		
<i>Attorney-in-fact</i>		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

HIRAM HOLLOW REGENERATION CORP.

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA	President and Director	December 14, 2012
John W. Casella	(Principal Executive Officer)	
*	Vice President and Treasurer	December 14, 2012
Edwin D. Johnson	(Principal Financial and Accounting Officer)	
*	Vice President and Director	December 14, 2012
Douglas R. Casella		
*By: /s/ JOHN W. CASELLA John W. Casella		
<i>Attorney-in-fact</i>		



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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

KTI BIO FUELS, INC.

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA	President and Director	December 14, 2012
John W. Casella	(Principal Executive Officer)	
*	Vice President and Treasurer	December 14, 2012
Edwin D. Johnson	(Principal Financial and Accounting Officer)	
*	Vice President and Director	December 14, 2012
Douglas R. Casella		
*By: /s/ JOHN W. CASELLA John W. Casella		
<i>Attorney-in-fact</i>		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

KTI ENVIRONMENTAL GROUP, INC.

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA	President and Director	December 14, 2012
John W. Casella	(Principal Executive Officer)	
*	Vice President and Treasurer	December 14, 2012
Edwin D. Johnson	(Principal Financial and Accounting Officer)	
*	Vice President and Director	December 14, 2012
Douglas R. Casella		
*By: /s/ JOHN W. CASELLA John W. Casella		
<i>Attorney-in-fact</i>		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

KTI NEW JERSEY FIBERS, INC.

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA	President and Director	December 14, 2012
John W. Casella	(Principal Executive Officer)	
*	Vice President and Treasurer and director	December 14, 2012
Edwin D. Johnson	(Principal Financial and Accounting Officer)	
*	Vice President and Director	December 14, 2012
Douglas R. Casella		
*By: /s/ JOHN W. CASELLA John W. Casella		
<i>Attorney-in-fact</i>		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

KTI OPERATIONS INC.

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA	President and Director	December 14, 2012
John W. Casella	(Principal Executive Officer)	
*	Vice President and Treasurer and Director	December 14, 2012
Edwin D. Johnson	(Principal Financial and Accounting Officer)	
*	Vice President and Director	December 14, 2012
Douglas R. Casella		
*By: /s/ JOHN W. CASELLA John W. Casella		
<i>Attorney-in-fact</i>		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

KTI SPECIALTY WASTE SERVICES, INC.

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA	President and Director	December 14, 2012
John W. Casella	(Principal Executive Officer)	
*	Vice President and Treasurer	December 14, 2012
Edwin D. Johnson	(Principal Financial and Accounting Officer)	
*	Vice President and Director	December 14, 2012
Douglas R. Casella		
*By: /s/ JOHN W. CASELLA John W. Casella		
<i>Attorney-in-fact</i>		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

KTI, INC.

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA	President and Director	December 14, 2012
John W. Casella	(Principal Executive Officer)	
*	Vice President and Treasurer	December 14, 2012
Edwin D. Johnson	(Principal Financial and Accounting Officer)	
*	Vice President and Director	December 14, 2012
Douglas R. Casella		
*By: /s/ JOHN W. CASELLA John W. Casella		
<i>Attorney-in-fact</i>		

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

MAINE ENERGY RECOVERY COMPANY, LIMITED PARTNERSHIP

By: KTI Environmental Group, Inc.,

its general partner

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
KTI ENVIRONMENTAL GROUP, INC.		
By: /s/ JOHN W. CASELLA John W. Casella <i>President and Director</i>	General Partner	December 14, 2012
/s/ JOHN W. CASELLA  John W. Casella	Director of KTI Environmental Group, Inc.	December 14, 2012
*	Director of KTI Environmental Group, Inc.	December 14, 2012
Douglas R. Casella		
*By: /s/ JOHN W. CASELLA John W. Casella  <i>Attorney-in-fact</i>		

Maine Energy Recovery Company, Limited Partnership has no officers or directors.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

NEW ENGLAND WASTE SERVICES OF  
MASSACHUSETTS, INC.

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated. Signature Title Date

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA	Vice President and Director	December 14, 2012
John W. Casella	(Principal Executive Officer)	
*	Vice President and Treasurer	December 14, 2012
Edwin D. Johnson	(Principal Financial and Accounting Officer)	
*	President and Director	December 14, 2012
Douglas R. Casella		
*By: /s/ JOHN W. CASELLA John W. Casella		
<i>Attorney-in-fact</i>		



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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

NEW ENGLAND WASTE SERVICES OF ME, INC.

