

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G
(RULE 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2 (b)
(AMENDMENT NO. 1)*

OAKHURST COMPANY, INC.
(Name of Issuer)

COMMON STOCK, PAR VALUE \$.01 PER SHARE
(Title of Class of Securities)

672202108
(CUSIP Number)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which would
alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not
be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange
Act of 1934 ("Act") or otherwise subject to the liabilities of that section of
the Act but shall be subject to all other provisions of the Act (however, see
the Notes).

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1. Names of Reporting Persons
I.R.S. Identification No. of Above Persons (Entities Only)

Casella Waste Systems, Inc.
030338873

2. Check the Appropriate Box if a Member of a Group* (a)
(b)

Inapplicable

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares	5.	Sole Voting Power	467,373
Beneficially Owned By	6.	Shared Voting Power	None
Each Reporting Person With	7.	Sole Dispositive Power	467,373
	8.	Shared Dispositive Power	None
9.	Aggregate Amount Beneficially owned by each Reporting Person		
	467,373 shares (Consists of the right of KTI, Inc., a wholly owned subsidiary of the reporting person, to acquire, pursuant to a warrant dated as of July 3, 2001, an aggregate of 467,373 shares of common stock of the issuer commencing on January 3, 2006, provided that, upon a change in control of the issuer, such warrant is immediately exercisable).		
10.	Check Box if the Aggregate Amount of Row (9) Excludes Certain Shares*		[]
11.	Percent of Class Represented by Amount in Row 9		
	10%		
12.	Type of Reporting Person*		
	CO		

*SEE INSTRUCTIONS BEFORE FILLING OUT

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ITEM 1(a). NAME OF ISSUER:
Oakhurst Company, Inc.

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:
2751 Centerville Road, Suite 3131, Wilmington, Delaware 19808

ITEM 2(a). NAME OF PERSON FILING:
Casella Waste Systems, Inc.

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:
25 Greens Hill Lane, Rutland, Vermont 05701

ITEM 2(c). CITIZENSHIP:
Delaware

ITEM 2(d). TITLE OF CLASS OF SECURITIES:
Common Stock, par value \$.01 per share

ITEM 2(e). CUSIP NUMBER:
672202108

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b), OR 13d-2(b) OR (C), CHECK WHETHER THE PERSON FILING IS A:

Inapplicable

ITEM 4. OWNERSHIP:*

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially owned: 467,373

Consists of the right of KTI, Inc., a wholly owned subsidiary of the reporting person, to acquire, pursuant to a warrant dated as of July 3, 2001, an aggregate of 467,373 shares of common stock of the issuer commencing on January 3, 2006, provided that, upon a change in control of the issuer, such warrant is immediately exercisable. The

* As of July 3, 2001

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reporting person may be attributed with beneficial ownership of the securities held by KTI, Inc. reported herein.

(b) Percent of class: 10%

(c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote: 467,373
- (ii) Shared power to vote or to direct the vote: None
- (iii) Sole power to dispose or to direct the disposition of: 467,373
- (iv) Shared power to dispose or to direct the disposition of: None

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Inapplicable

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Inapplicable

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON:

Inapplicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF GROUP:

Inapplicable

ITEM 9. NOTICE OF DISSOLUTION OF A GROUP:

Inapplicable

ITEM 10. CERTIFICATIONS:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not

held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

CASELLA WASTE SYSTEMS, INC.

/s/ John W. Casella

John W. Casella
Chairman and Chief Executive Officer

AUGUST 10, 2001

Date