UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

**FOR ANNUAL AND TRANSITION REPORTS PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended April 30, 2012

Or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number 000-23211

CASELLA WASTE SYSTEMS, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	**03-0338873** (I.R.S. Employer Identification No.)
25 Greens Hill Lane, Rutland, VT (Address of principal executive offices)	**05701** (Zip Code)

Registrant's telephone number, including area code: **(802) 775-0325**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Class A common stock, $.01 per share par value	The NASDAQ Stock Market LLC (NASDAQ Global Select Market)

Securities registered pursuant to Section 12(g) of the Act:

None.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes ☐ No ☒

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by checkmark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

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 ☐	Accelerated filer ☒
Non-accelerated filer ☐ (Do not check if a smaller reporting company)	Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The aggregate market value of the common equity held by non-affiliates of the registrant, based on the last reported sale price of the registrant's Class A common stock on the NASDAQ Stock Market at the close of business on October 31, 2011 was $162,961,956. The Company does not have any non-voting common stock outstanding.

There were 25,996,371 shares of Class A common stock, $.01 par value per share, of the registrant outstanding at May 31, 2012. There were 988,200 shares of Class B common stock, $.01 par value per share, of the registrant outstanding at May 31, 2012.

Documents Incorporated by Reference

Items 10, 11, 12, 13 and 14 of Part III (except for information required with respect to executive officers of the Company, which is set forth under Part I—Business —"Executive Officers of the Company" and with respect to certain equity compensation plan information which is set forth under Part III—"Equity Compensation Plan Information") have been omitted from this Annual Report on Form 10-K because the Company expects to file with the Securities and Exchange Commission, not later than 120 days after the close of its fiscal year, a definitive proxy statement pursuant to Regulation 14A. The information required by Items 10, 11, 12, 13 and 14 of Part III of this report, which will appear in the definitive proxy statement, is incorporated by reference into this Annual Report on Form 10-K.

CASELLA WASTE SYSTEMS, INC.

ANNUAL REPORT ON FORM 10-K

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PART I

Forward-Looking Statements

This Annual Report on Form 10-K contains or incorporates a number of forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act of 1934, as amended (the "Exchange Act"), including statements regarding:

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

In addition, any statements contained in or incorporated by reference into this report that are not statements of historical fact should be considered forward-looking statements. You can identify these forward-looking statements by the use of the words "believes", "expects", "anticipates", "plans", "may", "will", "would", "intends", "estimates" and other similar expressions, whether in the negative or affirmative. These forward-looking statements are based on current expectations, estimates, forecasts and projections about the industry and markets in which we operate as well as management's beliefs and assumptions, and should be read in conjunction with our consolidated financial statements and notes thereto. We cannot guarantee that we actually will achieve the plans, intentions or expectations disclosed in the forward-looking statements made. The occurrence of the events described and the achievement of the expected results depends on many events, some or all of which are not predictable or within our control. Actual results may differ materially from those set forth in forward-looking statements.

There are a number of important risks and uncertainties that could cause our actual results to differ materially from those indicated by such forward-looking statements. These risks and uncertainties include, without limitation, those detailed in Item 1A, "Risk Factors" of this Annual Report on Form 10-K. We explicitly disclaim any obligation to update any forward-looking statements whether as a result of new information, future events or otherwise, except as otherwise required by law.

ITEM 1. BUSINESS

Overview

Casella Waste Systems, Inc. is a vertically-integrated solid waste, recycling, and resource management services company. We provide resource management expertise and services to residential, commercial, municipal, and industrial customers, primarily in the areas of solid waste collection, transfer, disposal, recycling, and organics services. We operate in six states - Vermont, New Hampshire, New

York, Massachusetts, Maine, and Pennsylvania, with our headquarters being located in Rutland, Vermont. We manage our solid waste operations on a geographic basis through two regional operating segments, the Eastern and Western regions, each of which includes a full range of solid waste services, and our larger-scale recycling operations and commodity brokerage operations through our Recycling segment. Ancillary operations, major customer accounts, discontinued operations and earnings from equity method investees are included in our Other segment.

As of May 31, 2012, we owned and/or operated 32 solid waste collection operations, 31 transfer stations, 17 recycling facilities, nine Subtitle D landfills, four landfill gas-to-energy facilities, one landfill permitted to accept construction and demolition, or C&D, materials and one waste-to-energy facility. We also hold 50% membership interests in US GreenFiber LLC ("GreenFiber"), a joint venture that manufactures, markets and sells cellulose insulation made from recycled fiber, and Tompkins County Recycling LLC ("Tompkins"), a joint venture that operates a material recovery facility ("MRF") located in Tompkins County, New York and processes and sells commodities delivered to the facility, a 51% membership interest in Casella-Altela Regional Environmental Services, LLC ("CARES"), a joint venture that develops, owns and operates water treatment projects for the natural gas drilling industry in Pennsylvania and New York and can also be used to treat leachate at our landfills, a 19.9% ownership interest in Evergreen National Indemnity Company ("Evergreen"), a surety company which provides surety bonds to secure contractual performance for municipal solid waste, or MSW, collection contracts and landfill closure and post-closure obligations, an 11.9% membership interest in AGreen Energy LLC ("AGreen"), a joint venture that brings advanced nutrient management, renewable energy, and water technologies to small and medium sized farms, a 6.2% ownership interest RecycleRewards, Inc. ("RecycleRewards"), a company that markets an incentive based recycling service, and a 6.3% ownership interest in GreenerU, Inc. ("GreenerU"), a company that delivers energy and sustainability solutions to the college, university and preparatory school markets.

Strategy

Our goal is to build a sustainable and profitable company by transforming traditional solid waste streams into renewable resources. We believe that global competition for limited resources is creating significant business opportunities for companies that can sustain and extract value—in the form of energy and raw materials—from resources previously considered an irretrievable waste stream. Since the opening of our first recycling facility in Vermont in 1977, our business strategy has been firmly tied to creating a sustainable resource management model and we continue to be rooted in these same tenets today. We strive to create long-term value for all stakeholders, which include customers, employees, communities, and shareholders, by helping them manage their resources in a sustainable and financially sound manner.

Our key objective is to maximize long-term shareholder value through a combination of financial performance and strategic asset positioning. Annually, we complete a comprehensive strategic planning process to recalibrate our strategic objectives and current asset mix against our current market environment. This process helps the management team allocate resources to a range of business opportunities to maximize long-term financial returns and competitive positioning. As part of the strategic review, business activities have been classified into four categories: "Core operations", "Catalyst activities", "Complementary activities", or "Strategic Non-fits."

Core operations are the primary divers of our long-term financial success, and include our collection, landfill, and MSW processing operations. These are operations that we would look to expand. Catalyst activities are businesses or investments that enhance growth in the Core operations, such as sludge processing or water treatment. Complimentary activities are businesses or investments intended to leverage existing assets to improve performance, such as landfill gas-to-energy facilities. We would not look to grow Complimentary activities unless it was to further enhance returns on existing assets or to take advantage of existing assets and infrastructure to support growth in our Core operations. Strategic Non-fits are activities that no longer enhance or complement the Core operations and may be divested at the appropriate time, such as Maine Energy Recovery Company ("Maine Energy") or our investments in GreenFiber and RecycleRewards.

In fiscal year 2013, our strategy will remain similar to that of fiscal year 2012, with a focus on improving performance of base operations and increasing cash flow generation through: (1) profitable revenue growth and pricing initiatives; (2) cost controls and operating efficiencies; (3) landfill development initiatives; and (4) balance sheet management.

Profitable revenue growth and pricing initiatives

In late fiscal year 2011, we reorganized the solid waste sales organization by moving revenue generation and sales force reporting responsibility to the regional and divisional management teams, implementing customer profitability analytical tools and realigning the sales incentive compensation programs.

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

Our team has developed and implemented a comprehensive customer profitability tool that allows our pricing team, division managers, and sales force to calculate the profitability of all of our collection customers. This tool, combined with our knowledge of local markets, has enabled our team to begin addressing customer pricing at a granular level, implementing larger price increases for customers who do not meet our return metrics and smaller price increases on higher margin customers to cover increased cost inflation.

To implement these pricing programs, we changed the sales incentive compensation structure in late fiscal year 2011. Commissions are now directly tied to the profitability of each sales person’s book of business. By making this change, we incentivized our sales people to price customers appropriately, to work to retain existing high margin customers and to work with operating teams to reduce costs.

These pricing and compensation initiatives worked well and we recognized 2.6% price growth in the collection line-of-business for fiscal year 2012.

As part of the restructuring of our sales efforts, we moved price increases from an annual process to a core process that a divisional team examines frequently. We believe that this move to a core process positions us well going forward to continue to yield pricing of 50 basis points above the consumer price index.

Landfill sales and major accounts sales continue to be managed centrally in order to optimize cross-selling and internalization benefits. Over the past two years, we have increased our sales efforts in the major accounts business. While the major accounts business negatively impacts overall company margins, this business generates positive free cash flow because it requires little to no direct capital investment. This business is focused on winning new contracts that can be serviced, either directly by us, or through a contracted third party.

The Recycling operating segment derives revenue from a combination of commodity sales and tipping fees paid for material processing. Fluctuations in commodity pricing are managed by a number of risk mitigation strategies including: financial hedging instruments, floor prices, forward sales contracts, index purchases, floating customer revenue shares and tipping fees. Our goal is to offset the variability in commodity revenues with tipping fees to maintain stable cash flows and returns across a spectrum of commodity pricing. This is achieved by sharing commodity revenues with municipal partners and lowering tipping fees in high commodity price environments, while lowering commodity revenue shares and increasing tipping fees in lower priced environments.

During fiscal year 2012, our Recycling operating segment had strong same store volume increases as residential and commercial customers continued to adopt our Zero-Sort Recycling programs. Zero-Sort Recycling makes it easier for customers to recycle, thereby driving recycling participation and yields. This growth far outpaced the regional economy and further validates our market strategy to differentiate our service offerings through resource renewal options such as Zero-Sort Recycling.

Cost controls and operating efficiencies

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

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

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

In fiscal year 2011, we began the second phase of the shared services center transition by consolidating all of our cash application functions into the center and introducing the necessary systems and technologies to automate the majority of our customer payments. In fiscal year 2012, we successfully consolidated accounts payable, collections and information technology operations into the center.

The fleet efficiency programs focus on dynamic fleet routing, on-board computers, front-load conversions, container upsizing, long-haul optimization and driver incentive pay with the purpose of reducing labor costs and operating hours. In fiscal year 2012, we introduced on-board computer technology to roughly half of our locations and we plan to roll out the system to our remaining sites in fiscal year 2013. The on-board computer systems help us to dynamically route our trucks to continuously improve route structure, while automatically providing critical service time and weight data for our customer profitability analytics.

Landfill Development Initiative

One of our long term goals has been to add disposal capacity to the solid waste franchise both to strengthen market position and to create a sustainable long-term foundation for the business.

We have made great strides in executing the landfill development growth strategy by adding significant total and annual permitted disposal capacity within our solid waste footprint, primarily through operating contracts for publicly-owned landfills. Since 2003, total and annual disposal capacity additions resulted from: (1) the addition of five landfills (Southbridge landfill in Massachusetts, Ontario County landfill in New York, Juniper Ridge landfill in Maine, Chemung County landfill in New York, and, most recently, McKean County landfill in Pennsylvania); and (2) permit expansions at existing landfills.

In fiscal year 2011, we acquired the McKean County, Pennsylvania landfill out of bankruptcy proceedings. This landfill adds important capacity to our Western region and will allow us to better balance annual tonnages against landfill permit levels.

Since April 30, 2003, we have added 88.4 million tons of permitted and permittable total landfill capacity to the solid waste business, bringing the total landfill capacity to 118.0 million tons as of April 30, 2012. During this same period, we also added 1.8 million tons of annual disposal capacity, bringing the total to 3.2 million tons as of April 30, 2012.

In fiscal year 2012, we had important positive outcomes in legal and administrative proceedings at three of our landfills that position us well to improve cash flows and returns:

- In November 2011, we received a minor modification from the New York Department of Environmental Conservation to increase the annual permit at the Chemung County landfill by sixty thousand tons per year to approximately 0.3 million tons per year. This site is well positioned from a transportation standpoint from New York City and also is located close to the Marcellus Shale drilling activity in northern Pennsylvania.

- In January 2012, the Town of Bethlehem, New Hampshire voters approved a zoning change and resultant settlement of on-going litigation, allowing an expansion of approximately 1.7 million tons at our North Country Environmental Services landfill.

- In February 2012, the Massachusetts Department of Environmental Protection issued a permit to increase the annual limit at the Southbridge Sanitary Landfill by approximately 0.1 million tons per year to 0.3 million tons per year of MSW. Also in February, the Massachusetts Supreme Judicial Court reissued an opinion dismissing an appeal filed by several 10-citizen groups contesting the 2008 Site Assignment for Southbridge Sanitary Landfill. The appeal was dismissed on its merits and the court stated that their decision brings final resolution to the case. The Southbridge landfill is well positioned in the capacity constrained Massachusetts market.

We remain focused on increasing free cash flow and generating an enhanced return on invested capital at the landfill sites by maximizing annual permitted capacity and optimizing flows of waste across the northeast to obtain better integration and asset profitability.

Balance Sheet Management

To further improve our free cash flow and operating performance, we are focused on balance sheet management, including debt refinancing, prudent deployment of capital, selective acquisitions and divestitures.

In fiscal year 2013, we plan to refinance our 11% senior second lien notes due July 15, 2014 (the "Second Lien Notes"). While the success of this refinancing is highly dependent upon the health of the broader capital markets, we believe that we can reduce our interest costs with a new lower cost debt instrument.

Our deployment of capital has evolved with our business strategy over the past five years from an emphasis on growth investments, primarily in long-term landfill capacity, to an approach that focuses on free cash flow generation from base operations with limited investments in high return resource transformation solutions.

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

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

After the divestiture of our non-integrated recycling assets and select intellectual property assets in late fiscal year 2011, we continue to explore divestiture opportunities. As discussed earlier, we have three assets - Maine Energy, our investment in GreenFiber, and our investment in RecycleRewards - that we classify as strategic non-fits that we may divest to improve operating performance and reduce leverage. On March 30, 2012, we entered into a Memorandum of Understanding with the City of Biddeford, pursuant to which we agreed on a tentative sale of Maine Energy to the City of Biddeford, subject to agreement on final terms and documentation, to be negotiated in good faith, satisfaction of conditions precedent and closing.

Over the past several years, we have selectively invested growth capital in high-return opportunities that enhance our ability to support emerging customer and market needs in waste transformation and resource optimization. The investment strategy seeks to leverage core competencies in materials processing, organics, and clean energy to create additional value from the waste stream. We believe that these investments in Zero-Sort Recycling, landfill gas-to-energy, and organic waste solutions position us well for the evolution of the industry from waste management to resource management.

As a key strategy to improve existing asset utilization and to advance our resource transformation strategy, we have invested in five Zero-Sort Recycling facilities. We branded our recycling process to differentiate the high quality end-use commodities produced as the result of our innovative approach. With Zero-Sort Recycling, a customer can commingle all of their recyclables (paper, cardboard, plastics, metals, and glass) into a right sized residential container or commercial dumpster. By making it easier for a customer to recycle, we increase recycling participation and yields, thereby increasing volumes through the Zero-Sort Recycling facilities and increasing asset utilization.

We now have landfill gas-to-energy facilities at six of our landfills, with four of the landfill gas-to-energy facilities owned and operated by us and two owned and operated by partners. As discussed earlier, we consider the landfill gas-to-energy facilities to be complementary to our core landfill assets because they extract additional value from the landfill methane and support our low-emission landfill model.

Our organics team has been working to develop and/or partner with firms that have developed innovative approaches to deriving incremental value from the organic portion of the waste stream. We recently introduced our Earthlife® soils products into the retail market, and we continue to offer a full array of recycled organic fertilizers, composts, and mulches that help our customers close the loop with organic waste streams. We have also recently invested in and partnered with AGreen, an innovative firm that is building small anaerobic digesters in the Northeast to generate electricity from farm and food waste streams.

Solid Waste Operations

Our solid waste operations comprise a full range of non-hazardous solid waste services, including collections, transfer stations, MRFs and disposal facilities.

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Collections. A majority of our commercial and industrial collection services are performed under one- to three-year service agreements, with prices and fees determined by such factors as collection frequency, type of equipment and containers furnished, type, volume and weight of solid waste collected, distance to the disposal or processing facility and cost of disposal or processing. Our residential collection and disposal services are performed either on a subscription basis (with no underlying contract) with individuals, or through contracts with municipalities, homeowner associations, apartment building owners or mobile home park operators.

Transfer Stations. Our transfer stations receive, compact and transfer solid waste collected primarily by our various residential and commercial collection operations, for transport to disposal facilities by larger vehicles. We believe that transfer stations benefit us by: (1) increasing the size of the wastesheds which have access to our landfills; (2) reducing costs by improving utilization of collection personnel and equipment; and (3) helping us build relationships with municipalities and other customers by providing a local physical presence and enhanced local service capabilities.

Material Recovery Facilities. Our MRFs receive, sort, bale and resell recyclable materials originating from the MSW stream, including newsprint, cardboard, office paper, containers and bottles. We operate six MRFs in geographic areas served by our collection divisions. Revenues are received from municipalities and customers in the form of processing fees, tipping fees and commodity sales. Our MRFs, two of which are located in Vermont, two in Massachusetts and two in New York, are large-scale, high-volume facilities that process over 0.4 million tons per year of recycled materials delivered to them by municipalities and commercial customers under long-term contracts. We also operate MRFs as an integral part of our core solid waste operations, which generally process recyclables collected from our various residential collection operations.