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA	President and Director	December 14, 2012
John W. Casella	(Principal Executive Officer)	
*	Vice President and Treasurer	December 14, 2012
Edwin D. Johnson	(Principal Financial and Accounting Officer)	
*	Vice President and Director	December 14, 2012
Douglas R. Casella		
*By: /s/ JOHN W. CASELLA John W. Casella		
<i>Attorney-in-fact</i>		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

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

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA	President and Director	December 14, 2012
John W. Casella	(Principal Executive Officer)	
*	Vice President and Treasurer	December 14, 2012
Edwin D. Johnson	(Principal Financial and Accounting Officer)	
*	Vice President and Director	December 14, 2012
Douglas R. Casella		
*By: /s/ JOHN W. CASELLA John W. Casella		
<i>Attorney-in-fact</i>		

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

NEW ENGLAND WASTE SERVICES OF  
VERMONT, INC.

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA	President and Director	December 14, 2012
John W. Casella	(Principal Executive Officer)	
*	Vice President and Treasurer	December 14, 2012
Edwin D. Johnson	(Principal Financial and Accounting Officer)	
*	Vice President and Director	December 14, 2012
Douglas R. Casella		
*By: /s/ JOHN W. CASELLA John W. Casella		
<i>Attorney-in-fact</i>		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

NEW ENGLAND WASTE SERVICES, INC.

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA	President and Director	December 14, 2012
John W. Casella	(Principal Executive Officer)	
*	Vice President and Treasurer	December 14, 2012
Edwin D. Johnson	(Principal Financial and Accounting Officer)	
*	Vice President and Director	December 14, 2012
Douglas R. Casella		
*By: /s/ JOHN W. CASELLA John W. Casella		
<i>Attorney-in-fact</i>		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

NEWBURY WASTE MANAGEMENT, INC.

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA	President and Director	December 14, 2012
John W. Casella	(Principal Executive Officer)	
*	Vice President and Treasurer	December 14, 2012
Edwin D. Johnson	(Principal Financial and Accounting Officer)	
*	Vice President and Director	December 14, 2012
Douglas R. Casella		
*By: /s/ JOHN W. CASELLA John W. Casella		
<i>Attorney-in-fact</i>		

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

NEWS OF WORCESTER LLC

By: Casella Waste Systems, Inc.,  
its sole member\*

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

CASELLA WASTE SYSTEMS, INC.

By:

/s/ JOHN W. CASELLA

John W. Casella  
*Chairman and Chief Executive Officer*

Sole Member

December 14, 2012

\*By: /s/ JOHN W. CASELLA  
John W. Casella

*Attorney-in-fact*

\* NEWS of Worcester LLC has no officers or directors.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

NEWSME LANDFILL OPERATIONS LLC

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA John W. Casella	President  (Principal Executive Officer)	December 14, 2012
*	Vice President and Treasurer  (Principal Financial and Accounting Officer)	December 14, 2012
Edwin D. Johnson		

NEW ENGLAND WASTE SERVICES OF ME, INC.

By: /s/ EDWIN D. JOHNSON

Edwin D. Johnson <i>Principal Financial and Accounting Officer</i>	Sole Member	December 14, 2012
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\*By: /s/ JOHN W. CASELLA  
John W. Casella  
*Attorney-in-fact*

NEWSME Landfill Operations LLC has no directors or managers.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

NORTH COUNTRY ENVIRONMENTAL  
SERVICES, INC.

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA John W. Casella	President and Director (Principal Executive Officer)	December 14, 2012
*	Vice President and Treasurer (Principal Financial and Accounting Officer)	December 14, 2012
Edwin D. Johnson		
*	Vice President and Director	December 14, 2012
Douglas R. Casella		
*By: /s/ JOHN W. CASELLA John W. Casella		
<i>Attorney-in-fact</i>		



---

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

NORTHERN PROPERTIES CORPORATION OF  
PLATTSBURGH

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA	President and Director (Principal Executive Officer)	December 14, 2012
John W. Casella		
*	Vice President and Treasurer and Director (Principal Financial and Accounting Officer)	December 14, 2012
Edwin D. Johnson		
*	Vice President and Director	December 14, 2012
Douglas R. Casella		
*By: /s/ JOHN W. CASELLA John W. Casella		
<i>Attorney-in-fact</i>		

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

PINE TREE WASTE, INC.

