

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<br>John W. Casella     | Chairman and Chief Executive Officer<br>(Principal Executive Officer)                                | December 14, 2012 |
| /s/ EDMOND R. COLETTA<br>Edmond R. Coletta | Senior Vice President and<br>Chief Financial Officer<br>(Principal Financial and Accounting Officer) | December 14, 2012 |
| *<br>Douglas R. Casella                    | Director   | December 14, 2012 |
| *<br>John F. Chapple III                   | Director   | December 14, 2012 |
| *<br>Gregory B. Peters                     | Director   | December 14, 2012 |
| *<br>James F. Callahan, Jr.                | Director   | December 14, 2012 |
| *<br>Joseph G. Doody                       | Director   | December 14, 2012 |
| *<br>James P. McManus                      | Director   | December 14, 2012 |
| *<br>Michael K. Burke                      | Director   | December 14, 2012 |
| *<br>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<br>John W. Casella      | President and Director<br>(Principal Executive Officer)                      | December 14, 2012 |
| *<br>Edwin D. Johnson                       | Vice President and Treasurer<br>(Principal Financial and Accounting Officer) | December 14, 2012 |
| *<br>Douglas R. Casella                     | Vice President and Director  | December 14, 2012 |
| *By: /s/ JOHN W. CASELLA<br>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.

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

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

CASELLA RENEWABLE SYSTEMS, LLC

|   |             |                   |
|---|-------------|-------------------|
| By: /s/ EDWIN D. JOHNSON<br>Edwin D. Johnson<br><i>Vice President and Treasurer</i> | Sole Member | December 14, 2012 |
|---|-------------|-------------------|

\*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<br>John W. Casella | President and Secretary<br>(Principal Executive Officer)                     | December 14, 2012 |
| *<br>Edwin D. Johnson                  | Vice President and Treasurer<br>(Principal Financial and Accounting Officer) | December 14, 2012 |

CASELLA WASTE SYSTEMS, INC.

|   |             |                   |
|---|-------------|-------------------|
| By: /s/ JOHN W. CASELLA<br>John W. Casella<br><i>Chairman and Chief Executive Officer</i> | Sole Member | December 14, 2012 |
|---|-------------|-------------------|

\*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**

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

CASELLA WASTE SYSTEMS, INC.

|   |             |                   |
|---|-------------|-------------------|
| By: /s/ JOHN W. CASELLA<br>John W. Casella<br><i>Chairman and Chief Executive Officer</i> | Sole Member | December 14, 2012 |
|---|-------------|-------------------|

\*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**

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

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**SIGNATURES**

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CASELLA WASTE MANAGEMENT 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.

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

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**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<br>John W. Casella | President and Director<br>(Principal Executive Officer)                      | December 14, 2012 |
| *<br>Edwin D. Johnson                  | Vice President and Treasurer<br>(Principal Financial and Accounting Officer) | December 14, 2012 |
| *<br>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**

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 MANAGEMENT OF  
PENNSYLVANIA, 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<br>John W. Casella      | President and Director<br>(Principal Executive Officer)                      | December 14, 2012 |
| *<br>Edwin D. Johnson                       | Vice President and Treasurer<br>(Principal Financial and Accounting Officer) | December 14, 2012 |
| *<br>Douglas R. Casella                     | Vice President and Director  | December 14, 2012 |
| *By: /s/ JOHN W. CASELLA<br>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.

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

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<br>John W. Casella | President and Secretary<br>(Principal Executive Officer)                     | December 14, 2012 |
| *<br>Edwin D. Johnson                  | Vice President and Treasurer<br>(Principal Financial and Accounting Officer) | December 14, 2012 |

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

|   |             |                   |
|---|-------------|-------------------|
| By: /s/ EDWIN D. JOHNSON<br>Edwin D. Johnson<br><i>Vice President and Treasurer</i> | Sole Member | December 14, 2012 |
|---|-------------|-------------------|

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

Casella Waste Services of Ontario, 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.