Disposal Facilities. We dispose of solid waste at our landfills and at our waste-to-energy facility.

Landfills. The following table (in thousands) reflects the aggregate landfill capacity and airspace changes, in tons, as of April 30, 2012, 2011 and 2010, for landfills we operated during the fiscal years then ended:

	April 30, 2012			April 30, 2011			April 30, 2010		
	Estimated Remaining Permitted Capacity (1)	Estimated Additional Permittable Capacity (1)(2)	Estimated Total Capacity	Estimated Remaining Permitted Capacity (1)	Estimated Additional Permittable Capacity (1)(2)	Estimated Total Capacity	Estimated Remaining Permitted Capacity (1)	Estimated Additional Permittable Capacity (1)(2)	Estimated Total Capacity
Balance, beginning of year	41,678	79,194	120,872	36,411	66,661	103,072	38,244	59,673	97,917
Acquisitions, divestitures and closures	—	—	—	2,392	—	2,392	—	—	—
New expansions pursued(3)	—	—	—	—	7,255	7,255	—	8,728	8,728
Permits granted(4)	—	—	—	1,124	(1,124)	—	174	(174)	—
Airspace consumed	(3,238)	—	(3,238)	(3,257)	—	(3,257)	(3,074)	—	(3,074)
Changes in engineering estimates(5)	1,153	(779)	374	5,008	6,402	11,410	1,067	(1,566)	(499)
Balance, end of year	39,593	78,415	118,008	41,678	79,194	120,872	36,411	66,661	103,072

(1) We convert estimated remaining permitted capacity and estimated additional permittable capacity from cubic yards to tons generally by assuming a compaction factor equal to the historic average compaction factor applicable to the respective landfill over the last three fiscal years. In addition to a total capacity limit, certain permits place a daily and/or annual limit on capacity.

(2) Represents capacity which we have determined to be "permittable" in accordance with the following criteria: (i) we control the land on which the expansion is sought; (ii) all technical siting criteria have been met or a variance has been obtained or is reasonably expected to be obtained; (iii) we have not identified any legal or political impediments which we believe will not be resolved in our favor; (iv) we are actively working on obtaining any necessary permits and we expect that all required permits will be received; and (v) senior management has approved the project.

(3) The increase in fiscal year 2010 was associated with expansions at our Hyland and Chemung landfills, partially offset by a reduction of expansions pursued at the Ontario landfill site. In our fiscal year 2011, the increase was partially attributable to new expansions pursued at our Waste USA and NCES landfill sites.

(4) The increase in permitted airspace capacity in fiscal year 2011 was the result of permits received at our NCES landfill site.

(5) The increase in airspace capacity in fiscal year 2011 was the result of a positive compaction effect due to a change in waste mix inside of the three year average, which is primarily the result of drill-cutting materials received at our Western region landfills.

NCES. The North Country Environmental Services ("NCES") landfill in Bethlehem, New Hampshire serves the wastesheds of New Hampshire and certain Vermont, Maine and Massachusetts wastesheds. The facility is currently permitted to accept MSW and C&D material. Since the purchase of this landfill in 1994, we had experienced opposition from the Town of Bethlehem (the "Town") through the enactment of restrictive local zoning and planning ordinances. However, based on a series of agreements reached with the Town during calendar year 2011, which agreements were approved at a Town meeting on January 17, 2012, we have received all approvals from the Town necessary to operate the landfill over an expanded footprint for an extended period of time (estimated at 20 years or more), subject to periodic approval of minor permit modifications from the New Hampshire Department of Environmental Services. All litigation between the Town and us was dismissed with prejudice, upon joint motion of the parties. See Item 3, Legal Proceedings, of this Form 10-K.

Waste USA. The Waste USA landfill in Coventry, Vermont serves the major wastesheds throughout Vermont. The landfill is permitted to accept residential and commercially generated MSW, pre-approved sludges, soils, and C&D material. Since our purchase of this landfill in 1995, we have expanded its capacity, which we expect to last through approximately fiscal year 2050.

Clinton County. The Clinton County landfill is located in Schuyler Falls, New York and serves the wastesheds of Clinton, Essex, Warren, Washington and Saratoga Counties in New York, and certain contiguous Vermont wastesheds. This landfill is permitted to accept residential and commercially generated MSW, C&D material and special waste which is approved by regulatory agencies. In fiscal year 2009, the facility received a permit for a multi-year landfill expansion, which will provide considerable additional volume. The Clinton County site commenced operations of a landfill gas-to-energy facility in fiscal year 2009 and has the capacity to generate 6.4mW/hr of energy.

Juniper Ridge. On February 5, 2004, we completed transactions with the State of Maine and Georgia-Pacific Corporation, pursuant to which the State of Maine took ownership of the landfill located in West Old Town, Maine, formerly owned by Georgia Pacific, and we became the operator of that facility under a 30-year operating and services agreement between us and the State of Maine. The site is located on approximately 780 acres, with 68 acres currently dedicated for waste disposal. The site has sufficient acreage to permit the additional airspace required for the term of the 30-year operating and services agreement. The site is currently permitted to take waste originating from Maine, consisting of C&D material, ash from MSW incinerators and fossil fuel boilers, front end processed residuals and bypass MSW from waste-to-energy facilities, treatment plant sludge and biosolids, sandblast grits, oily waste and oil spill debris, and other approved special wastes from within Maine. There are no annual tonnage limitations at Juniper Ridge landfill.

Southbridge. On November 25, 2003, we acquired Southbridge Recycling and Disposal Park, Inc. ("Southbridge Recycling and Disposal"). Southbridge Recycling and Disposal owns a 13-acre recycling facility and has a contract with the Town of Southbridge, Massachusetts to operate a 146-acre landfill currently permitted to accept residuals from the recycling facility and MSW. In June 2008, the Southbridge, Massachusetts Board of Health modified the landfill site assignment to allow the site to receive MSW from communities other than Southbridge and to increase the annual disposal volume from approximately 0.2 million tons per year to approximately 0.4 million tons per year. In May 2010, we received a permit from the Massachusetts Department of Environmental Protection which allowed the facility to accept approximately 0.2 million tons per year in total of C&D material and MSW without regard to the geographic origin of the waste. The Board of Health decision was appealed by opponents of the landfill and was decided in our favor by the Massachusetts Supreme Judicial Court in February 2012. See Item 3, Legal Proceedings, of this Form 10-K. In February 2012, we received a permit to accept 0.3 million tons of waste per year at the landfill.

Maine Energy Waste-to-Energy Facility. We own a waste-to-energy facility, Maine Energy, which generates electricity by processing non-hazardous solid waste. Maine Energy provides us with important additional disposal capacity and generates power for sale. The facility receives MSW under long-term waste handling agreements and raw materials from commercial and private waste haulers and municipalities with short-term contracts, as well as from our collection operations. Maine Energy is contractually required to sell all of the electricity generated at its facility to Nextera Energy Power Marketing, LLC, an electric utility, and guarantees 100% of its electricity generating capacity to FPL Energy Power Marketing, Inc., both pursuant to a contract that was amended to extend its term to December 31, 2014 and is based on "day ahead" electricity prices. On March 30, 2012, we entered into a Memorandum of Understanding with the City of Biddeford, pursuant to which we agreed on a tentative sale of Maine Energy to the City of Biddeford, subject to agreement on final terms and documentation, to be negotiated in good faith, satisfaction of conditions precedent and closing.

Hyland. The Hyland landfill, located in Angelica, New York, serves certain wastesheds located throughout western New York. The facility is permitted to accept residential, commercial and MSW, C&D material and special waste. The site consists of approximately 624 acres, which represents considerable additional expansion capabilities. A permit for future expansion was issued in December 2006 for approximately 11 million cubic yards and we are currently seeking an additional 9.9 million cubic yards of permittable capacity. The landfill is currently permitted to accept approximately 0.3 million tons annually and has a minor modification pending with the New York State Department of Environmental Conservation to increase the annual capacity by 49%. In August 2008, the Hyland site commenced operation of a landfill gas-to-energy facility which has the capacity to generate 4.8 mW/hr of energy. The Hyland landfill benefits from waste in the form of drill cuttings from the Marcellus Shale natural gas extractions, which in fiscal year 2012 made up approximately 26% of the waste accepted at Hyland.

Ontario. We entered into a 25-year operation, management and lease agreement with the Ontario County Board of Supervisors for the Ontario County landfill, which is located in the Town of Seneca, New York. We commenced operations on December 8, 2003. This landfill serves the central New York wasteshed and is strategically situated to accept long haul volume from both eastern and downstate New York markets. The site consists of approximately 380 total acres with additional potential expansions to allow for acceptance of an estimated total of 12.2 million tons. During fiscal year 2008 we successfully requested and received a minor modification to increase our annual allowance of placed tons over the original permit of 0.6 million tons to 0.9 million tons. The Ontario site also houses a single stream recycling facility and a landfill-gas-to energy plant, which has the capacity to generate 6.4 mW/hr of energy.

Hakes. The Hakes C&D landfill in Campbell, New York is permitted to accept only C&D material. The landfill serves the rural wastesheds of western New York. During fiscal year 2008, we successfully requested and received a minor modification to increase our annual allowance of placed tons over the original permit of 0.3 million tons to 0.5 million tons.

Chemung. We entered into a 25-year operation, management and lease agreement with Chemung County for certain facilities located within the county utilized in the collection, management and disposal of solid waste, including the Chemung County landfill, which is located in the Town of Chemung, New York. We commenced operations on September 19, 2005. This landfill serves the central and southern tier New York wastesheds and is strategically situated to accept long haul volume from both eastern and downstate markets. The site consists of approximately 38 active acres permitted to accept 0.1 million tons of MSW per year and 12.8 active acres permitted to accept approximately twenty thousand tons of C&D material per year. The landfill has further expansion capabilities of an additional 25 acres and an estimated 6.4 million tons. In addition, in April 2010 we successfully negotiated an amendment to the management and lease agreement allowing the annual tonnage to be increased to 0.4 million tons per year, subject to regulatory approval. In September 2011, we were successful in securing a minor modification to the existing permit to allow for an additional annual increase of sixty-thousand tons of MSW.

McKean. We acquired the McKean landfill, which was subject to bankruptcy reorganization, in February 2011. This facility is located in Mount Jewitt, McKean County, Pennsylvania and serves the Pennsylvania northern tier and New York southern tier wastesheds. The facility consists of 131 acres, of which 52.1 acres are dedicated to landfilling, and has a daily permitted capacity to receive one thousand tons. The site has more than 3 million cubic yards of remaining airspace with future expansion capacity for an additional 30 million cubic yards. Also, the site has the capability to accept waste delivered by rail, including a daily limit of five thousand tons. We expect this site to benefit from the Marcellus Shale natural gas extractions in the wastesheds served by the landfill. Additionally, construction is underway at McKean for a water treatment facility to service natural gas drillers by treating water generated from drilling activities.

Closure Projects

In April 2005, we started closure operations at the Worcester, Massachusetts landfill, a closure project with approximately 0.2 million tons of available capacity as of April 30, 2012. In January 2006, we assumed the closure contract for this landfill. The Worcester landfill is not included in the preceding table of landfill capacity. Additionally, in fiscal year 2009, as part of a planned closure, we ceased operations at the Colebrook facility and began the process of capping and closing the site.

We also own and/or manage six unlined landfills and three lined landfills that are not currently in operation. All of these landfills have been closed and capped to applicable environmental regulatory standards by us.

Operating Segments

We manage our solid waste operations, which include a full range of solid waste services, on a geographic basis through two regional operating segments, which we designate as the Eastern and Western regions. Our third operating segment is Recycling, which comprises our larger-scale recycling operations and our commodity brokerage operations. See Note 19 to our consolidated financial statements included under Item 8 of this Form 10-K for a summary of revenues, certain expenses, profitability, capital expenditures, goodwill, and total assets of our operating segments. Ancillary operations, major customer accounts, discontinued operations and earnings from equity method investees are included in our "Other" reportable segment.

Within each geographic region, we organize our solid waste services around smaller areas that we refer to as "wastesheds." A wasteshed is an area that comprises the complete cycle of activities in the solid waste services process, from collection to transfer operations and recycling to disposal in either landfills or waste-to-energy facilities, some of which may be owned and operated by third parties. We typically operate several divisions within each wasteshed, each of which provides a particular service, such as collection, recycling, disposal or transfer. Each of these divisions operates interdependently with the other divisions within the wasteshed. Each wasteshed generally operates autonomously from adjoining wastesheds.

Through its six MRFs and one commodity brokerage operation, Recycling services four anchor contracts, which have original terms ranging from five to ten years and expire at various times through calendar year end 2028. The terms of each of the contracts vary, but all of the contracts provide that the municipality or a third party delivers materials to our facility. These contracts may include a minimum volume guarantee by the municipality. We also have service agreements with individual towns and cities and commercial customers, including small solid waste companies and major competitors that do not have processing capacity within a specific geographic region. The following table provides information about each operating segment (as of May 31, 2012 except revenue information, which is for the fiscal year ended April 30, 2012).

	Eastern Region	Western Region	Recycling
Revenues (in millions)	$172.9	$215.2	$47.9
Solid waste collection operations	12	20	—
Transfer stations	5	26	—
Recycling facilities	7	4	6
Subtitle D landfills	2	7	—
Other disposal facilities(1)	Maine Energy	Hakes	—

(1) In addition to the disposal facilities shown above we operate the Worcester, Massachusetts landfill, a closure project with approximately 0.2 million tons of available capacity as of April 30, 2012.

Eastern region

The Eastern region consists of wastesheds located in Maine and the assets located in eastern Massachusetts and in the New Hampshire seacoast area. The Maine wastesheds generally have been affected by the regional constraints on disposal capacity imposed by the public policies of New Hampshire, Maine and Massachusetts, which have, over the past ten years, either limited new landfill development or precluded development of additional capacity from existing landfills. Consequently, the Eastern region relies more heavily on non-landfill waste-to-energy disposal capacity than the Western region.

We entered Maine in 1996 with the purchase of the assets comprising New England Waste Services of ME, Inc. in Hampden, Maine. The acquisition of KTI, Inc. in 1999 significantly improved disposal capacity in this region, as the acquisition included Maine Energy, and provided an alternative internalization option for solid waste assets in eastern Massachusetts. In 2004, we obtained the right to operate the Juniper Ridge landfill under a 30-year agreement with the State of Maine.

We entered eastern Massachusetts in fiscal year 2000 with the acquisition of assets that were divested by Allied Waste Industries (prior to its merger with Republic Services, Inc.) and through the acquisition of smaller independent operators. In this market, we rely to a large extent on third party disposal capacity. We believe that there is a greater opportunity to increase internalization rates and operating efficiencies in eastern Massachusetts facilities through the operating contract with the Town of Southbridge to operate the Southbridge landfill, which is currently permitted to accept up to a combined 0.3 million tons per year of C&D and MSW.

Western region

The Western region includes wastesheds located in Vermont, north and south western New Hampshire and eastern New York. The portion of eastern New York served by the Western region includes Clinton (operation of the Clinton County landfill), Franklin, Essex, Warren, Washington, Saratoga, Rennselaer and Albany counties. Our Waste USA landfill in Coventry, Vermont is one of only two operating permitted Subtitle D landfills in Vermont, and our NCES landfill in Bethlehem, New Hampshire is one of only six operating permitted Subtitle D landfills in New Hampshire.

The Western region also consists of wastesheds in upstate New York, which includes Ithaca, Elmira, Oneonta, Lowville, Potsdam, Geneva, Auburn, Dunkirk, Jamestown and Olean. Our entrance into these wastesheds began with our acquisition of Superior Disposal Services, Inc.'s business in 1997 and has expanded largely through tuck-in acquisitions and internal growth. Our collection operations include leadership positions in nearly every rural market outside of the larger metropolitan markets such as Syracuse, Rochester, Buffalo and Albany.

While we have achieved strong market positions in the New York wastesheds, we remain focused on increasing our vertical integration through expansion of annual permitted capacity at existing landfills and densification of hauling businesses that can internalize waste to our landfills. With the ownership of the Hyland, Hakes and McKean County landfills and operation of the Ontario and Chemung County landfills, our strategy is to expand annual landfill permits to drive return on invested capital and cash flows. Future opportunities may exist to replicate our strategic partnerships with county and municipal governments for the operation and/or utilization of their landfills, and, subject to capital allocation, we expect that we would pursue these opportunities if they would enhance our shareholder returns.

Recycling

Our Recycling segment is one of the largest processors and marketers of recycled materials in the eastern United States, comprising 6 MRFs that process and then market recyclable materials that municipalities and commercial customers deliver to them under long-term contracts. Three of the six MRFs are leased, the other three are owned. In fiscal year 2012, the Recycling segment processed and/or marketed approximately 0.5 million tons of recyclable materials including tons marketed through our commodity brokerage operation. Recycling's facilities are located in the states of Vermont, New York, Massachusetts, New Hampshire and Maine.

A significant portion of the material provided to Recycling is delivered pursuant to four anchor contracts. The anchor contracts generally have an original term of five to ten years and expire at various times through calendar year end 2028. The terms of each of the contracts vary, but all of the contracts provide that the municipality or a third party delivers materials to our facility. In approximately one-quarter of the contracts, the municipalities agree to deliver a guaranteed tonnage and the municipality pays a fee for the amount of any shortfall from the guaranteed tonnage if certain other conditions are not met. Under the terms of the individual contracts, we charge the municipality a fee for each ton of material delivered to us. Some contracts contain revenue sharing arrangements under which the municipality receives a specified percentage of the revenues from the sale by us of the recovered materials.