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA	President and Director (Principal Executive Officer)	December 14, 2012
John W. Casella		
*	Vice President and Treasurer and Director (Principal Financial and Accounting Officer)	December 14, 2012
Edwin D. Johnson		
*	Director	December 14, 2012
Douglas R. Casella		
*By: /s/ JOHN W. CASELLA John W. Casella		
<i>Attorney-in-fact</i>		

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

RESOURCE WASTE SYSTEMS, INC.

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA	President and Director (Principal Executive Officer)	December 14, 2012
John W. Casella		
*	Vice President and Treasurer (Principal Financial and Accounting Officer)	December 14, 2012
Edwin D. Johnson		
*	Vice President and Director	December 14, 2012
Douglas R. Casella		
*By: /s/ JOHN W. CASELLA		
John W. Casella		
<i>Attorney-in-fact</i>		

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

SCHULTZ LANDFILL, INC.

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA John W. Casella	President and Director (Principal Executive Officer)	December 14, 2012
*	Vice President and Treasurer (Principal Financial and Accounting Officer)	December 14, 2012
Edwin D. Johnson		
*	Vice President and Director	December 14, 2012
Douglas R. Casella		
*By: /s/ JOHN W. CASELLA John W. Casella		
<i>Attorney-in-fact</i>		

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

SOUTHBRIDGE RECYCLING & DISPOSAL  
PARK, INC.

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA John W. Casella	President and Director (Principal Executive Officer)	December 14, 2012
*	Vice President and Treasurer (Principal Financial and Accounting Officer)	December 14, 2012
Edwin D. Johnson		
*	Vice President and Director	December 14, 2012
Douglas R. Casella		
*By: /s/ JOHN W. CASELLA John W. Casella		
<i>Attorney-in-fact</i>		

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

SUNDERLAND WASTE MANAGEMENT, INC.

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA John W. Casella	President and Director (Principal Executive Officer)	December 14, 2012
*	Vice President and Treasurer (Principal Financial and Accounting Officer)	December 14, 2012
Edwin D. Johnson		
*	Vice President and Director	December 14, 2012
Douglas R. Casella		
*By: /s/ JOHN W. CASELLA John W. Casella		
<i>Attorney-in-fact</i>		

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

THE HYLAND FACILITY ASSOCIATES

By: Casella Waste Management of N.Y., Inc.

its managing partner

By: /s/ EDWIN D. JOHNSON

Edwin D. Johnson

*Vice President and Treasurer*

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

CASELLA WASTE MANAGEMENT OF N.Y., INC.

BY: /s/ JOHN W. CASELLA  
John W. Casella  
*President and Director*

General Partner

December 14, 2012

/s/ JOHN W. CASELLA  
John W. Casella

Director of Casella Waste

December 14, 2012

Management of N.Y., Inc.

\*

Director of Casella Waste

December 14, 2012

Douglas R. Casella

Management of N.Y., Inc.

\*By: /s/ JOHN W. CASELLA  
John W. Casella

*Attorney-in-fact*

The Hyland Facility Associates has no officers or directors.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

U.S. FIBER, LLC

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA John W. Casella	President and Director (Principal Executive Officer)	December 14, 2012
*	Vice President and Treasurer (Principal Financial and Accounting Officer)	December 14, 2012
Edwin D. Johnson		
*	Vice President and Director	December 14, 2012
Douglas R. Casella		
*By: /s/ JOHN W. CASELLA John W. Casella		
<i>Attorney-in-fact</i>		



**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

WASTE-STREAM INC.

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA John W. Casella	Vice President and Director (Principal Executive Officer)	December 14, 2012
*	Vice President and Treasurer (Principal Financial and Accounting Officer)	December 14, 2012
Edwin D. Johnson		
*	Vice President and Director	December 14, 2012
Douglas R. Casella		
*By: /s/ JOHN W. CASELLA John W. Casella		
<i>Attorney-in-fact</i>		

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 14<sup>th</sup> day of December, 2012.

WINTERS BROTHERS, INC.

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JOHN W. CASELLA John W. Casella	President and Director (Principal Executive Officer)	December 14, 2012
*	Vice President and Treasurer (Principal Financial and Accounting Officer)	December 14, 2012
Edwin D. Johnson		
*	Vice President and Director	December 14, 2012
Douglas R. Casella		
*By: /s/ JOHN W. CASELLA John W. Casella		
<i>Attorney-in-fact</i>		

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**EXHIBIT INDEX**

**Description**

Certificate of Incorporation of the Registrant, as amended (incorporated herein by reference to Exhibit 3.1 to the quarterly report on Form 10-Q of the Registrant, as filed February 27, 2009 (file no. 333-112990)).