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<br>John W. Casella | President and Secretary<br>(Principal Executive Officer)                     | December 14, 2012 |
| *<br>Edwin D. Johnson                  | Vice President and Treasurer<br>(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<br>John W. Casella | President and Secretary<br>(Principal Executive Officer)                     | December 14, 2012 |
| *<br>Edwin D. Johnson                  | Vice President and Treasurer<br>(Principal Financial and Accounting Officer) | December 14, 2012 |

NEW ENGLAND WASTE SERVICES, INC.

|   |             |                   |
|---|-------------|-------------------|
| By: /s/ EDWIN D. JOHNSON<br>Edwin D. Johnson<br><i>Vice President and Treasurer</i> | Sole Member | December 14, 2012 |
|---|-------------|-------------------|

\*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<br>John W. Casella | President<br>(Principal Executive Officer)                                   | December 14, 2012 |
| *<br>Edwin D. Johnson                  | Vice President and Treasurer<br>(Principal Financial and Accounting Officer) | December 14, 2012 |

CASELLA WASTE MANAGEMENT, INC.

|   |             |                   |
|---|-------------|-------------------|
| By: /s/ EDWIN D. JOHNSON<br>Edwin D. Johnson<br><i>Vice President and Treasurer</i> | Sole Member | December 14, 2012 |
|---|-------------|-------------------|

\*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<br>John W. Casella                                     | President, Director<br>(Principal Executive Officer)                         | December 14, 2012 |
| *<br>Edwin D. Johnson  | Vice President and Treasurer<br>(Principal Financial and Accounting Officer) | December 14, 2012 |
| *<br>Douglas R. Casella  | Vice President and Director  | December 14, 2012 |
| *By: /s/ JOHN W. CASELLA<br>John W. Casella<br><br><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<br>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.

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<br>(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<br>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<br>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<br>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<br>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<br>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<br>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<br>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<br>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<br>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<br>John W. Casella<br><i>President and Director</i> | General Partner                           | December 14, 2012 |
| /s/ JOHN W. CASELLA<br><br>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<br>John W. Casella<br><br><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<br>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<br>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<br>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<br>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, 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<br>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.

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<br>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<br>John W. Casella | President<br><br>(Principal Executive Officer)                                   | December 14, 2012 |
| *                                      | Vice President and Treasurer<br><br>(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  
*Principal Financial and  
 Accounting Officer*

Sole Member

December 14, 2012

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

*Attorney-in-fact*

NEWSME Landfill Operations 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.

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<br>John W. Casella      | President and Director<br>(Principal Executive Officer)                      | December 14, 2012 |
| *   | Vice President and Treasurer<br>(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<br>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<br>(Principal Executive Officer)                                   | December 14, 2012 |
| John W. Casella                             |   |                   |
| *   | Vice President and Treasurer and Director<br>(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<br>John W. Casella |   |                   |
| <i>Attorney-in-fact</i>                     |   |                   |

**SIGNATURES**

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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<br>(Principal Executive Officer)                                   | December 14, 2012 |
| John W. Casella          |   |                   |
| *                        | Vice President and Treasurer and Director<br>(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<br>(Principal Executive Officer)                      | December 14, 2012 |
| John W. Casella                             |  |                   |
| *   | Vice President and Treasurer<br>(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<br>John W. Casella |  |                   |
| <i>Attorney-in-fact</i>                     |  |                   |

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**SIGNATURES**

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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<br>John W. Casella      | President and Director<br>(Principal Executive Officer)                      | December 14, 2012 |
| *   | Vice President and Treasurer<br>(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<br>John W. Casella |  |                   |
| <i>Attorney-in-fact</i>                     |  |                   |

---

**SIGNATURES**

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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<br>John W. Casella      | President and Director<br>(Principal Executive Officer)                      | December 14, 2012 |
| *   | Vice President and Treasurer<br>(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<br>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<br>John W. Casella      | President and Director<br>(Principal Executive Officer)                      | December 14, 2012 |
| *   | Vice President and Treasurer<br>(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<br>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.

**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<br>John W. Casella      | President and Director<br>(Principal Executive Officer)                      | December 14, 2012 |
| *   | Vice President and Treasurer<br>(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<br>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<br>John W. Casella      | Vice President and Director<br>(Principal Executive Officer)                 | December 14, 2012 |
| *   | Vice President and Treasurer<br>(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<br>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<br>John W. Casella      | President and Director<br>(Principal Executive Officer)                      | December 14, 2012 |
| *   | Vice President and Treasurer<br>(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<br>John W. Casella |  |                   |
| <i>Attorney-in-fact</i>                     |  |                   |

---

**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<br/>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