Our Recycling segment derives a significant portion of its revenues from the sale of recyclable materials. The purchase and sale prices of recyclable materials, particularly newspaper, corrugated containers, plastics, ferrous and aluminum, can fluctuate based upon market conditions. We use long-term supply contracts with customers with floor price arrangements to reduce the commodity risk for certain recyclables, particularly newspaper, cardboard, plastics, aluminum and metals. Under such contracts, we obtain a guaranteed minimum price for the recyclable materials along with a commitment to receive additional amounts if the current market price rises above the floor price. The contracts are generally with large domestic companies that use the recyclable materials in their manufacturing process, such as paper, packaging and consumer goods companies. In fiscal year 2012, 25% of the revenues from the sale of residential recyclable materials were derived from sales under long-term contracts with floor prices. We also hedge against fluctuations in the commodity prices of recycled paper and corrugated containers in order to mitigate the variability in cash flows and earnings generated from the sales of recycled materials at floating prices.

Casella-Altela Regional Environmental Services, LLC

In September 2011, we entered into a joint venture with Altela, Inc. to form CARES, a joint venture that develops, owns and operates water and leachate treatment projects for the natural gas drilling industry in Pennsylvania and New York and can also be used to treat leachate at our lanfills. As a part of the joint venture, we acquired a 51% membership interest in CARES in exchange for an initial cash contribution to CARES of $1.3 million. Altela, Inc. made an initial contribution of equipment valued at $1.3 million and acquired a 49% membership interest in CARES. In the fiscal year 2012, we and Altela, Inc. made additional cash contributions, proportionate with our membership interests, of $0.6 million and $0.5 million, respectively, for the purchase of additional equipment and to fund operations. Income and losses of CARES are to be allocated to members based on membership interest percentage.

In accordance with Accounting Standards Codification (“ASC”) 810-10-15, we consolidate the assets, liabilities, noncontrolling interest and results of operations of CARES into our consolidated financial statements due to our controlling financial interest in the joint venture.

GreenFiber Cellulose Insulation Joint Venture

We are a 50% partner in GreenFiber, a joint venture with Louisiana-Pacific Corporation (“LP”). GreenFiber, which we believe is the largest manufacturer of high quality cellulose insulation for use in residential dwellings and manufactured housing, was formed through the combination of our cellulose operations, which we acquired in our acquisition of KTI, with those of Louisiana-Pacific. Based in Charlotte, North Carolina, GreenFiber has a national manufacturing and distribution capability and sells to contractors, manufactured home builders and retailers, including Home Depot, Inc. GreenFiber has eight manufacturing facilities, located in Delphos, Ohio; Elkwood, Virgina; Norfolk, Nebraska; Phoenix, Arizona; Tampa, Florida; Albany, New York; Waco, Texas; and Salt Lake City, Utah. GreenFiber utilizes a hedging strategy to help stabilize its exposure to fluctuating newsprint costs, which generally represent approximately 27% of its raw material costs. We account for our investment in GreenFiber under the equity method of accounting.

In April 2011, we issued a guaranty of up to $1.5 million in support of GreenFiber’s amended and restated loan and security agreement in order to induce the lender to enter into a waiver and amend the agreement. In August 2011, we were required to increase the guaranty to up to $3.4 million and make an additional investment of $0.5 million in order to again induce the lender to enter into a waiver and amend the agreement.

On December 1, 2011, GreenFiber entered into a second amendment to its modified and restated loan and security agreement. Concurrent therewith, we made an additional investment of $3.0 million in GreenFiber and reduced our guaranty associated with the credit facility by $1.2 million to $2.2 million. The guaranty can be drawn on upon an event of default and remains in place through December 1, 2014, the extended term of GreenFiber’s modified and restated loan and security agreement.

As of December 31, 2011, GreenFiber performed a test for goodwill impairment. The goodwill impairment analysis indicated that the carrying value of its reporting unit exceeded the fair value of its reporting unit, and GreenFiber determined that the entire amount of its goodwill was impaired. Consequently, we recorded our portion of the goodwill impairment charge of $5.1 million as loss on equity method investment in fiscal year 2012.

Based on the analysis performed, we determined that the current book value of our investment in GreenFiber exceeded its fair value. The analysis calculated GreenFiber’s fair value based on the income approach using discounted cash flows taking into account current expectations for asset utilization, housing starts and the remaining useful life of related assets. We recorded a charge of $10.7 million as impairment on equity method investment in fiscal year 2012.

In April 2012, we made an additional investment of $0.4 million in GreenFiber so that it could meet its quarterly debt covenants.

In May 2012, we and LP made identical commitments to fund any liquidity shortfalls of GreenFiber related to covenant compliance as defined in GreenFiber’s modified loan and security agreement. We have agreed to provide an equity contribution of our pro-rata share of funds, based on ownership percentage, sufficient to cure such shortfall.

Our investment in GreenFiber was $6.5 million and $23.1 million at April 30, 2012 and April 30, 2011, respectively.

Tompkins County Recycling, LLC

During fiscal year 2012, we finalized the terms of a joint venture agreement with FCR, LLC (“FCR”), a subsidiary of ReCommunity, LLC to form Tompkins, a joint venture that operates a MRF located in Tompkins County, New York and processes and sells commodities delivered to the MRF. In connection with the formation of Tompkins, we acquired a 50% membership interest in Tompkins in exchange for an initial cash contribution to Tompkins of $0.3 million. FCR made an initial cash contribution of $0.3 million and acquired a 50% membership interest in Tompkins. Income and losses are allocated to members based on membership interest percentage. Our investment in Tompkins amounted to $0.3 million at April 30, 2012. We account for our 50% membership interest in Tompkins using the equity method of accounting.

AGreen Energy, LLC

In fiscal year 2012, we entered into a renewable energy project operating agreement with AGreen. As a part of the agreement, we provide certain operation, maintenance and administrative services to, as well as procure organic materials that would otherwise be disposed of from, small farm-based biogas renewable energy projects that produce renewable energy and other valuable products and services. In the first quarter of fiscal year 2012, we made an initial investment of $0.2 million in AGreen for a 5.1% membership interest. In the third quarter of fiscal year 2012, we made an additional contribution of $0.2 million in AGreen, increasing our membership interest to 11.9% and our investment to $0.4 million as of April 30, 2012. We account for this investment under the cost method of accounting.

RecycleRewards, Inc.

Our investment and ownership interest in RecycleRewards, a company that markets an incentive based recycling service, amounted to $4.5 million as of April 30, 2012 and 2011, respectively. Our common share interest in RecycleRewards was reduced from 8.2% to the current 6.2% in October 2011 due to an equity offering RecycleRewards made to a third party investor in October 2011 and the issuance of additional warrants by RecycleRewards. We account for this investment under the cost method of accounting.

Evergreen National Indemnity Company

Our investment and ownership interest in Evergreen, a surety company which provides surety bonds to us, amounted to $10.7 million, or 19.9%, as of April 30, 2012 and 2011, respectively. We account for our investment in Evergreen under the cost method of accounting.

GreenerU, Inc.

In March 2012, we entered into a strategic partnership agreement with GreenerU, a company that delivers an extensive array of energy and sustainability solutions to the college, university and preparatory school market in order to help those institutions reduce their energy costs and carbon emissions through the formulation of programs and policies and the running of renewable energy projects. As a part of the agreement, we will work with GreenerU to co-market our respective services to colleges, universities and preparatory schools in the area of waste, recycling, energy, composting, resource conservation and other appropriate sustainability initiatives. We made a $1.0 million investment in GreenerU through the purchase of preferred stock in two $0.5 million tranches, the first of which was closed in April 2012 and the second of which was closed in May 2012. As a result of our investment we had a 4.2% ownership interest and a $0.5 million investment in GreenerU as of April 30, 2012 and a 6.3% ownership interest and a $1.0 million investment in GreenerU as of May 31, 2012. We account for this investment under the cost method of accounting.

Competition

The solid waste services industry is highly competitive. We compete for collection and disposal volume primarily on the basis of the quality, breadth and price of our services. From time to time, competitors may reduce the price of their services in an effort to expand market share or to win a competitively bid municipal contract. These practices may also lead to reduced pricing for our services or the loss of business. In addition, competition exists within the industry for potential acquisition candidates.

The larger urban markets in which we compete are served by one or more of the large national solid waste companies, including Waste Management, Inc., Republic Services, Inc. and Waste Connections, Inc., that may be able to achieve greater economies of scale than us. We also compete with a number of regional and local companies that offer competitive prices and quality service. In addition, we compete with operators of alternative disposal facilities, including incinerators, and with certain municipalities, counties and districts that operate their own solid waste collection and disposal facilities. Public sector facilities may have certain advantages over us due to the availability of user fees, charges or tax revenues and tax-exempt financing.

The insulation industry is highly competitive and labor intensive. In our cellulose insulation manufacturing activities, GreenFiber, our joint venture with Louisiana-Pacific Corporation, competes primarily with manufacturers of fiberglass insulation such as Owens Corning, CertainTeed Corporation and Johns Manville. These manufacturers have significant market shares and are substantially better capitalized than GreenFiber.

Marketing and Sales

We have fully integrated sales and marketing strategies, originating at the enterprise level with the primary focus of acquiring and retaining commercial, industrial, municipal and residential customers. Our business strategy for over 35 years has focused on creating a highly differentiated sustainable resource management model that meets customers' unique needs and provides value "beyond the curb".

Maintenance of a local presence and identity is an important aspect of our sales and marketing strategy, and many of our divisional managers are involved in local governmental, civic and business organizations. Our name and logo, or, where appropriate, that of our divisional operations, are displayed on all of our containers and trucks. We attend and make presentations at municipal and state conferences, and we advertise in various governmental associations' membership publications.

Our sales organization has been completely realigned to incorporate a more robust sales training curriculum, fully revamped marketing collateral, as well as enhanced brand building advertising across our entire operating footprint. The realigned sales program encompasses an updated sales incentive program tied solely to the overall profitability of a territory manager's book of business; and the introduction of a redesigned prospect database management system that allows a territory manager to identify new collection customers, as well as view all existing customer data in one consolidated platform. This prospect database is also augmented by more traditional sales techniques, such as leads developed from new building permits, business licenses and other public records.

Employees

As of May 31, 2012, we employed approximately 1,800 people, including approximately 400 professionals or managers, sales, clerical, information systems or other administrative employees and approximately 1,400 employees involved in collection, transfer, disposal, recycling or other operations. Approximately 100 of our employees are covered by collective bargaining agreements. We believe relations with our employees are good.

Risk Management, Insurance and Performance or Surety Bonds

We actively maintain environmental and other risk management programs that we believe are appropriate for our business. Our environmental risk management program includes evaluating existing facilities, as well as potential acquisitions, for compliance with environmental law requirements. We also maintain a worker safety program, which focuses on safe practices in the workplace. Operating practices at all of our operations are intended to reduce the possibility of environmental contamination enforcement actions and litigation.

We carry a range of insurance intended to protect our assets and operations, including a commercial general liability policy and a property damage policy. A partially or completely uninsured claim against us (including liabilities associated with cleanup or remediation at our facilities), if successful and of sufficient magnitude, could have a material adverse effect on our business, financial condition and results of operations. Any future difficulty in obtaining insurance could also impair our ability to secure future contracts, which may be conditioned upon the availability of adequate insurance coverage.

We self insure for automobile and workers' compensation coverage. Our maximum exposure in fiscal year 2012 under the workers' compensation plan was $1.0 million per individual event, after which reinsurance takes effect. Our maximum exposure under the automobile plan was approximately $0.8 million per individual event, after which reinsurance takes effect.

MSW collection contracts and landfill closure and post-closure obligations may require performance or surety bonds, letters of credit or other means of financial assurance to secure contractual performance. While we have not experienced difficulty in obtaining these financial instruments, if we were unable to obtain these financial instruments in sufficient amounts or at acceptable rates we could be precluded from entering into additional municipal contracts or obtaining or retaining landfill operating permits.

We hold a 19.9% ownership interest in Evergreen, a surety company which provides surety bonds to us to secure our contractual obligations for certain MSW collection contracts and landfill closure and post-closure obligations.

Customers

We provide our collection services to commercial, industrial and residential customers. A majority of our commercial and industrial collection services are performed under one-to-three-year service agreements, and fees are determined by such factors as collection frequency, type of equipment and containers furnished, the type, volume and weight of the solid waste collected, the distance to the disposal or processing facility and the cost of disposal or processing. Our residential collection and disposal services are performed either on a subscription basis (with no underlying contract) with individuals, or through contracts with municipalities, homeowners associations, apartment owners or mobile home park operators.

Maine Energy is contractually required to sell all of the electricity generated at its facilities to Nextera Energy Power Marketing, LLC, an electric utility, and guarantees 100% of its electricity generating capacity to FPL Energy Power Marketing, Inc., both pursuant to a contract that was amended to extend its term to December 31, 2014 and is based on "day ahead" electricity prices.

Our Recycling segment provides recycling services to municipalities, commercial haulers and commercial waste generators within the geographic proximity of the processing facilities.

Our cellulose insulation joint venture, GreenFiber, sells to contractors, manufactured home builders and retailers.

Raw Materials

Maine Energy received approximately 15.6% of its solid waste in fiscal year 2012 from 17 Maine municipalities under long-term waste handling agreements. Maine Energy also receives raw materials from commercial and private waste haulers and municipalities with short-term contracts, as well as from our own collection operations.

Seasonality

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

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

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

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

Regulation

Introduction

We are subject to extensive and evolving federal, state and local environmental laws and regulations which have become increasingly stringent in recent years. Our waste-to-energy facility also is subject to federal energy law. The environmental regulations affecting us are administered by the United States Environmental Protection Agency ("EPA") and other federal, state and local environmental, zoning, health and safety agencies. Failure to comply with such requirements could result in substantial costs, including civil and criminal fines and penalties. Except as described in this Form 10-K, we believe that we are currently in substantial compliance with applicable federal, state and local environmental laws, permits, orders and regulations. Other than as disclosed herein, we do not currently anticipate any material costs to bring our operations into environmental compliance, although there can be no assurance in this regard for the future. We expect that our operations in the solid waste services industry will be subject to continued and increased regulation, legislation and regulatory enforcement actions. We attempt to anticipate future legal and regulatory requirements and to carry out plans intended to keep our operations in compliance with those requirements.

In order to transport, process, incinerate, or dispose of solid waste, it is necessary for us to possess and comply with one or more permits from federal, state and/or local agencies. We must renew these permits periodically, and the permits may be modified or revoked by the issuing agency.

The principal federal statutes and regulations applicable to our various operations are as follows:

The Resource Conservation and Recovery Act of 1976, as amended ("RCRA")

RCRA regulates the generation, treatment, storage, handling, transportation and disposal of solid waste and requires states to develop programs to ensure the safe disposal of solid waste. RCRA divides solid waste into two categories, hazardous and non-hazardous. Wastes are generally classified as hazardous if they either (a) are specifically included on a list of hazardous wastes, or (b) exhibit certain characteristics defined as hazardous and are not specifically designated as non-hazardous. Wastes classified as hazardous under RCRA are subject to more extensive regulation than wastes classified as non-hazardous, and businesses that deal with hazardous waste are subject to regulatory obligations in addition to those imposed on handlers of non-hazardous waste.

Among the wastes that are specifically designated as non-hazardous are household waste and "special" waste, including items such as petroleum contaminated soils, asbestos, foundry sand, shredder fluff and most non-hazardous industrial waste products.

The EPA regulations issued under Subtitle C of RCRA impose a comprehensive "cradle to grave" system for tracking the generation, transportation, treatment, storage and disposal of hazardous wastes. Subtitle C regulations impose obligations on generators, transporters and disposers of hazardous wastes, and require permits that are costly to obtain and maintain for sites where those businesses treat, store or dispose of such material. Subtitle C requirements include detailed operating, inspection, training and emergency preparedness and response standards, as well as requirements for manifesting, record keeping and reporting, corrective action, facility closure, post-closure and financial responsibility. Most states have promulgated regulations modeled on some or all of the Subtitle C provisions issued by the EPA, and in many instances the EPA has delegated to those states the principal role in regulating businesses which are subject to those requirements. Some state regulations impose different, additional obligations.

We currently do not accept for transportation or disposal of hazardous substances (as defined in CERCLA, discussed below) in concentrations or volumes that would classify those materials as hazardous wastes. However, we have transported hazardous substances in the past and very likely will transport and dispose of hazardous substances in the future, to the extent that materials defined as hazardous substances under CERCLA are present in consumer goods and in the non-hazardous waste streams of our customers.

We do not accept hazardous wastes for incineration at our waste-to-energy facility. We typically test ash produced at our waste-to-energy facility on a regular basis; that ash generally does not contain hazardous substances in sufficient concentrations or volumes to result in the ash being classified as hazardous waste. However, it is possible that future waste streams accepted for incineration could contain elevated volumes or concentrations of hazardous substances or that legal requirements will change, and that the resulting incineration ash would be classified as hazardous waste.

Leachate generated at our landfills and transfer stations is tested on a regular basis, and generally is not regulated as a hazardous waste under federal law. However, there is no guarantee that leachate generated from our facilities in the future will not be classified as hazardous waste.