By-Laws of the Registrant, (incorporated herein by reference to Exhibit 3.1 to the quarterly report on Form 8-K of the Registrant as filed February 27, 2009 (file no. 000000000000000000)).

Cycle Waste, Inc., as amended (Incorporated herein by reference to Exhibit 3.1 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-112990)).

C. (Incorporated herein by reference to Exhibit 3.2 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-112990)).

Atlantic Coast Fibers, Inc., as amended. (Incorporated herein by reference to Exhibit 3.5 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-112990)).

Systems, Inc. (Incorporated herein by reference to Exhibit 3.6 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-112990)).

B. and C. Sanitation Corporation, as amended. (Incorporated herein by reference to Exhibit 3.7 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-112990)).

Systems of B. and C. Sanitation Corporation. (Incorporated herein by reference to Exhibit 3.8 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-112990)).

Waste Management, Inc. (Incorporated herein by reference to Exhibit 3.11 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-112990)).

ment, Inc. (Incorporated herein by reference to Exhibit 3.12 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-112990)).

Landfill, Inc. (Incorporated herein by reference to Exhibit 3.129 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed February 20, 2004 (file no. 333-112990)).

Incorporated herein by reference to Exhibit 3.130 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed February 20, 2004 (file no. 333-112990)).

lla Albany Renewables, LLC.

reement of Casella Albany Renewables, LLC.

lla Major Account Services, LLC.

reement of Casella Major Account Services, LLC.

**Description**

formerly KTI Recycling of New England, Inc.).

ment of Casella Recycling, LLC (formerly KTI Recycling of New England, Inc.).

LLC.

able Systems, LLC.

(Incorporated herein by reference to Exhibit 3.19 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file

erein by reference to Exhibit 3.20 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-10310

of Massachusetts, Inc., as amended. (Incorporated herein by reference to Exhibit 3.21 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Syst

s, Inc. (Incorporated herein by reference to Exhibit 3.22 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 20

nt of N.Y., Inc., as amended. (Incorporated herein by reference to Exhibit 3.23 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, In

orporated herein by reference to Exhibit 3.24 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file n

of Pennsylvania, Inc. (Incorporated herein by reference to Exhibit 3.25 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as fi

, Inc. (Incorporated herein by reference to Exhibit 3.26 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 200

nc. (Incorporated herein by reference to Exhibit 3.27 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003

ted herein by reference to Exhibit 3.28 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-1

ntario LLC.

Services of Ontario LLC.

dfill LLC.

**Description**

Colebrook Landfill LLC.

Agreement of Colebrook Landfill LLC.

CWM All Waste LLC. (Incorporated herein by reference to Exhibit 3.131 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed February 20, 2004 (file no. 3337700000).

Agreement of CWM All Waste LLC.

Forest Acquisitions, Inc. (Incorporated herein by reference to Exhibit 3.49 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 3337700000).

Forest Acquisitions, Inc. (Incorporated herein by reference to Exhibit 3.50 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 3337700000).

Grasslands Inc. (Incorporated herein by reference to Exhibit 3.51 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 3337700000).

Grasslands Inc. (Incorporated herein by reference to Exhibit 3.52 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 3337700000).

GroundCo LLC. (Incorporated herein by reference to Exhibit 3.132 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed February 20, 2004 (file no. 3337700000).

Agreement of Ground Co LLC.

Hakes C & D Disposal, Inc. (Incorporated herein by reference to Exhibit 3.53 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 3337700000).

Hakes C & D Disposal, Inc. (Incorporated herein by reference to Exhibit 3.54 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 3337700000).

Hardwick Landfill, Inc. (Incorporated herein by reference to Exhibit 3.133 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed February 20, 2004 (file no. 3337700000).

Hardwick Landfill, Inc. (Incorporated herein by reference to Exhibit 3.134 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed February 20, 2004 (file no. 3337700000).

Hiram Hollow Regeneration Corp. (Incorporated herein by reference to Exhibit 3.55 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 3337700000).

Hiram Hollow Regeneration Corp. (Incorporated herein by reference to Exhibit 3.56 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 3337700000).

KTI Bio Fuels, Inc. (Incorporated herein by reference to Exhibit 3.60 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 3337700000).

Exhibit Number	Description
3.52	By-Laws of KTI Bio Fuels, Inc. (Incorporated herein by reference to Exhibit 3.61 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.53	Certificate of Incorporation of KTI Environmental Group, Inc., as amended. (Incorporated herein by reference to Exhibit 3.62 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.54	Amended and Restated By-Laws of KTI Environmental Group, Inc. (Incorporated herein by reference to Exhibit 3.63 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.55	Certificate of Incorporation of KTI New Jersey Fibers, Inc. (Incorporated herein by reference to Exhibit 3.64 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.56	By-Laws of KTI New Jersey Fibers, Inc. (Incorporated herein by reference to Exhibit 3.65 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.57	Certificate of Incorporation of KTI Operations, Inc. (Incorporated herein by reference to Exhibit 3.66 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.58	By-Laws of KTI Operations, Inc. (Incorporated herein by reference to Exhibit 3.67 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.59	Articles of Incorporation of KTI Specialty Waste Services, Inc. (Incorporated herein by reference to Exhibit 3.70 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.60	By-Laws of KTI Specialty Waste Services, Inc. (Incorporated herein by reference to Exhibit 3.71 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.61	Restated Certificate of Incorporation of KTI, Inc., as amended. (Incorporated herein by reference to Exhibit 3.72 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.62	By-Laws of KTI, Inc. (Incorporated herein by reference to Exhibit 3.73 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.63	Restated Certificate of Limited Partnership of Maine Energy Recovery Company, Limited Partnership. (Incorporated herein by reference to Exhibit 3.74 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.64	Amended and Restated Agreement and Certificate of Limited Partnership of Maine Energy Recovery Company, Limited Partnership. (Incorporated herein by reference to Exhibit 3.75 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.65	Articles of Organization of New England Waste Services of Massachusetts, Inc. (Incorporated herein by reference to Exhibit 3.80 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).

Exhibit Number	Description
3.66	By-Laws of New England Waste Services of Massachusetts, Inc. (Incorporated herein by reference to Exhibit 3.81 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.67	Articles of Incorporation of New England Waste Services of ME, Inc., as amended. (Incorporated herein by reference to Exhibit 3.82 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.68	By-Laws of New England Waste Services of ME, Inc. (Incorporated herein by reference to Exhibit 3.83 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.69	Certificate of Incorporation of New England Waste Services of N.Y., Inc., as amended. (Incorporated herein by reference to Exhibit 3.84 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.70	By-Laws of New England Waste Services of N.Y., Inc. (Incorporated herein by reference to Exhibit 3.85 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.71	Articles of Incorporation of New England Waste Services of Vermont, Inc., as amended. (Incorporated herein by reference to Exhibit 3.86 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.72	By-Laws of New England Waste Services of Vermont, Inc. (Incorporated herein by reference to Exhibit 3.87 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.73	Articles of Association of New England Waste Services, Inc., as amended. (Incorporated herein by reference to Exhibit 3.88 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.74	By-Laws of New England Waste Services, Inc. (Incorporated herein by reference to Exhibit 3.89 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.75	Articles of Association of Newbury Waste Management, Inc., as amended. (Incorporated herein by reference to Exhibit 3.90 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.76	By-Laws of Newbury Waste Management, Inc. (Incorporated herein by reference to Exhibit 3.91 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.77*	Certificate of Organization of NEWS of Worcester LLC.
3.78*	Limited Liability Company Agreement of NEWS of Worcester LLC.
3.79	Articles of Organization of NEWSME Landfill Operations LLC. (Incorporated herein by reference to Exhibit 3.135 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed February 20, 2004 (file no. 333-112996)).
3.80	Articles of Incorporation of North Country Environmental Services, Inc., as amended. (Incorporated herein by reference to Exhibit 3.92 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).