In October 1991, the EPA adopted the Subtitle D regulations under RCRA governing solid waste landfills. The Subtitle D regulations, which generally became effective in October 1993, include siting restrictions, facility design standards, operating criteria, closure and post-closure requirements, financial assurance requirements, groundwater monitoring requirements, groundwater remediation standards and corrective action requirements. In addition, the Subtitle D regulations require that new landfill sites meet more stringent liner design criteria (typically, composite soil and synthetic liners or two or more synthetic liners) intended to keep leachate out of groundwater and have extensive collection systems to carry away leachate for treatment prior to disposal. Regulations generally require us to install groundwater monitoring wells at virtually all landfills we operate, to monitor groundwater quality and, indirectly, the effectiveness of the leachate collection systems. The Subtitle D regulations also require facility owners or operators to control emissions of landfill gas (including methane) generated at landfills exceeding certain regulatory thresholds. State landfill regulations must meet these requirements or the EPA will impose such requirements upon landfill owners and operators in that state.

The Federal Water Pollution Control Act of 1972, as amended ("Clean Water Act")

The Clean Water Act regulates the discharge of pollutants into the "waters of the United States" from a variety of sources, including solid waste disposal sites and transfer stations, processing facilities and waste-to-energy facilities (collectively, "solid waste management facilities"). If run-off or collected leachate from our solid waste management facilities, or process or cooling waters generated at our waste-to-energy facility, is discharged into streams, rivers or other surface waters, the Clean Water Act would require us to apply for and obtain a discharge permit, conduct sampling and monitoring and, under certain circumstances, reduce the quantity of pollutants in such discharge. A permit also may be required if that run-off, leachate, or process or cooling water is discharged to a treatment facility that is owned by a local municipality. Finally, virtually all solid waste management facilities must comply with the EPA's storm water regulations, which regulate the discharge of impacted storm water to surface waters.

The Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended ("CERCLA")

CERCLA established a regulatory and remedial program intended to provide for the investigation and remediation of facilities where, or from which, a release of any hazardous substance into the environment has occurred or is threatened. CERCLA has been interpreted to impose retroactive strict, and under certain circumstances, joint and several, liability for investigation and cleanup of facilities on current owners and operators of the site, former owners and operators of the site at the time of the disposal of the hazardous substances, as well as the generators and certain transporters of the hazardous substances. In addition, CERCLA imposes liability for the costs of evaluating and addressing damage to natural resources. The costs of CERCLA investigation and cleanup can be very substantial. Liability under CERCLA does not depend upon the existence or disposal of "hazardous waste" as defined by RCRA, but can be based on the existence of any of more than 700 "hazardous substances" listed by the EPA, many of which can be found in household waste. In addition, the definition of "hazardous substances" in CERCLA incorporates substances designated as hazardous or toxic under the Federal Clean Water Act, Clean Air Act and Toxic Substances Control Act. If we were found to be a responsible party for a CERCLA cleanup, the enforcing agency could hold us, under certain circumstances, or any other responsible party, responsible for all investigative and remedial costs, even if others also were liable. CERCLA also authorizes EPA to impose a lien in favor of the United States upon all real property subject to, or affected by, a remedial action for all costs for which a party is liable. CERCLA provides a responsible party with the right to bring a contribution action against other responsible parties for their allocable share of investigative and remedial costs. Our ability to get others to reimburse us for their allocable share of such costs would be limited by our ability to identify and locate other responsible parties and prove the extent of their responsibility and by the financial resources of such other parties.

The Clean Air Act of 1970, as amended ("Clean Air Act")

The Clean Air Act, generally through state implementation of federal requirements, regulates emissions of air pollutants from certain landfills based upon the date the landfill was constructed and the annual volume of emissions. The EPA has promulgated new source performance standards regulating air emissions of certain regulated pollutants (methane and non-methane organic compounds) from MSW landfills. Landfills located in areas where levels of regulated pollutants exceed certain thresholds may be subject to even more extensive air pollution controls and emission limitations. In addition, the EPA has issued standards regulating the disposal of asbestos-containing materials under the Clean Air Act.

The EPA is focusing on the emissions of greenhouse gases, or GHG, including carbon dioxide and methane. In December, 2009, the EPA issued its "endangerment finding" that carbon dioxide poses a threat to human health and welfare, providing the basis for the EPA to promulgate GHG air quality standards. In December 2009 the EPA's "Mandatory Reporting of Greenhouse Gases" rule went into effect, requiring facilities that emit 25,000 metric tons or more per year of GHG emissions to submit annual reports to the EPA.

In June 2010, the EPA issued the so-called "GHG Tailoring Rule', which described how certain sources that emit GHG would be subject to heightened Clean Air Act PSD / Title V regulation. In July 2011, however, the EPA promulgated a rule that, broadly, deferred for three years its development of those regulations with regard to sources emitting carbon dioxide from biomass-fired and other "biogenic" sources. This exemption has been challenged in federal court by a number of environmental groups.

The adoption of other laws and regulations, which may include the imposition of fees or taxes, could adversely affect our collection and disposal operations. Additionally, certain of the states in which we operate are contemplating air pollution control regulations relating to GHG that may be more stringent than regulations the EPA may promulgate. Changing environmental regulations could require us to take any number of actions, including the purchase of emission allowances or installation of additional pollution control technology, and could make some operations less profitable, which could adversely affect our results of operations.

Congress also is considering various options, including a cap and trade system, which could impose a limit on and establish a pricing mechanism for GHG emissions and emission allowances. There also is increasing pressure for the United States to join international efforts to control GHG emissions.

The Clean Air Act regulates emissions of air pollutants from our waste-to-energy facility and certain of our processing facilities. The EPA has enacted standards that apply to those emissions. It is possible that the EPA, or a state where we operate, will enact additional or different emission standards in the future.

All of the federal statutes described above authorize lawsuits by private citizens to enforce certain provisions of the statutes. In addition to a penalty award to the United States, some of those statutes authorize an award of attorney's fees to private parties successfully advancing such an action.

The Occupational Safety and Health Act of 1970, as amended ("OSHA")

OSHA establishes employer responsibilities and authorizes the Occupational Safety and Health Administration to promulgate and enforce occupational health and safety standards, including the obligation to maintain a workplace free of recognized hazards likely to cause death or serious injury, to comply with adopted worker protection standards, to maintain certain records, to provide workers with required disclosures and to implement certain health and safety training programs. A variety of those promulgated standards may apply to our operations, including those standards concerning notices of hazards, safety in excavation and demolition work, the handling of asbestos and asbestos-containing materials, and worker training and emergency response programs.

The Public Utility Regulatory Policies Act of 1978, As Amended ("PURPA")

Our waste-to-energy facility has been certified by the Federal Energy Regulatory Commission as a "qualifying small power production facility" under the PURPA. The PURPA exempts qualifying facilities from most federal and state laws governing electric utility rates and financial organization, and generally requires electric utilities to purchase electricity generated by qualifying facilities at a price equal to the utility's full "avoided cost. Our four landfill gas-to-energy facilities are self- certified as "qualifying facilities" as well.

State and Local Regulations

Each state in which we now operate or may operate in the future has laws and regulations governing (1) water and air pollution, and the generation, storage, treatment, handling, processing, transportation, incineration and disposal of solid waste and hazardous waste; (2) in most cases, the siting, design, operation, maintenance, closure and post-closure maintenance of solid waste management facilities; and (3) in some cases, vehicle emissions limits or fuel types, which impact our collection operations. Such standards typically are as stringent as, and may be more stringent and broader in scope than, federal regulations. In addition, many states have adopted statutes comparable to, and in some cases more stringent than, CERCLA. These statutes impose requirements for investigation and remediation of contaminated sites and liability for costs and damages associated with such sites, and some authorize the state to impose liens to secure costs expended addressing contamination on property owned by responsible parties. Some of those liens may take priority over previously filed instruments.

Many municipalities in which we currently operate or may operate in the future also have ordinances, laws and regulations affecting our operations. These include zoning and health measures that limit solid waste management activities to specified sites or conduct, flow control provisions that direct the delivery of solid wastes to specific facilities or to facilities in specific areas, laws that grant the right to establish franchises for collection services and then put out for bid the right to provide collection services, and bans or other restrictions on the movement of solid wastes into a municipality.

Some states have enacted laws that allow agencies with jurisdiction over waste management facilities to deny or revoke permits based on the applicant's or permit holder's compliance status. Some states also consider the compliance history of the corporate parent, subsidiaries and affiliates.

Certain permits and approvals issued under state or local law may limit the types of waste that may be accepted at a solid waste management facility or the quantity of waste that may be accepted at a solid waste management facility during a given time period. In addition, certain permits and approvals, as well as certain state and local regulations, may limit a solid waste management facility to accepting waste that originates from specified geographic areas or seek to restrict the importation of out-of-state waste or otherwise discriminate against out-of-state waste. Generally, restrictions on importing out-of-state waste have not withstood judicial challenge. However, from time to time federal legislation is proposed which would allow individual states to prohibit the disposal of out-of-state waste or to limit the amount of out-of-state waste that could be imported for disposal and would require states, under certain circumstances, to reduce the amounts of waste exported to other states. Although such legislation has not been passed by Congress, if similar legislation is enacted, states in which we operate solid waste management facilities could limit or prohibit the importation of out-of-state waste. Such actions could materially and adversely affect the business, financial condition and results of operations of any of our landfills within those states that receive a significant portion of waste originating from out-of-state.

Certain states and localities may, for economic or other reasons, restrict the export of waste from their jurisdiction, or require that a specified amount of waste be disposed of at facilities within their jurisdiction. In 1994, the U.S. Supreme Court rejected as unconstitutional and therefore invalid, a local ordinance that sought to limit waste going out of the locality by imposing a requirement that the waste be delivered to a particular privately-owned facility. However, in 2007, the U.S. Supreme Court upheld a U.S. District Court ruling that the flow control regulations in Oneida and Herkimer Counties in New York requiring trash haulers to use publicly-owned transfer stations are constitutional, and therefore valid. Additionally, certain state and local jurisdictions continue to seek to enforce such restrictions. Further, some proposed federal legislation would allow states and localities to impose flow restrictions. Those restrictions could reduce the volume of waste going to solid waste management facilities in certain areas, which may materially adversely affect our ability to operate our facilities and/or affect the prices we can charge for certain services. Those restrictions also may result in higher disposal costs for our collection operations. In sum, flow control restrictions could have a material adverse effect on our business, financial condition and results of operations.

There has been an increasing trend at the state and local levels to mandate or encourage both waste reduction at the source and waste recycling, and to prohibit or restrict the disposal in landfills of certain types of solid wastes, including yard wastes and leaves, beverage containers, newspapers, household appliances and electronics such as computers, and batteries. Regulations reducing the volume and types of wastes available for transport to and disposal in landfills could affect our ability to operate our landfill facilities. Vermont, for example, in 2012 enacted House Bill 485, containing among other things, a phased waste ban for recyclables, organics and leaf/yard waste. The bill becomes effective July 1, 2012.

Massachusetts is considering revisions to its regulations governing solid waste management with a particular focus on developing a framework encouraging the re-use of organic waste material and prohibiting such material from disposal.

New York State is considering revisions to its regulations governing solid waste management, 6 NYCRR Part 360.

New York State is in the process of reviewing the tens of thousands of comments received on its proposed regulations governing the practice of hydraulic fracturing in the drilling for oil and gas in the Marcellus and Utica Shale plays.

Executive Officers of the Company

Our executive officers and their respective ages as of May 31, 2012 are as follows:

Name	Age	Position
Executive Officers		
John W. Casella	61	Chairman of the Board of Directors, Chief Executive Officer and Secretary
Paul A. Larkin	47	President and Chief Operating Officer
Edwin D. Johnson	55	Senior Vice President and Chief Financial Officer
David L. Schmitt	61	Senior Vice President and General Counsel

John W. Casella has served as Chairman of our Board of Directors since July 2001 and as our Chief Executive Officer since 1993. Mr. Casella served as President from 1993 to July 2001 and as Chairman of the Board of Directors from 1993 to December 1999. In addition, Mr. Casella has served as Chairman of the Board of Directors of Casella Waste Management, Inc. since 1977. Mr. Casella is also an executive officer and director of Casella Construction, Inc., a company owned by Mr. Casella and his brother, Douglas R. Casella, who is a member of our Board of Directors. Mr. Casella has been a member of numerous industry-related and community service-related state and local boards and commissions including the Board of Directors of the Associated Industries of Vermont, The Association of Vermont Recyclers, Vermont State Chamber of Commerce and the Rutland Industrial Development Corporation. Mr. Casella has also served on various state task forces, serving in an advisory capacity to the Governors of Vermont and New

Hampshire on solid waste issues. Mr. Casella holds an Associate of Science in Business Management from Bryant & Stratton University and a Bachelor of Science in Business Education from Castleton State College.

Paul A. Larkin has served as our President and Chief Operating Officer since January 2008. From June 1998 until he joined us, Mr. Larkin served in a number of operating capacities for Office Depot, Inc., including, from 2007 through 2008 as Vice President for international strategy, from 2005 to 2007 as Regional Vice President of retail stores responsible for overseeing $1.0 billion of sales, and from 2000 to 2005 as Vice President of supply chain and inventory management. From 1996 to 1998, Mr. Larkin was the Director of Logistics for AutoNation USA, Inc. From 1987 to 1996, Mr. Larkin served in the United States Army in a number of command and staff positions culminating as Aide de Camp for the Director of Logistics, United States Atlantic Command. Mr. Larkin received his Bachelor of Arts degree from Clark University.

Edwin D. Johnson has served as our Senior Vice President and Chief Financial Officer since July 2010. From March 2007 to July 2010, Mr. Johnson served as Executive Vice President, Chief Financial Officer and Chief Accounting Officer at Waste Services, Inc. From November 2004 to March 2007, Mr. Johnson served as Chief Financial Officer of Expert Real Estate Services, Inc., a full service real estate brokerage company. Mr. Johnson holds an MBA from Florida International University and a Bachelor of Science in Accounting and Administration from Washington & Lee University.

David L. Schmitt has served as our Vice President and General Counsel since May 2006. Prior to that, Mr. Schmitt was President of his privately held consulting firm, and further served from 2002 until 2005 as Vice President and General Counsel of BioEnergy International, LLC a predecessor company to Myriant Corp. He served from 1995 until 2001, as Senior Vice President, General Counsel and Secretary of Bradlees, Inc., a retailer in the northeastern United States, and from 1986 through 1990, as Vice President and General Counsel of Wheelabrator Technologies Inc. He earned a Bachelor of Arts degree from The Pennsylvania State University, and his Juris Doctor, cum laude, from Duquesne University School of Law.

Available Information

Our internet website is *http://www.casella.com*. We make available, free of charge through our website, our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, Proxy Statement on Schedule 14A, and any amendments to those materials filed pursuant to Sections 13(a) and 15(d) of the Exchange Act. We make these reports available through our website as soon as reasonably practicable after we electronically file such materials with or furnish them to the Securities and Exchange Commission, or SEC. The information found on our website is not part of this or any other report we file with or furnish to the SEC.

You may read and copy any materials we file with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, DC 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains an Internet website that contains reports, proxy and information statements, and other information regarding us and other issuers that file electronically with the SEC. The SEC's Internet website address is *http://www.sec.gov*.

ITEM 1A. RISK FACTORS

The following important factors, among others, could cause actual results to differ materially from those indicated by forward-looking statements made in this Annual Report on Form 10-K and presented elsewhere by management from time to time. The risks and uncertainties described below are those that we have identified as material, but are not the only risks and uncertainties facing us. Our business is also subject to general risks and uncertainties that affect many other companies, including overall economic and industry conditions, especially in the northeastern United States, where our operations and customers are principally located, changes in laws or accounting rules or other disruptions of expected economic or business conditions. Additional risks and uncertainties not currently known to us or that we currently believe are not material also may impair our business results of operations and financial condition.

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

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

We face substantial competition in the solid waste services industry.

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

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

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

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

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

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

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

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

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

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

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

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

See also Item 1, Business - Regulation, Item 3, Legal Proceedings and Note 10 to our consolidated financial statements included under Item 8 of this Form 10-K.

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

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

Our business requires a high level of capital expenditures.

Our business is capital intensive. Capital expenditures related to acquisition activities, which were $0.5 million in fiscal year 2012, consist of costs for equipment added directly as a result of new business growth related to an acquisition. Capital expenditures related to growth activities, which were $12.2 million in fiscal year 2012, consist of costs related to development of new airspace, permit expansions and new recycling contracts, along with incremental costs of equipment and infrastructure added to further such activities.

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

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

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

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

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

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

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

The price and supply of fuel is unpredictable and fluctuates based on events beyond our control, including among others, geopolitical developments, supply and demand for oil and gas, actions by the Organization of the Petroleum Exporting Countries and other oil and gas producers, war and unrest in oil producing countries and regional production patterns. Because fuel is needed to run our fleet of trucks, price escalations for fuel increase our operating expenses. In fiscal year 2012, we used approximately 5.9 million gallons of diesel fuel in our solid waste operations. We have a fuel surcharge program, based on a fuel index, to help offset increases in the cost of fuel, oil and lubricants arising from price volatility. This fee has been passed on to our customers where their contracts and competition conditions permit.

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

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

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

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

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

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

Our revenues and our operating income experience seasonal fluctuations.

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

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

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

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

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

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

Please see above discussion regarding our efforts to divest Maine Energy.