Exhibit Number	Description
3.81	Amended and Restated By-Laws of North Country Environmental Services, Inc. (Incorporated herein by reference to Exhibit 3.93 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.82	Certificate of Incorporation of Northern Properties Corporation of Plattsburgh, as amended. (Incorporated herein by reference to Exhibit 3.94 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.83	By-Laws of Northern Properties Corporation of Plattsburgh. (Incorporated herein by reference to Exhibit 3.95 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.84	Articles of Incorporation of Pine Tree Waste, Inc., as amended. (Incorporated herein by reference to Exhibit 3.101 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.85	By-Laws of Pine Tree Waste, Inc. (Incorporated herein by reference to Exhibit 3.102 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.86	Articles of Organization of ReSource Waste Systems, Inc., as amended. (Incorporated herein by reference to Exhibit 3.113 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.87	By-Laws of ReSource Waste Systems, Inc. (Incorporated herein by reference to Exhibit 3.114 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.88	Certificate of Incorporation of Schultz Landfill, Inc. (Incorporated herein by reference to Exhibit 3.117 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.89	By-Laws of Schultz Landfill, Inc. (Incorporated herein by reference to Exhibit 3.118 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.90*	Articles of Organization of Southbridge Recycling & Disposal Park, Inc. (formerly Regional Waste Services, Inc.).
3.91*	By-Laws of Southbridge Recycling & Disposal Park, Inc. (formerly Regional Waste Services, Inc.).
3.92	Articles of Association of Sunderland Waste Management, Inc. (Incorporated herein by reference to Exhibit 3.119 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.93	By-Laws of Sunderland Waste Management, Inc. (Incorporated herein by reference to Exhibit 3.120 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.94	Amended and Restated General Partnership Agreement of The Hyland Facility Associates (Incorporated herein by reference to Exhibit 3.57 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.95*	Articles of Organization of U.S. Fiber, LLC, as amended.



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Exhibit Number	Description
3.96*	Amended and Restated Operating Agreement of U.S. Fiber, Inc.
3.97	Certificate of Incorporation of Waste-Stream Inc., as amended. (Incorporated herein by reference to Exhibit 3.123 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.98	By-Laws of Waste-Stream Inc. (Incorporated herein by reference to Exhibit 3.124 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.99	Articles of Incorporation of Winters Brothers, Inc., as amended. (Incorporated herein by reference to Exhibit 3.127 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.100	Amended and Restated By-Laws of Winters Brothers, Inc. (Incorporated herein by reference to Exhibit 3.128 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
4.1	Indenture, dated as of February 7, 2011, by and between the Registrant and U.S. Bank National Association, as Trustee, for the 7.75% Senior Subordinated Notes due 2019 (incorporated herein by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K filed with the SEC on February 8, 2011 (file no. 000-23211)).
4.2	Registration Rights Agreement, dated as of October 9, 2012 among the Registrant and the Purchasers defined therein with respect to the 7.75% Senior Subordinated Notes due 2019 (incorporated by reference to Exhibit 99.1 to the Registrant's Current Report on Form 8-K filed with the SEC on October 9, 2012 (file no. 000-23211)).
5.1*	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP.
5.2#	Opinion of Fox Rothschild LLP.
5.3#	Opinion of Paul Frank + Collins, P.C.
5.4#	Opinion of Cohen & Grigsby, P.C.
5.5#	Opinion of Pierce Atwood LLP.
5.6#	Opinion of Cleveland, Waters & Bass, P.A.
5.7#	Opinion of Brooks, Pierce, McLendon, Humphrey & Leonard, LLP.
12.1	Statement of Computation of Ratio of Earnings to Fixed Charges.
21.1	Subsidiaries of the Registrant (incorporated herein by reference to Exhibit 21 to the Registrant's Annual Report on Form 10-K for the fiscal year ended April 30, 2012, as filed with the SEC on June 28, 2012 (file no. 000-23211)).
23.1*	Consent of McGladrey LLP.
23.2*	Consent of PricewaterhouseCoopers LLP.
23.3*	Consent of Caturano and Company, Inc.
23.4	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1).
23.5	Consent of Fox Rothschild LLP (included in Exhibit 5.2).
23.6	Consent of Paul Frank + Collins, P.C. (included in Exhibit 5.3).
23.7	Consent of Cohen & Grigsby, P.C. (included in Exhibit 5.4).

<b>Exhibit Number</b>	<b>Description</b>
<b>23.8</b>	Consent of Pierce Atwood LLP (included in Exhibit 5.5).
<b>23.9</b>	Consent of Cleveland, Waters & Bass, P.A. (included in Exhibit 5.6).
<b>23.10</b>	Consent of Brooks, Pierce, McLendon, Humphrey & Leonard, LLP (included in Exhibit 5.7).
<b>24.1</b>	Powers of Attorney.
<b>25.1*</b>	Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939, as amended, of U.S. Bank National Association, as trustee under the Indenture.
<b>99.1</b>	Form of Letter of Transmittal.
<b>99.2</b>	Form of Letter to Registered Holders and Depository Trust Company Participants.
<b>99.3</b>	Form of Letter to Clients.

# Filed herewith

Filed with Registration Statement on November 2, 2012

\* Filed with Amendment No. 1 to Registration Statement on December 3, 2012