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

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

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

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

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

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

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

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

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

Douglas R. Casella represent approximately 31.3% of the aggregate voting power of our stockholders. Consequently, John W. Casella and Douglas R. Casella are able to substantially influence all matters for stockholder consideration.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

At May 31, 2012, we operated nine subtitle D landfills, four of which we own and five of which we lease, one landfill permitted to accept C&D materials that we own, 31 transfer stations, 22 of which are owned, six of which are leased and three of which are under operating contract, 32 solid waste collection facilities, 20 of which are owned and 12 of which are leased, 17 recycling processing facilities, 10 of which are owned, six of which are leased and one of which is under an operating contract, one waste-to-energy facility that we own, four landfill gas-to-energy facilities that we own, and we utilized 15 corporate office and other administrative facilities, three of which are owned and twelve of which are leased (See Item 1, Business, of this Form 10-K for property information by operating segment).

ITEM 3. LEGAL PROCEEDINGS

In the normal course of our business and as a result of the extensive governmental regulation of the solid waste industry, we are subject to various judicial and administrative proceedings involving state or local agencies. In these proceedings, an agency may also seek to impose fines or to revoke or deny renewal of an operating permit held by us. From time to time, we may also be subject to actions brought by special interest or other groups, adjacent landowners or residents in connection with the permitting and licensing of landfills and transfer stations, or alleging environmental damage or violations of the permits and licenses pursuant to which we operate. In addition, we are party to various claims and suits pending for alleged damages to persons and property, alleged violations of certain laws and alleged liabilities arising out of matters occurring during the normal operation of the waste management business.

We offer no prediction of the outcome of any of the proceedings or negotiations described below. We are vigorously defending each of these lawsuits and claims. However, there can be no guarantee we will prevail or that any judgments against us, if sustained on appeal, will not have a material adverse effect on our business, financial condition, results of operations or cash flows.

New York State Tax Litigation Matter

On January 18, 2011, certain of our subsidiaries doing business in New York State received a Notice of Deficiency from the New York State Department of Taxation and Finance asserting liability for corporation franchise tax for one or more of the tax years ended April 30, 2004 through April 30, 2006. The Notices, in the aggregate, assert liability of $3.9 million, comprising $2.2 million of tax and $1.7 million of penalties and interest. New York State has alleged that we are not permitted to file a single combined corporation franchise tax return with our subsidiaries for each of the years audited.

We filed Petitions for Redetermination with the State of New York Division of Tax Appeals on April 13-14, 2011, and an administrative hearing before a single tax tribunal administrative law judge on all Petitions is scheduled for December 12, 2012. We expect to aggressively defend against this claim through the administrative adjudication and appeals process and the courts if necessary. Under ASC 740, we believe our position will more likely than not be successful in contesting the deficiencies and consequently, we have not established any reserve.

North Country Landfill Expansion

Our subsidiary, NCES is located in Bethlehem, New Hampshire, and is currently permitted to accept municipal solid waste and C&D material from a wide geographic region.

NCES and the Town have been engaged in prolonged zoning litigation over NCES's expansion of the landfill. There were two court actions between NCES and the Town: a declaratory judgment action initiated by NCES on September 12, 2001 and a zoning enforcement action initiated by the Town on February 2, 2009. On February 5, 2010, the court granted NCES's motion to consolidate the two matters. The trial of the consolidated actions was set for March 2012. On October 17, 2011, NCES and the Town held mediated settlement discussions and reached an agreement in principle for the settlement of the litigation between them. The parties then entered into a formal settlement agreement dated as of November 22, 2011. The settlement was conditioned upon approval of a modification of the Town's zoning by the Town's voters at a specially called town meeting. That meeting took place on January 17, 2012, and the zoning changes were approved. The settlement became effective immediately upon approval of the zoning change. Among other things, the settlement results in an expansion of the area in which landfilling is a permitted use, payment of host community fees to the Town, and provision of curbside pickup of residential municipal solid waste and recyclables at no charge to the Town or its residents for the life of the landfill. The litigation with the Town was dismissed with prejudice on January 23, 2012.

On April 29, 2010, NCES filed an application with the New Hampshire Department of Environmental Services ("NHDES") to modify its Stage IV permit to develop nearly all of the remaining undeveloped capacity under that permit. On August 27, 2010, NHDES granted the permit modification, thereby authorizing NCES to develop Stage IV, Phase 2, of the landfill, comprising approximately one million cubic yards of disposal capacity. An administrative appeal of this approval was filed with the New Hampshire Waste Management Council by a group of local citizens that sought to invalidate the approval. NCES sought and obtained dismissal of this appeal on the grounds that the appellants lack standing. On February 14, 2011, NHDES issued construction approval for Stage IV, Phase 2-A, of the landfill, and construction commenced shortly thereafter. The group of local citizens who had appealed the August 27, 2010, permit modification also appealed the construction approval to the Waste Management Council. NCES sought and obtained dismissal of this appeal on the grounds it was untimely filed. The local citizens sought rehearing of the dismissal of both of their appeals, and both motions for rehearing were denied in January 2012. It is our legal judgment that the deadline for timely appealing the decision of the Waste Management Council has passed, and that the decisions of the Waste Management Council are final and non-appealable.

Southbridge Landfill Site Assignment Appeal

On June 9, 2008, the Southbridge Board of Health ("Southbridge BOH") issued a Decision and Statement of Findings pursuant to Massachusetts General Laws ch.111, Sections 150A and 150 A1/2 and 310 CMR 16.00 ("2008 Site Assignment") granting our subsidiary, Southbridge Recycling and Disposal Park, a minor modification to the existing site assignment for the Southbridge Sanitary Landfill (the "Landfill"). The 2008 Site Assignment allows Southbridge Recycling and Disposal Park, subject to numerous conditions, to accept into the Landfill up to 0.4 million tons of waste per year without regard to geographic origin.

On or about July 14, 2008, the Sturbridge Board of Health ("Sturbridge BOH"), an abutting municipality to Southbridge, together with several 10-citizen groups, filed a complaint in Worcester County Superior Court contesting the 2008 Site Assignment (the "Appeal"). The Appeal named as defendants the Southbridge BOH, its individual members and Southbridge Recycling and Disposal Park. On August 21, 2008, Southbridge Recycling and Disposal Park reached a settlement with the Sturbridge BOH, pursuant to which Southbridge Recycling and Disposal Park has funded an escrow account to be controlled by the Sturbridge BOH in the amount of fifty thousand dollars ($50,000). The Sturbridge BOH withdrew as a party to the Appeal on August 22, 2008.

On December 11, 2009, the Worcester County Superior Court dismissed Plaintiffs' complaint following briefing and a court hearing. Plaintiffs appealed that decision, and we filed a joint motion with the Southbridge BOH to dismiss that appeal, contending that the appeal was untimely filed. On November 19, 2010, all parties received Notice from the Appeals Court Clerk's Office that this appeal would be heard by the Massachusetts Supreme Judicial Court, upon its own motion. This hearing occurred on October 4, 2011, and on January 10, 2012, the Supreme Judicial Court issued an opinion dismissing Plaintiff's action and finding in favor of the Southbridge BOH and Southbridge Recycling and Disposal Park on all counts. On January 12, 2012, without explanation, the Supreme Judicial Court "withdrew" its opinion. On February 22, 2012, the Supreme Judicial Court reissued an opinion in the matter, finding for the Southbridge BOH and Southbridge Recycling and Disposal Park and including a decision on the merits of Plaintiff's case in favor of the Southbridge BOH. The case was remanded to the Worcester Superior Court for entry of a judgment of dismissal for lack of standing.

Town of Seneca Matter

Casella Waste Services of Ontario, LLC operates the Ontario County Landfill and recycling facilities located in the Town of Seneca (the "Seneca"), New York, pursuant to an Operation, Management and Lease Agreement with Ontario County (the "OMLA"), and a Host Agreement with Seneca (the "Host Agreement").

On May 6, 2011, Seneca filed a complaint in Ontario County Supreme Court naming Ontario County (the "County") and various of our subsidiaries as defendants, alleging that our subsidiaries and the County breached obligations to Seneca under both the Host Agreement and the OMLA. Seneca's complaint alleged a variety of contract breaches stemming from our decision to pay the County stipulated in-lieu fees for certain projects described in the OMLA rather than constructing those projects. In September 2011, we, the County and Seneca executed a global settlement, and the Seneca's suit was dismissed with prejudice. Under the terms of the settlement, we provided certain construction materials to Seneca valued at $0.1 million and engineering studies completed to date valued at $0.3 million, thus recording a charge against operations of $0.4 million in the second quarter of fiscal year 2012. We also established a protection plan whereby we agree to reimburse certain Seneca residents for approved costs to repair septic systems. Our exposure under this protection plan shall not exceed $0.1 million.

Vermont Attorney General Matter

We entered into an Assurance of Discontinuance ("AOD") with the Vermont Attorney General's Office ("AG") in May 2002, concerning, among other matters, the conduct of our business in Vermont as related to certain contract terms applicable to our small commercial container customers. On March 23, 2010, we received a Civil Investigative Subpoena from the AG requesting information and documents regarding our compliance with the AOD. In the course of responding to the AG's requests, we discovered that some of our small commercial container customers were mistakenly issued contracts which did not strictly comply with the terms of the AOD. This error occurred during a one year period starting in 2009 and ending in 2010, and only a portion of our small commercial container customers in Vermont were affected. We terminated the use of these noncompliant contracts, and issued revised contracts to those affected customers. We had not sought to enforce the terms of any of these contracts.

We worked with the AG to resolve these technical violations of the AOD, and reached an agreement on August 12, 2011 with the AG for us to pay a civil penalty in the amount of $1.0 million, in staged payments starting in September 2011, and concluding on December 30, 2011. This amount was recorded in the first quarter of fiscal year 2012 and all payments to the AG have been made by us. A Revised Final Judgment of Consent and Order was entered on August 15, 2011 (the "Revised Order") by the Vermont Superior Court Washington Unit, Civil Division. The Revised Order extended some of the conditions of the AOD for ten years following entry of the Revised Order, and requires us to institute certain policies, procedures and employee training regimens applicable to our affected Vermont employees to ensure that all contracts used by us for the provision of services to our small commercial container customers comply with the AOD.

Penobscot Energy Recovery Company Matter

On May 31, 2011, we received formal written notice from the Penobscot Energy Recovery Company ("PERC") submitting to arbitration what it alleges is a disputed invoice in the amount of approximately $3.2 million dated March 2, 2011. PERC contended that Pine Tree Waste, Inc., our subsidiary, failed since 2001 to honor a "put-or-pay" waste disposal arrangement. Arbitration of this matter was initiated, but in January 2012 a global settlement was reached in principle and memorialized in a letter of intent dated February 1, 2012, which documented the final terms of the settlement and dismissal of the arbitration action. The final global settlement documents are being drafted. Pursuant to the terms of the settlement no cash payout is required. We anticipate that there may be nonmaterial incremental operational expenses that arise from implementing the terms of the settlement with regard to waste deliveries. We believe that until the terms of the settlement are fully agreed upon and executed and the arbitration dismissed, a loss in the range of zero to $3.2 million is reasonably possible, but not probable.

Environmental Liability

We are subject to liability for environmental damage, including personal injury and property damage, that our solid waste, recycling and power generation facilities may cause to neighboring property owners, particularly as a result of the contamination of drinking water sources or soil, possibly including damage resulting from conditions existing before we acquired the facilities. We may also be subject to liability for similar claims arising from off-site environmental contamination caused by pollutants or hazardous substances if we or our predecessors arrange or arranged to transport, treat or dispose of those materials.

On December 20, 2000, the State of New York Department of Environmental Conservation ("DEC") issued an Order on Consent ("Order") which named Waste-Stream, Inc. ("WSI"), our subsidiary, General Motors Corporation ("GM") and Niagara Mohawk Power Corporation ("NiMo") as Respondents. The Order required that the Respondents undertake certain work on a 25-acre scrap yard and solid waste transfer station owned by WSI, including the preparation of a Remedial Investigation and Feasibility Study (the "Study"). A draft of the Study was submitted to DEC in January 2009 (followed by a final report in May 2009). The Study estimated that the undiscounted costs associated with implementing the preferred remedies will be approximately $10.2 million. On February 28, 2011, the DEC issued a Proposal Remedial Action Plan (the "PRAP") for the site and accepted public comments on the proposed remedy through March 29, 2011. We submitted comments to the DEC on this matter. In April 2011, the DEC issued the final Record of Decision ("ROD") for the site. The ROD was subsequently rescinded by the DEC for failure to respond to all submitted comments. The preliminary ROD, however, estimated that the present cost associated with implementing the preferred remedies would be approximately $12.1 million. The DEC issued the final ROD in June 2011 with proposed remedies consistent with its earlier ROD.

WSI is jointly and severally liable for the total cost to remediate and we initially expected to be responsible for approximately 30% upon implementation of a cost-sharing agreement with NiMo and GM. Based on these estimates, we recorded an environmental remediation charge of $2.8 million in third quarter of fiscal year 2009. In fiscal year 2009, we recognized an additional charge of $1.5 million, representing an additional 15% of the estimated costs, in recognition of the deteriorating financial condition and eventual bankruptcy filing of GM. In fiscal year 2010, we recognized an additional charge of $0.3 million based on changes in the expected timing of cash outflows. Based on the estimated costs in the ROD, and changes in the estimated timing of cash flows, we recorded an environmental remediation charge of $0.5 million in fiscal year 2011. Such charges could be significantly higher if costs exceed estimates. We inflate these estimated costs in current dollars until the expected time of payment and discount the cost to present value using a risk free interest rate (2.7%). At April 30, 2012 and April 30, 2011, we have recorded liabilities of $5.2 million and $5.1 million, respectively, including the recognition of $0.1 million and $0.1 million of accretion expense in the fiscal years ended April 30, 2012 and 2011, respectively.

In September 2011, DEC settled its environmental claim against the estate of the former GM (known as the “Motors Liquidation Trust”) for future remediation costs relating to the WSI site for face value of $3.0 million. In addition, in November 2011 we settled our own claim against the Motors Liquidation Trust for face value of $0.1 million. These claims will be paid by GM in stocks and warrants of the reorganized GM. We expect the warrants to be issued within the first or second quarter of fiscal year 2013. We have not assumed that the payment of these claims will reduce our exposure.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our Class A common stock trades on the Nasdaq Global Select Market (the “NASDAQ Stock Market”) under the symbol “CWST”. The following table sets forth the high and low sale prices of our Class A common stock for the periods indicated as quoted on the NASDAQ Stock Market.

Period	High	Low
Fiscal Year Ending April 30, 2011		
First quarter	$ 5.39	$ 3.20
Second quarter	$ 5.00	$ 3.70
Third quarter	$ 8.18	$ 4.30
Fourth quarter	$ 8.29	$ 6.20
Fiscal Year Ending April 30, 2012		
First quarter	$ 6.99	$ 5.00
Second quarter	$ 6.90	$ 4.50
Third quarter	$ 7.10	$ 5.50
Fourth quarter	$ 7.15	$ 5.73

On May 31, 2012, the high and low sale prices per share of our Class A common stock as quoted on the NASDAQ Stock Market were $5.20 and $5.03, respectively. As of May 31, 2012 there were approximately 500 holders of record of our Class A common stock and two holders of record of our Class B common stock. There is no established trading market for our Class B common stock.

For purposes of calculating the aggregate market value of the shares of common stock held by non-affiliates, as shown on the cover page of this Annual Report on Form 10-K, we have assumed that all the outstanding shares of Class A common stock were held by non-affiliates except for the shares beneficially held by directors and executive officers and funds represented by them.

No dividends have ever been declared or paid on our common stock and we do not anticipate paying any cash dividends on our common stock in the foreseeable future. Our credit facility and indentures restrict the payment of dividends on common stock. The information required by Item 201(d) of Regulation S-K is included in Part III of this Form 10-K.

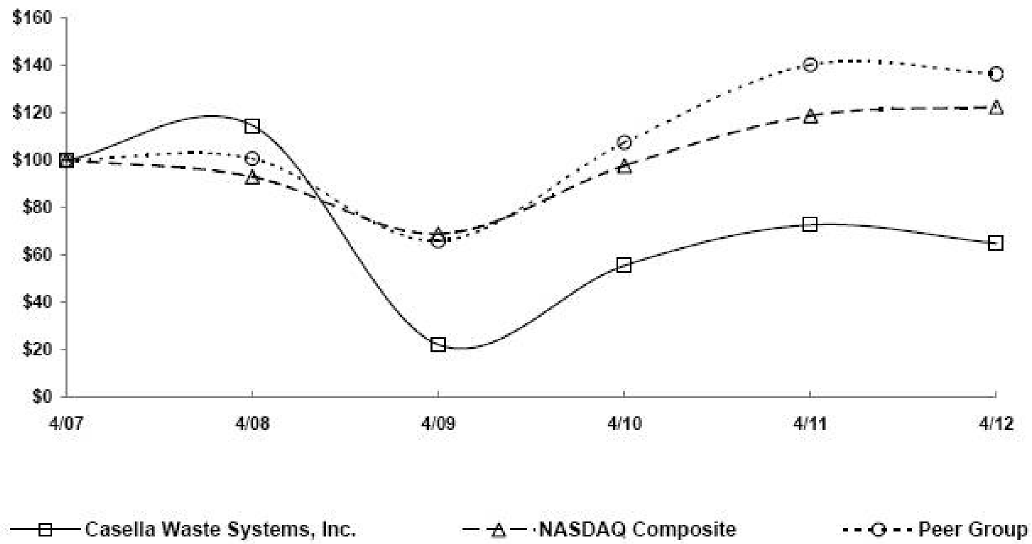
Stock Performance Graph

The following performance graph and related information shall not be deemed "soliciting material" or "filed" with the SEC, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933 or Securities Exchange Act of 1934, each as amended, except to the extent that we specifically incorporate it by reference into such filing.

The stock performance graph below compares the percentage change in cumulative stockholder return on Class A common stock for the period from April 30, 2007 through April 30, 2012, with the cumulative total return on The NASDAQ Stock Market (U.S. & Foreign) Index and our Industry Peer Group on The NASDAQ Stock Market. The stock performance graph assumes the investment on April 30, 2007 of $100.00 in our Class A common stock at the closing price on such date, in The NASDAQ Stock Market (U.S. & Foreign) Index and our Industry Peer Group, and that dividends are reinvested. No dividends have been declared or paid on the Class A common stock.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*

Among Casella Waste Systems, Inc., the NASDAQ Composite Index, and a Peer Group



*$100 invested on 4/30/07 in stock or index, including reinvestment of dividends.
Fiscal year ending April 30.

	April 30, 2007	April 30, 2008	April 30, 2009	April 30, 2010	April 30, 2011	April 30, 2012
Casella Waste Systems, Inc.	$ 100.00	$ 114.62	$ 22.15	$ 55.48	$ 72.69	$ 64.84
NASDAQ Composite	$ 100.00	$ 92.99	$ 68.86	$ 97.61	$ 118.78	$ 122.43
Peer Group (1)	$ 100.00	$ 100.64	$ 65.90	$ 107.40	$ 140.21	$ 136.39

(1) The peer group is comprised of securities of Waste Connections, Inc. and Progressive Waste Solutions. Progressive Waste Solutions was added to the peer group in fiscal year 2012 to replace WCA Waste Corp., which was acquired by a leading infrastructure investment fund and is no longer traded on the NASDAQ Stock Market.

ITEM 6. SELECTED CONSOLIDATED FINANCIAL DATA

The following selected consolidated financial and operating data set forth below with respect to our consolidated statements of operations and cash flows for the fiscal years ended April 30, 2012, 2011 and 2010, and the consolidated balance sheets as of April 30, 2012 and 2011 are derived from the consolidated financial statements included elsewhere in this Form 10-K. The consolidated statements of operations and cash flows data for the fiscal years ended April 30, 2009 and 2008, and the consolidated balance sheet data as of April 30, 2010, 2009 and 2008 are derived from previously filed consolidated financial statements after giving effect to discontinued operations. The data set forth below should be read in conjunction with the "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our consolidated financial statements and notes thereto included elsewhere in this Form 10-K.

	Fiscal Year Ended April 30, (in thousands, except per share data)				
	2012	2011	2010	2009	2008
Statement of Operations Data:					
Revenues	$ 480,815	$ 466,064	$ 457,642	$ 482,851	$ 503,925
Cost of operations	330,754	317,504	303,399	322,605	338,167
General and administration	60,775	64,010	57,476	63,202	69,638
Depreciation and amortization	58,576	58,261	63,619	68,432	73,479
Asset impairment charge	40,746	—	—	355	534
Legal settlement	1,359	3,654	—	—	—
Development project charge	131	—	—		
Environmental remediation charge	—	549	335	4,356	—
Bargain purchase gain	—	(2,975)	—	—	—
Gain on sale of assets	—	(3,502)	—	—	—
Goodwill impairment charge	—	—	—	55,286	—
Hardwick impairment and closing charges	—	—	—	—	1,400
Operating (loss) income	(11,526)	28,563	32,813	(31,385)	20,707
Interest expense, net	45,499	45,858	44,265	33,120	31,952
Other expense, net	20,111	10,626	2,355	1,366	3,410
Loss from continuing operations before income taxes and discontinued operations	(77,136)	(27,921)	(13,807)	(65,871)	(14,655)
Provision (benefit) for income taxes	1,181	(24,217)	2,242	6,247	(3,555)
Loss from continuing operations before discontinued operations	(78,317)	(3,704)	(16,049)	(72,118)	(11,100)
(Loss) income from discontinued operations, net	—	(1,458)	1,011	4,030	4,410
Gain (loss) on disposal of discontinued operations, net	725	43,590	1,180	63	(1,145)
Net (loss) income	(77,592)	38,428	(13,858)	(68,025)	(7,835)
Less: Net loss attributable to noncontrolling interest	(6)	—	—	—	—
Net (loss) income attributable to common stockholders	$ (77,586)	$ 38,428	$ (13,858)	$ (68,025)	$ (7,835)
Basic and diluted net (loss) income per common share (1)	$ (2.90)	$ 1.47	$ (0.54)	$ (2.66)	$ (0.31)
Basic and diluted weighted average common shares outstanding	26,749	26,105	25,731	25,584	25,382

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	Fiscal Year Ended April 30, (in thousands)				
	2012	2011	2010	2009	2008
Other Operating Data:					
Capital expenditures	$ 59,741	$ 55,249	$ 52,834	$ 54,330	$ 68,370
Other Data:					
Cash flows provided by operating activities	$ 63,775	$ 47,091	$ 64,086	$ 69,145	$ 60,981
Cash flows used in investing activities	$ (72,012)	$ (55,764)	$ (63,050)	$ (62,877)	$ (84,933)
Cash flows provided by (used in) financing activities	$ 10,229	$ (117,895)	$ (7,281)	$ (16,408)	$ 4,842
Balance Sheet Data:					
Cash and cash equivalents	$ 4,534	$ 1,817	$ 2,035	$ 1,838	$ 2,814
Working capital deficit, net (2)	$ (25,513)	$ (13,333)	$ (10,190)	$ (2,138)	$ (20,153)
Property, plant and equipment, net	$ 416,717	$ 453,361	$ 457,670	$ 461,027	$ 468,278
Goodwill	$ 101,706	$ 101,204	$ 100,526	$ 100,443	$ 156,829
Total assets	$ 633,743	$ 690,581	$ 754,814	$ 750,962	$ 836,087
Long-term debt, capital, and financing lease obligations, less current maturities	$ 475,199	$ 463,574	$ 564,032	$ 562,665	$ 562,326
Total stockholders' equity	$ 18,231	$ 93,987	$ 50,296	$ 66,310	$ 124,682

(1) Computed on the basis described in Note 1 to the consolidated financial statements included in Item 8 of this Form 10-K.
(2) Working capital deficit, net is defined as current assets, excluding cash and cash equivalents, minus current liabilities.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with the consolidated financial statements and notes thereto, and other financial information, included elsewhere in this Form 10-K. This discussion contains forward-looking statements and involves numerous risks and uncertainties. Our actual results may differ materially from those contained in any forward-looking statements.

Company Overview

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

As of May 31, 2012, we owned and/or operated 32 solid waste collection operations, 31 transfer stations, 17 recycling facilities, nine Subtitle D landfills, four landfill gas-to-energy facilities, one landfill permitted to accept C&D materials, and one waste-to-energy facility. We also hold 50% membership interests in GreenFiber, a joint venture that manufactures markets and sells cellulose insulation made from recycled fiber, and Tompkins, a joint venture that operates a MRF in Tompkins County, New York and processes and sells commodities delivered to the facility, a 51% membership interest in CARES, a joint venture that develops, owns and operates water and leachate treatment projects for the natural gas drilling industry in Pennsylvania and New York, a 19.9%

ownership interest in Evergreen, a surety company which provides surety bonds to secure contractual performance for municipal solid waste collection contracts and landfill closure and post-closure obligations, an 11.9% membership interest in AGreen, a joint venture that brings advanced nutrient management, renewable energy and water technologies to small and medium sized farms, a 6.2% ownership interest RecycleRewards, a company that markets an incentive based recycling service, and a 6.3% ownership interest in GreenerU, a company that delivers energy and sustainability solutions to the college, university and preparatory school market in order to reduce their energy costs and carbon emissions through the formulation of programs and policies and the running of renewable energy projects.

Acquisitions and Divestitures

Acquisitions

There are more than 250 potential acquisition targets within our core service footprint. Beginning in fiscal year 2012, we put in place a dedicated business development team that identifies acquisition candidates, categorizes the opportunity by strategic fit and perceived level of financial accretion, establishes contact with the appropriate decision maker and gathers further information on the acquisition candidate.

We have in the past, and we may in the future, make acquisitions in order to acquire or develop additional disposal capacity. These acquisitions may include "tuck-in" acquisitions within our existing markets, assets that are adjacent to or outside of our existing markets, or larger, more strategic acquisitions. In addition, from time to time, we may acquire businesses that are complementary to our core business strategy. We have had some success in closing smaller tuck-in acquisitions, but face considerable competition for the larger and more meaningful targets. Our limited access to and weighted average cost of capital puts us at a disadvantage, but our strong relationships and reputation in the New England area help to offset these factors.

In fiscal year 2012, we acquired five solid waste hauling operations. We also completed the acquisition of the McKean County landfill business in Pennsylvania by acquiring additional equipment not included in the original transaction. These entities and assets were acquired for total consideration of $2.2 million, including $2.1 million in cash and $0.1 million in holdbacks to sellers.

In fiscal year 2011, we acquired two solid waste hauling operations for $1.1 million in cash and $0.3 million in notes payable and the McKean County landfill business in Pennsylvania in exchange for $0.7 million in cash and the assumption of $1.4 million in liabilities. We acquired the McKean County landfill business out of bankruptcy proceedings and recognized a bargain purchase gain of $3.0 million based on the amount by which the fair value of assets acquired exceeded the purchase price consideration.

In fiscal year 2010, we acquired two solid waste hauling operations for total consideration of $1.6 million, including $0.9 million in cash and $0.6 million in notes payable to the seller and liabilities assumed.

Divestitures

From time to time in the future, we may sell or divest certain other components of our business. These divestitures may be undertaken for a number of reasons, including to generate proceeds to pay down debt, or as a result of a determination that the specified asset will provide inadequate returns to us, or that the asset no longer serves a strategic purpose in connection with our business or if we determine the asset may be more valuable to a third party. We will continue to look to divest certain activities that do not fit into our long term strategy that no longer enhance or complement our core business if the right opportunity presents itself.

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

In fiscal year 2011, we completed the divestiture of our non-integrated recycling assets and select intellectual property assets for $134.2 million in gross proceeds and the sale of the assets of our Trilogy Glass business for cash proceeds of $1.8 million. These transactions resulted in gain (loss) on disposal of discontinued operations (net of tax) of $43.7 million and ($0.1) million, respectively.

The divestiture of our non-integrated recycling assets and select intellectual property assets, included an estimated $3.8 million working capital and other purchase price adjustment, which was subject to further adjustment, as defined in the purchase and sale agreement. The final working capital adjustment, along with additional legal expenses related to the transaction, of $0.6 million, and an additional working capital adjustment of $0.1 million, which related to our subsequent collection of receivable balances that were released to us for collection by the purchaser, were recorded as gain on disposal of discontinued operations (net of tax) in fiscal year 2012.

In fiscal year 2010, we completed the divestiture of our Great Northern Recycling Canadian operation for a settlement amount of $0.4 million in cash and our domestic brokerage operations for a settlement amount of $1.4 million in cash. This resulted in a gain on disposal of discontinued operations (net of tax) of $1.1 million in fiscal year 2010.

In addition, in the third quarter of fiscal year 2010, the contract with our Cape May, New Jersey recycling facility operation expired. The operating results of these operations, including those related to prior years, have been reclassified from continuing to discontinued operations in the accompanying consolidated financial statements. Revenues and (loss) income before income taxes attributable to discontinued operations for fiscal years 2011 and 2010 are as follows (in millions):

	Fiscal Year Ended April 30,	
	2011	2010
Revenues	$ 62.5	$ 66.2
(Loss) income before income taxes	$ (2.3)	$ 1.9

In fiscal year 2011, we also completed the sale of certain assets in Southeastern Massachusetts for a total consideration of $7.8 million, with cash proceeds of $7.5 million. We recorded a gain on sale of assets of $3.5 million.

Results of Operations

The following table summarizes our revenues and cost and expenses from continuing operations for the fiscal years ended April 30, 2012, 2011 and 2010 (in millions and as a percentage of revenue):

	Fiscal Year Ended April 30,					
	2012	% of Revenue	2011	% of Revenue	2010	% of Revenue
Revenues	$ 480.8	100.0%	$ 466.1	100.0%	$ 457.6	100.0%
Operating expenses:						
Cost of operations	330.7	68.8%	317.5	68.1%	303.4	66.3%
General and administration	60.8	12.6%	64.0	13.7%	57.5	12.6%
Depreciation and amortization	58.6	12.2%	58.3	12.5%	63.6	13.9%
Asset impairment charge	40.7	8.5%	3.7	0.8%	—	0.0%
Legal settlement	1.4	0.3%	—	0.0%	—	0.0%
Development project charge	0.1	0.0%	—	0.0%	—	0.0%
Environmental remediation charge	—	0.0%	0.5	0.1%	0.3	0.1%
Bargain purchase gain	—	0.0%	(3.0)	-0.6%	—	0.0%
Gain on sale of assets	—	0.0%	(3.5)	-0.8%	—	0.0%
Operating (loss) income	(11.5)	-2.4%	28.6	6.1%	32.8	7.2%
Other expense/(income), net:						
Interest expense, net	45.5	9.5%	45.9	9.8%	44.3	9.7%
Loss from equity method investments	10.0	2.1%	4.1	0.9%	2.7	0.6%
Impairment of equity method investment	10.7	2.2%	—	0.0%	—	0.0%
Loss on debt refinancing	0.3	0.1%	7.4	1.6%	0.5	0.1%
Other income	(0.9)	-0.2%	(0.9)	-0.2%	(0.9)	-0.2%
Provision (benefit) for income taxes	1.2	0.2%	(24.2)	-5.2%	2.2	0.5%
Loss from continuing operations	$ (78.3)	-16.3%	$ (3.7)	-0.8%	$ (16.0)	-3.5%

Revenues

We manage our solid waste operations, which include a full range of solid waste services, on a geographic basis through two regional operating segments, which we designate as the Eastern and Western regions. Revenues in our Eastern and Western regions consist primarily of fees charged to customers for solid waste disposal and collection, landfill, landfill gas-to-energy, waste-to-energy, transfer, organics and recycling services. We derive a substantial portion of our collection revenues from commercial, industrial and municipal services that are generally performed under service agreements or pursuant to contracts with municipalities. The majority of our residential collection services are performed on a subscription basis with individual households. Landfill, waste-to-energy facility and transfer customers are charged a tipping fee on a per ton basis for disposing of their solid waste at our disposal facilities and transfer stations. We also generate and sell electricity under a contract at our waste-to-energy facility and at certain of our landfill facilities. In addition, revenues from our Recycling segment consist of revenues from the sale of recyclable commodities and operations and maintenance contracts of recycling facilities for municipal customers. Revenues from our Other segment are made up of ancillary revenues including major customer accounts.

Our revenues are shown net of inter-company eliminations. We typically establish our inter-company transfer pricing based upon prevailing market rates. The table below shows, for the periods indicated, the percentages and dollars (in millions) of revenue attributable to services provided.

	Fiscal Year Ended April 30,					
	2012		2011		2010	
Collection	$ 205.3	42.7%	$ 199.9	42.9%	$ 204.2	44.6%
Disposal	123.6	25.7%	118.8	25.5%	119.6	26.1%
Power generation	11.9	2.4%	12.9	2.7%	15.6	3.5%
Organics and processing	53.8	11.2%	50.5	10.9%	44.0	9.6%
Solid waste operations	394.6	82.0%	382.1	82.0%	383.4	83.8%
Major accounts	38.3	8.0%	40.4	8.7%	38.7	8.5%
Recycling	47.9	10.0%	43.6	9.3%	35.5	7.7%
Total revenues	$ 480.8	100.0%	$ 466.1	100.0%	$ 457.6	100.0%

Our revenues increased $14.7 million, or 3.2%, and $8.5 million, or 1.9%, for the fiscal years ended April 30, 2012 and 2011, respectively. The following table provides details associated with the period-to-period change in revenues (dollars in millions) attributable to services provided:

	Period-to-Period Change Fiscal Year 2012 vs. 2011		Period-to-Period Change Fiscal Year 2011 vs. 2010	
	Amount	% of Growth	Amount	% of Growth
Solid Waste Operations:				
Price	$ 5.1	1.0%	$ 0.4	0.1%
Volume	3.0	0.7%	11.6	2.5%
Commodity price & volume	1.2	0.3%	—	0.0%
Acquisitions & divestitures	3.2	0.7%	(4.5)	-1.0%
Closed landfills	—	0.0%	(8.8)	-1.9%
Total Solid Waste	12.5	2.7%	(1.3)	-0.3%
Major Accounts	(2.1)	-0.4%	1.7	0.4%
Recycling Operations:				
Commodity price	4.3	0.9%	7.9	1.7%
Commodity volume	—	0.0%	0.2	0.1%
Total Recycling	4.3	0.9%	8.1	1.8%
Total Revenue Growth	$ 14.7	3.2%	$ 8.5	1.9%

Solid waste revenues

- The price change component in total solid waste revenues growth for the fiscal year ended April 30, 2012 is primarily the result of $5.1 million from favorable collection pricing, $0.1 million from favorable organics and processing pricing and ($0.1) million from unfavorable disposal pricing. The price change component in total solid waste revenues growth for the fiscal year ended April 30, 2011 is primarily the result of $1.4 million from favorable collection pricing, $0.1 million from favorable organics and processing pricing and ($1.1) million from unfavorable disposal pricing.

- The volume change component in total solid waste revenues growth for the fiscal year ended April 30, 2012 is primarily the result of $3.2 million from disposal volume increases, $0.9 million from organics and processing volume increases and ($1.1) million from collection volume decreases. The volume change component in total solid waste revenues growth for the fiscal year ended April 30, 2011 is primarily the result of $13.3 million from disposal volume increases, $3.6 million from organics and processing volume increases and ($5.3) million from collection volume decreases.

- The commodity price and volume change component in total solid waste revenues growth for the fiscal year ended April 30, 2012 is primarily the result of $2.1 million from favorable commodity pricing and ($0.9) million from commodity volume decreases. The commodity price and volume change component in total solid waste revenues growth for the fiscal year ended April 30, 2011 showed no growth as a result of ($1.1) million from unfavorable commodity pricing and $1.1 million from commodity volume increases.

- The acquisitions and divestitures change component in total solid waste revenues growth for the fiscal year ended April 30, 2012 is primarily the result of $4.5 million from acquisitions and ($1.3) million from divestitures. The acquisitions and divestitures change component in total solid waste revenues growth for the fiscal year ended April 30, 2011 is primarily the result of $1.9 million from acquisitions and ($6.4) million from divestitures.

Major accounts and recycling revenues

- The change in major accounts revenues growth for the fiscal year ended April 30, 2012 is primarily the result of ($2.1) million from volume declines. The change in major accounts revenues for the fiscal year ended April 30, 2011 is the result of $1.8 million from volume increases offset slightly by unfavorable pricing.

- The change in recycling revenues for the fiscal year ended April 30, 2012 and 2011 is primarily the result of favorable commodity prices in the marketplace.

Operating Expenses

Cost of Operations

Cost of operations includes labor, tipping fees paid to third-party disposal facilities, fuel, maintenance and repair of vehicles and equipment, workers' compensation and vehicle insurance, the cost of purchasing materials to be recycled, third-party transportation expense, district and state taxes, host community fees and royalties. Cost of operations also includes accretion expense related to landfill capping, closure and post closure, leachate treatment and disposal costs and depletion of landfill operating lease obligations.

Our cost of operations expense increased $13.2 million, or 4.2%, and $14.1 million, or 4.6%, for the fiscal years ended April 30, 2012 and 2011, respectively. In the fiscal years ended April 30, 2012 and 2011, cost of operations expense increased as a percentage of revenues when compared to the comparable prior fiscal years from 68.1% to 68.8% and from 66.3% to 68.1%.

The change in our cost of operations during the fiscal year ended April 30, 2012 can largely be attributed to the following:

- *Direct operational costs.* Direct operational costs increased $2.5 million for the fiscal year ended April 30, 2012. The increase in fiscal year ended April 30, 2012 is primarily the result of $1.2 million in increased leachate disposal costs due to higher rainfall amounts at our landfills, $1.0 million in increased other operating costs associated primarily with a commodities marketing agreement, $0.6 million in increased depletion of landfill operating lease obligations and $0.7 million in increased landfill operating costs related primarily to engineering and grounds maintenance costs, offset by a $0.8 million decrease in host and royalty fees.

- *Hauling costs.* Hauling costs increased $5.6 million for the fiscal year ended April 30, 2012. The increase in fiscal year ended April 30, 2012 is primarily the result of $2.7 million in increased transportation costs associated with higher organics and processing volumes and $3.0 million in increased transportation costs associated with higher disposal volumes related to landfill brokerage services, transfer station activity and transportation services to third-party customers.

- *Fuel costs.* Fuel costs increased $3.7 million for the fiscal year ended April 30, 2012 due primarily to higher average fuel prices for the fiscal year ended April 30, 2012.

- *Purchased materials.* Direct costs related to purchased materials increased $1.5 million for the fiscal year ended April 30, 2012. The increase in fiscal year ended April 30, 2012 is primarily the result of higher recycling commodity prices for much of fiscal year 2012 and increased costs of purchased scrap metals.

The change in our cost of operations during the fiscal year ended April 30, 2011 can largely be attributed to the following:

- *Purchased materials.* Direct costs related to purchased materials increased $4.5 million for the fiscal year ended April 30, 2011, primarily the result of higher recycling commodity prices.

- *Direct operational costs.* Direct operational costs increased $4.2 million for the fiscal year ended April 30, 2011. The increase in fiscal year ended April 30, 2011 is primarily the result of $0.8 million in increased leachate disposal costs, $1.0 million in increased depletion of landfill operating lease obligations, $0.4 million in increased landfill operating costs, $0.5 million in host and royalty fees, as well as a $0.9 million lower gain on sale of equipment. Cost increases were partially offset by $0.2 million in decreased auto insurance costs and $0.2 million in decreased registration and permitting costs.

- *Fuel costs.* Fuel costs increased $3.0 million for the fiscal year ended April 30, 2011. Average fuel prices for the fiscal year ended April 30, 2011 continued to increase compared to the prior fiscal year.

- *Hauling costs.* Hauling costs increased $1.4 million for the fiscal years ended April 30, 2011. The increase in fiscal year ended April 30, 2011 is primarily the result of increased transportation costs associated with higher solid waste volumes.

- *Vehicle maintenance costs.* Vehicle maintenance costs increased $1.0 million for the fiscal year ended April 30, 2011. The increase in fiscal year ended April 30, 2011is primarily the result of fleet maintenance associated with higher volumes and higher costs for maintenance parts.

General and Administration

General and administration expenses include management, clerical and administrative compensation and overhead, professional services and costs associated with marketing, sales force and community relations efforts.

Our general and administration expense decreased $3.2 million, or 5.0%, and increased $6.5 million, or 11.3%, for the fiscal years ended April 30, 2012 and 2011, respectively. In the fiscal years ended April 30, 2012 and 2011, general and administration expenses fluctuated as a percentage of revenues when compared to the comparable prior fiscal years from 13.7% to 12.6% and from 12.6% to 13.7%.

The change in our general and administration expense during the fiscal year ended April 30, 2012 can largely be attributed to the following:

- *Labor and related benefits.* Labor and related benefit costs decreased $3.0 million for the fiscal year ended April 31, 2012. The decrease in fiscal year ended April 30, 2012 is primarily the result of the $3.5 million one-time discretionary bonus in the fourth quarter of fiscal year 2011.

The change in our general and administration expense during the fiscal year ended April 30, 2011 can largely be attributed to the following:

- *Labor and related benefits.* Labor and related benefit costs increased $4.4 million for the fiscal year ended April 31, 2011. The increase in fiscal year ended April 30, 2011 is primarily the result of $1.1 million in higher salaries and the granting of a $3.5 million discretionary bonus in the fourth quarter of fiscal year 2011. Cost increases were partially offset by $0.4 million in reduced equity compensation costs associated primarily with a reduction to our expected performance attainment levels related to certain performance based restricted stock units in fiscal year 2011.

- *Legal and consulting costs.* Legal and consulting costs increased $0.9 million for the fiscal year ended April 30, 2011 due to various ongoing legal matters.

- *Advertising costs.* Advertising costs increased $0.7 million for the fiscal year ended April 30, 2011 associated with new business development.

- *Bad debt expense.* Bad debt expense decreased $0.8 million for the fiscal year ended April 30, 2011. The fluctuation in bad debt expense is due to improved collection efforts.

Depreciation and Amortization

Depreciation and amortization expense includes depreciation of fixed assets over the estimated useful life of the assets using the straight-line method, amortization of landfill airspace assets under the units-of-consumption method, and the amortization of intangible assets (other than goodwill) with a definite useful life using the straight-line method over the definitive terms of the related agreements. We amortize landfill retirement assets through a charge to cost of operations using a straight-line rate per ton as landfill airspace is utilized. The amount of landfill amortization expense related to airspace consumption can vary materially from landfill to landfill depending upon the purchase price and landfill site and cell development costs. We amortize or depreciate all fixed and intangible assets, other than goodwill, to a zero net book value, and do not apply a salvage value to any fixed assets.

We capitalize certain direct landfill development costs, such as engineering, permitting, legal, construction and other costs associated directly with the expansion of existing landfills. Additionally, we also capitalize certain third party expenditures related to development projects and pending acquisitions, such as legal and engineering costs. We routinely evaluate all such capitalized costs, and expense those costs related to projects not likely to be successful. Internal and indirect landfill development and acquisition costs, such as executive and corporate overhead, public relations and other corporate services, are expensed as incurred.

We have material financial obligations relating to capping, closure and post-closure costs of our existing landfills and disposal facilities. We have provided accruals for these future financial obligations based on engineering estimates of consumption of permitted landfill airspace over the useful life of any such landfill. There can be no assurance that our financial obligations for capping, closure or post-closure costs will not exceed the amount accrued and reserved or amounts otherwise receivable pursuant to trust funds.

Our depreciation and amortization expense increased $0.3 million, or 0.5%, and decreased $5.3 million, or 8.3%, for the fiscal years ended April 30, 2012 and 2011, respectively. In the fiscal year ended April 30, 2012, depreciation and amortization expense decreased as a percentage of revenues when compared to the prior fiscal years from 12.5% to 12.2%. In the fiscal year ended April 30, 2012, depreciation expense increased by $1.9 million due to timing and increased capital expenditures. Landfill amortization expense decreased by $1.4 million primarily due to rate changes and waste mix, which more than offset increased volumes. In the fiscal year ended April 30, 2011, depreciation and amortization expense decreased as a percentage of revenue when compared to the prior fiscal year period from 13.9% to 12.5%. In the fiscal year ended April 30, 2011, landfill amortization expense decreased by $3.6 million primarily due to lower volumes and the closure of the Pinetree facility. Depreciation expense decreased by $1.9 million due to timing, fixed asset sales and divestiture activity.

Asset Impairment Charge

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

In fiscal year 2011, we recorded an impairment charge of $3.7 million related to a recycling processing facility as the fair value of the asset group was determined to be less than the carrying amount of the asset group. The fair value of the asset group was determined using a discounted cash flow analysis and estimates about the future cash flows of the asset group. The analysis included a determination of an appropriate discount rate, the amount and timing of expected future cash flows and growth rates. The cash flows employed in our discounted cash flow analysis are based on financial forecasts developed internally by management. The discount rate used was commensurate with the risks involved.

Legal Settlement

In the fiscal year ended April 30, 2012, our legal settlement expense increased $1.4 million due to legal settlements with Town of Seneca, New York and the Vermont Attorney General's Office. In fiscal year 2012, we reached settlements with the Town of Seneca, New York for $0.4 million and the Vermont Attorney General's Office for $1.0 million. See Note 10 for additional disclosure.

Development Project Charge

In fiscal year 2012, we recorded a charge of $0.1 million in deferred costs associated with certain development projects no longer deemed viable.

Environmental Remediation Charge

In fiscal year 2011, we recorded an environmental remediation charge of $0.5 million associated with changes in expected cash flows for our share of the work associated with a consent order issued by the State of New York to remediate the scrap yard and solid waste transfer station owned by Waste-Stream, Inc., a subsidiary of ours in the Western region. In fiscal year 2010, we had recorded a $0.3 million charge for this remediation work based on changes in expected cash flows for our share of the work. See Note 10 for disclosure over the Environmental Liability.

Bargain Purchase Gain

In fiscal year 2011, we acquired the McKean County landfill business in Pennsylvania in exchange for $0.7 million in cash and the assumption of $1.4 million in liabilities. We acquired the McKean County landfill business out of bankruptcy proceedings and recognized a bargain purchase gain of $3.0 million based on the amount by which the fair value of assets acquired exceeded the purchase price consideration.

Gain on Sale of Assets

In fiscal year 2011, we completed the divestiture of the assets of our Cape Cod, Massachusetts operations along with the assets of our Rochester, Massachusetts transfer station. Total consideration for this sale amounted to $7.8 million with cash proceeds of $7.5 million. We recorded a gain on this sale of assets of $3.5 million.

Other Expenses

Interest Expense, net

Our interest expense, net decreased $0.4 million, or 0.9%, and increased $1.6 million, or 3.6%, for the fiscal years ended April 30, 2012 and 2011, respectively. In the fiscal years ended April 30, 2012 and 2011, interest expense, net fluctuated from 9.8% to 9.5% and from 9.7% to 9.8% as a percentage of revenues when compared to the comparable prior fiscal year period.

The change in interest expense, net during the fiscal year ended April 30, 2012 can largely be attributed to lower interest rates related to the refinancing of our amended and restated senior secured credit facility (the “2011 Revolver”) in March 2011 and the offering of our 7.75% senior subordinated notes due 2019 (the “2019 Notes”) in February 2011. Interest expense reductions related to lower interest rates in the fiscal year ended April 30, 2012 were partially offset by increased interest expense associated with higher average debt balances in the current fiscal year.

The change in interest expense, net during the fiscal year ended April 30, 2011 can largely be attributed to higher average interest rates associated with our Second Lien Notes, which were issued in July 2009, partially offset by lower rates associated with the refinancing of the 2011 Revolver in March 2011 and the offering of the 2019 Notes in February 2011.

Loss from Equity Method Investments

Our loss from equity method investments increased $5.9 million and $1.4 million for the fiscal years ended April 30, 2012 and 2011, respectively. Our equity method investments consist of the following investments:

- *GreenFiber*. The increase in fiscal year ended April 30, 2012 is largely due to GreenFiber impairing the entire amount of their goodwill. We recorded our portion of the goodwill impairment charge of $5.1 million as part of the loss on equity method investment in fiscal year 2012. The remainder of the change and the increase in fiscal year 2011 relates to the operational performance of GreenFiber, which continues to be negatively affected by a depressed housing market and the lack of new home construction.

- *Tompkins County.* We account for our 50% membership interest in Tompkins, which was formed and began operations in fiscal year 2012, using the equity method of accounting. Our portion of the reported income from Tompkins for fiscal year 2012 was immaterial.

Impairment of Equity Method Investment

As of December 31, 2011, GreenFiber performed a test for goodwill impairment. Based on the analysis performed, we determined that the current book value of our investment in GreenFiber exceeded its fair value. The analysis calculated GreenFiber's fair value based on the income approach using discounted cash flows taking into account current expectations for asset utilization, housing starts and the remaining useful life of related assets. We recorded a charge of $10.7 million as impairment on equity method investment in fiscal year 2012.

Loss on Debt Extinguishment

In fiscal year 2012, we recorded a charge of $0.3 million as a loss on debt extinguishment related to the non-cash write off of unamortized deferred financing costs associated with the original issuance by the Finance Authority of Maine of $25.0 million aggregate principal amount of its Solid Waste Disposal Revenue Bonds Series 2005 (the "Bonds"). On February 1, 2012, we converted the interest rate to a fixed rate through January 31, 2017 using a conversion option, and remarketed, $21.4 million aggregate principal of the Bonds.

In fiscal year 2011, we recorded a charge of $7.4 million as a loss on debt extinguishment associated with fiscal year 2011 refinancing efforts, which include the write off of $1.4 million and $1.8 million in deferred financing costs associated with the senior secured term B loan due April 9, 2014 (the "2009 Term Loan") and the 9.75% senior subordinated notes due February 1, 2013 (the "2013 Notes"), the write-off of the $5.0 million discount and $1.7 million premium associated with the 2009 Term Loan and 2013 Notes, a $1.0 million gain associated with the discount on the tender of the 2013 Notes and a $1.8 million loss associated with the consent payment on the 2013 Notes. Also included in this loss is a change attributable to the $0.1 million non-cash write-off of unamortized financing costs associated with the repayment of financing lease obligations and other costs.

In fiscal year 2010, we recorded a charge of $0.5 million as a loss on debt extinguishment related to the non-cash write off of unamortized deferred financing costs associated with the refinancing of our previous senior credit facility.

Provision (Benefit) for Income Taxes

Provision (benefit) for income taxes from continuing operations increased $25.4 million in fiscal year 2012 to $1.2 million from ($24.2) million in fiscal year 2011, and decreased $26.4 million in fiscal year 2011 to ($24.2) million from $2.2 million in fiscal year 2010. The variance between the years primarily results from recognizing in 2011 the tax benefit for utilization of net operating loss carryforwards and other deferred tax assets against the gain on the disposal of discontinued operations. The 2012 tax provision includes a $1.4 million deferred tax provision, due mainly to the increase in the deferred tax liability for indefinite lived assets. Since we cannot determine when this deferred tax liability will reverse, this amount cannot be used as a future source of taxable income against which to benefit deferred tax assets.

Discontinued Operations

(Loss) Income from Discontinued Operations, net

Discontinued operations in the fiscal years ended April 30, 2011 and 2010 was the result of two separate transactions completed in fiscal year 2011; the sale of non-integrated recycling assets and select intellectual property assets and the sale of the Trilogy Glass business. The fiscal year ended April 30, 2010 also includes the results of operations associated with the Cape May, New Jersey recycling operation due to the expiration of our contract.

The operating results of the operations discussed above have been included in discontinued operations in the accompanying consolidated financial statements.

Gain on Disposal of Discontinued Operations, net

Our gain on disposal of discontinued operations in the fiscal year ended April 30, 2011 was the result of two separate transactions in fiscal year 2011; the sale of non-integrated recycling assets and select intellectual property assets to ReCommunity, the company formed by Pegasus Capital Advisors, L.P. and Intersection LLC as a part of the divestiture, and the sale of the Trilogy Glass business. We completed the divestiture of our non-integrated recycling assets and select intellectual property assets in the fourth quarter of fiscal year 2011 for $134.2 million in gross proceeds. This resulted in a gain on disposal of discontinued operations of $43.7 million (net of tax) in fiscal year 2011. We completed the sale of the assets of the Trilogy Glass business for cash proceeds of $1.8 million. This resulted in a loss of $0.1 million (net of tax) was recorded to gain on disposal of discontinued operations in fiscal year 2011.

Our gain on disposal of discontinued operations in the fiscal year ended April 30, 2012 was the result of the following fiscal year 2011 transactions; an additional working capital adjustment of $0.1 million (net of tax), which related to our subsequent collection of receivable balances that were released to us for collection by ReCommunity, and a working capital adjustment combined with other legal expenses totaling $0.6 million (net of tax) related to the sale to ReCommunity.

Our gain on disposal of discontinued operations in the fiscal year ended April 30, 2010 was the result of a nominal true-up of certain liabilities associated with the MTS Environmental site, a soils processing operation in the Eastern region whose operations were terminated in fiscal year 2008, the divestiture of our Great Northern Recycling Canadian operation in the third quarter of fiscal year 2010 for a settlement amount of $0.4 million in cash, and the divestiture of our domestic brokerage operations for a settlement amount of $1.4 million in cash. We had previously accounted for these transactions as assets under contractual obligation. This resulted in a gain on disposal of discontinued operations of $1.1 million (net of tax) for fiscal year 2010.

Segment Reporting

The following table provides revenues and operating (loss) income (in millions) based on our segments for the fiscal years ended April 30 2012, 2011 and 2010:

	Revenues			Operating (Loss) Income		
	Fiscal Year Ended April 30,					
Segment	**2012**	**2011**	**2010**	**2012**	**2011**	**2010**
Eastern	$ 173.0	$ 167.3	$ 177.3	$ (42.8)	$ (5.0)	$ (0.1)
Western	215.2	210.3	201.8	29.6	32.2	33.5
Recycling	47.9	43.6	35.5	5.4	4.1	1.9
Other	44.7	44.9	43.0	(3.7)	(2.7)	(2.5)
Total	$ 480.8	$ 466.1	$ 457.6	$ (11.5)	$ 28.6	$ 32.8

Eastern Region

Our Eastern region revenues increased $5.7 million, or 3.4%, and decreased $10.0 million, or 5.6%, for the fiscal years ended April 30, 2012 and 2011, respectively. The following table provides details associated with the period-to-period change in revenues (dollars in millions) attributable to services provided:

	Period-to-Period Change Fiscal Year 2012 vs. 2011		Period-to-Period Change Fiscal Year 2011 vs. 2010	
Eastern Region	**Amount**	**% of Growth**	**Amount**	**% of Growth**
Price	$ 2.3	1.4%	$ 0.7	0.4%
Volume	4.9	2.9%	5.6	3.2%
Commodity price & volume	(0.2)	-0.1%	(2.0)	-1.1%
Acquisitions & divestitures	(1.3)	-0.8%	(5.5)	-3.1%
Closed landfills	—	0.0%	(8.8)	-5.0%
Total Solid Waste	$ 5.7	3.4%	$ (10.0)	-5.6%

- The price change component in Eastern region solid waste revenue growth for the fiscal year ended April 30, 2012 is primarily the result of $1.8 million from favorable collection pricing, $0.3 million from favorable disposal pricing and $0.1 million from favorable organics and processing pricing. The price change component in Eastern region solid waste revenue growth for the fiscal year ended April 30, 2011 is primarily the result of $0.7 million from favorable collection pricing, $0.1 million from favorable organics and processing pricing and ($0.1) million from unfavorable disposal pricing.

- The volume change component in Eastern region solid waste revenue growth for the fiscal year ended April 30, 2012 is primarily the result of $3.9 million from disposal volume increases, $0.8 million from organics and processing volume increases and $0.2 million from collection volume increases. The volume change component in Eastern region solid waste revenue growth for the fiscal year ended April 30, 2011 is primarily the result of $3.3 million from organics and processing volume increases, $2.9 million from disposal volume increases and ($0.7) million from collection volume decreases.

- The commodity price and volume change component in Eastern region solid waste revenue growth for the fiscal year ended April 30, 2012 is primarily the result of ($1.3) million from commodity volume decreases and $1.1 million from favorable commodity pricing. The commodity price and volume change component in Eastern region solid waste revenue growth for the fiscal year ended April 30, 2011 is primarily the result of ($2.4) million from unfavorable commodity pricing and $0.4 million from commodity volume increases.

- The acquisitions and divestitures change component in Eastern region solid waste revenue growth for the fiscal year ended April 30, 2012 is the result of ($1.3) million from divestitures. The acquisitions and divestitures change component in Eastern region solid waste revenue growth for the fiscal year ended April 30, 2011 is primarily the result of ($6.4) million from divestitures and $0.9 million from acquisitions.

Eastern region operating income for the fiscal year ended April 30, 2012 decreased $37.8 million due primarily to a $40.7 million impairment charge to the Maine Energy asset group in fiscal year 2012. The remaining operating income improvement is due primarily to a $2.6 million decrease in general and administration costs, offset partially by increased cost of operations primarily as a result of a $1.3 million increase in fuel costs. The $2.6 million decrease in general and administration expenses is primarily associated with a decrease in labor, benefits and personnel costs of $1.2 million, legal fees of $0.3 million and an aggregate decrease in other general and administration costs.

Eastern region operating income for the fiscal year ended April 30, 2011 decreased $4.9 due primarily to a $10.0 million decrease in revenues combined with a $3.7 million impairment of long lived assets along with increased maintenance and fuel costs. This was offset by lower landfill amortization due to the closure of our Pinetree landfill and lower hauling costs.

Western Region

Our Western region revenues increased $4.9 million, or 2.3%, and $8.5 million, or 4.2%, for the fiscal years ended April 30, 2012 and 2011, respectively. The following table provides details associated with the period-to-period change in revenues (dollars in millions) attributable to services provided:

	Period-to-Period Change Fiscal Year 2012 vs. 2011		Period-to-Period Change Fiscal Year 2011 vs. 2010	
Western Region	**Amount**	**% of Growth**	**Amount**	**% of Growth**
Price	$ 2.8	1.3%	$ (0.3)	-0.2%
Volume	(3.8)	-1.8%	5.8	2.9%
Commodity price & volume	1.4	0.7%	2.0	1.0%
Acquisitions & divestitures	4.5	2.1%	1.0	0.5%
Total Solid Waste	$ 4.9	2.3%	$ 8.5	4.2%

- The price change component in Western region solid waste revenue growth for the fiscal year ended April 30, 2012 is primarily the result of $3.3 million from favorable collection pricing and ($0.4) million from unfavorable disposal pricing.

The price change component in Western region solid waste revenue growth for the fiscal year ended April 30, 2011 is primarily the result of $0.6 million from favorable collection pricing and ($0.9) million from unfavorable disposal pricing.

- The volume change component in Western region solid waste revenue growth for the fiscal year ended April 30, 2012 is primarily the result of ($2.5) million from disposal volume decreases, ($1.3) million from collection volume decreases and $0.1 million from processing and volume increases. The volume change component in Western region solid waste revenue growth for the fiscal year ended April 30, 2011 is primarily the result of $10.1 million from disposal volume increases, $0.3 million from processing volume increases and ($4.6) million from collection volume decreases.

- The commodity price and volume change component in Western region solid waste revenue growth for the fiscal year ended April 30, 2012 is primarily the result of $0.9 million from favorable commodity pricing and $0.4 million from commodity volume increases. The commodity price and volume change component in Western region solid waste revenue growth for the fiscal year ended April 30, 2011 is primarily the result of $1.3 million from favorable commodity pricing and $0.7 million from commodity volume increases.

- The acquisitions and divestitures change component in Western region solid waste revenue growth for the fiscal year ended April 30, 2012 is primarily the result of $4.5 million from acquisitions. The acquisitions and divestitures change component in Western region solid waste revenue growth for the fiscal year ended April 30, 2011 is the result of $1.0 million from acquisitions.

Western region operating income for the fiscal year ended April 30, 2012 decreased by $2.6 million. The reduction of operating income for the fiscal year ended April 30, 2012 is primarily due to a $3.0 million gain on a bargain purchase related to the McKean landfill business and a $0.5 million environmental remediation charge recorded in fiscal year 2011. The increased revenues, the $1.6 million in decreased general and administration expense related primarily to decreased labor, personnel and benefit costs, the $1.3 million in decreased depreciation and amortization expense related primarily to decreased landfill amortization expense, were offset by increased cost of operations related primarily to $2.2 million in increased fuel costs, $2.1 million in increased hauling and transportation costs, $1.5 million in increased leachate disposal costs, $0.9 million in increased landfill operating costs, $1.0 million in increased facility costs and $0.7 million in increased vehicle maintenance costs.

Western region operating income for the fiscal year ended April 30, 2011 decreased $1.3 million despite the fact that revenues increased $8.5 million and we recorded a $3.0 million gain on bargain purchase related to the McKean landfill business in fiscal year 2011. Cost of operations went up as a result of a $2.1 million increase in fuel costs, a $1.4 million increase in transportation costs, a $1.3 million increase in leachate disposal costs and a $0.8 million increase in host and royalty fees. General and administration expense increased $5.1 million associated primarily with legal fees, incentive compensation costs and other overhead costs.

Recycling

Recycling revenues increased $4.3 million, or 9.9%, and $8.1 million, or 22.8%, for the fiscal years ended April 30, 2012 and 2011, respectively. Recycling revenue growth for the fiscal year ended April 30, 2012 and 2011 is the result of favorable commodity pricing due to higher commodity prices in the marketplace during fiscal year 2012 and 2011.

Recycling operating income for the fiscal year ended April 30, 2012 increased by $1.3 million due primarily to $4.3 million in revenue growth associated with favorable commodity prices offset partially by $2.7 million in increased cost of operations related to increased recycled material costs of $1.0 million, increased commodities marketing agreement costs of $0.7 million and increased facility costs of $0.6 million and increased depreciation expense of $0.4 million.

Recycling operating income for the fiscal year ended April 30, 2011 increased by $2.2 million due primarily to an $8.1 million increase in revenues associated with favorable commodity prices, which exceeded the correlated increase in purchased material costs.

Other

Other revenues decreased $0.2 million, or 0.0%, and $1.9 million, or 4.4%, in the fiscal years ended April 30, 2012 and 2011, respectively. The reduction in Other revenues for the fiscal year ended April 30, 2012 was driven by volume declines from major accounts customers, substantially offset by increased transportation volumes. The growth in Other revenues for the fiscal year ended April 30, 2011 is primarily the result of $1.8 million from major accounts volume increases offset slightly by unfavorable pricing and $0.2 million from transportation volume increases.

Other operating income for the fiscal year ended April 30, 2012 decreased $1.0 million due to the $1.0 million legal settlement associated with the Vermont Attorney General Matter in fiscal year 2012 and increased general and administration costs, offset partially by decreased cost of operations. The increased general and administration costs are related primarily to a $1.6 million increase in personnel costs, a $0.5 million increase in professional fees due to increased consulting costs, a $0.4 million increase in benefits and taxes, offset partially by a $2.1 million decrease in incentive compensation costs. The decreased cost of operations are related primarily to a $0.7 increase in direct costs, which relate primarily to a decrease in hauling and transportation costs.

Other operating income for the fiscal year ended April 30, 2011 decreased $0.2 million due primarily to $1.9 million in favorable revenue growth related to improved major accounts revenue volumes being exceeded by the increase in cost of operations related primarily to a $2.8 million increase in transportation costs.

Liquidity and Capital Resources

Our business is capital intensive. Our capital requirements include acquisitions, fixed asset purchases and capital expenditures for landfill development and cell construction, as well as site and cell closure. Our capital expenditures are broadly defined as pertaining to growth, maintenance or acquisition activities. Growth capital expenditures are defined as costs related to development of new airspace, permit expansions and new recycling contracts along with incremental costs of equipment and infrastructure added to further such activities. Growth capital expenditures include the cost of equipment added directly as a result of organic business growth, as well as expenditures associated with increasing infrastructure to increase throughput at transfer stations and recycling facilities. Growth capital expenditures also include those outlays associated with acquiring landfill operating leases, which do not meet the operating lease payment definition, but which were included as a commitment in the successful bid. Maintenance capital expenditures are defined as landfill cell construction costs not related to expansion airspace, costs for normal permit renewals and replacement costs for equipment due to age or obsolescence. Acquisition capital expenditures are defined as costs of equipment added directly as a result of new business growth related to an acquisition.

We had a net working capital deficit of $25.5 million at April 30, 2012 compared to a deficit of $13.3 million at April 30, 2011. Net working capital comprises current assets, excluding cash and cash equivalents, minus current liabilities. The $12.2 million decrease in net working capital at April 30, 2012 related largely to a $7.4 million decrease in accounts receivable, a $1.9 million decrease in the current portion of deferred income taxes, a $4.2 million increase in accounts payable and a $3.2 million increase in the current portion of accrued capping, closure and post closure costs, offset partially by a $1.3 million increase in refundable income taxes and a $3.8 million decrease in income taxes payable.

Fiscal Year 2012 Financing Activities

On April 27, 2012, we entered into the first amendment to our 2011 Revolver. As a part of the amendment, we modified the financial covenants that the 2011 Revolver is subject to; we amended the agreement to use proceeds of a Term Loan B or other subordinated financings which we may obtain to refinance our outstanding Second Lien Notes; and we provided for adjustments to the financial covenants in the event that we undertake future financing activities.

On February 1, 2012, we converted the interest rate period on, and remarketed, $21.4 million aggregate principal amount of the original $25.0 million Bonds. The mandatorily tendered Bonds (the "Converted Bonds") were converted from a variable rate to a five year fixed term interest rate of 6.25% per annum and included additional covenants and credit support for the benefit of the holders of those Converted Bonds, including guarantees by certain of our subsidiaries. The Converted Bonds are no longer secured by a letter of credit issued by a bank. The remaining $3.6 million of outstanding Bonds will remain as variable rate bonds secured by a letter of credit issued by a bank. The Bonds mature on January 1, 2025. We recorded a charge of $0.3 million as a loss on debt extinguishment in the fourth quarter of fiscal year 2012 related primarily to the non-cash write off of unamortized deferred financing costs associated with the original issuance of the Bonds.

Fiscal Year 2011 Financing Activities

On May 27, 2010, we amended our then outstanding senior secured first lien credit facility, consisting of a $177.5 million revolving credit facility and a $130.0 million aggregate principal term loan B, to create additional capital structure flexibility. As amended, the senior secured first lien credit facility permitted us to use net proceeds of up to $150.0 million from equity offerings to repurchase our outstanding Second Lien Notes. We were also permitted to use up to $50.0 million of borrowings under the senior secured first lien credit facility to repurchase the 2013 Notes.

On February 7, 2011, we completed an offering of $200.0 million of our 2019 Notes, the terms of which are described below. We used the net proceeds from the 2019 Notes, together with other available funds, to repurchase the 2013 Notes and to pay related transaction costs. On February 7, 2011, we repurchased $166.8 million of our then outstanding $200.0 million aggregate principal amount of 2013 Notes through a cash tender offer and consent solicitation. Holders who tendered the 2013 Notes received $1,003.75 for each $1,000 in principal amount of the 2013 Notes repurchased (which included a consent payment of $10 per $1,000 in principal amount of the 2013 Notes), plus accrued and unpaid interest up to, but not including, the tender offer settlement date.

On March 9, 2011, we redeemed all of the remaining 2013 Notes at a price of $1,000 per $1,000 in principal amount of the 2013 Notes, plus accrued and unpaid interest to, but not including, the redemption date.

On March 18, 2011, we refinanced and replaced the senior secured first lien credit facility, consisting of a $177.5 million revolving credit facility and a $130.0 million aggregate principal senior secured term B loan due April 9, 2014, with the 2011 Revolver, consisting of a $227.5 million revolving credit and letter of credit facility, the terms of which are described below.

Outstanding Long-Term Debt

2011 Senior Secured Revolving Credit Facility. The 2011 Revolver is a $227.5 million revolving credit and letter of credit facility, and is due March 18, 2016. If we fail to refinance the Second Lien Notes by March 1, 2014, the maturity date for the 2011 Revolver shall be March 31, 2014. We have the right to request, at our discretion, an increase in the amount of the 2011 Revolver by an aggregate amount of $182.5 million, subject to certain conditions set forth in the 2011 Revolver agreement. The 2011 Revolver is guaranteed jointly and severally, fully and unconditionally by all of our significant wholly-owned subsidiaries.

On April 27, 2012, we entered into the first amendment to our 2011 Revolver. As a part of the amendment, we modified the financial covenants that the 2011 Revolver is subject to; we amended the agreement to use proceeds of a Term Loan B or other subordinated financings which we may obtain to refinance our outstanding Second Lien Notes; and we provided for adjustments to the financial covenants in the event that we undertake future financing activities.

The 2011 Revolver is subject to customary affirmative, negative, and financial covenants. As of April 30, 2012, we were in compliance with all financial covenants contained in the 2011 Revolver as follows:

Senior Secured Credit Facility Covenant		Twelve Months Ended April 30, 2012	Covenant Requirements at April 30, 2012
Total funded debt / Bank-defined cash flow metric (1)		4.62	5.25 Max.
Senior funded debt / Bank-defined cash flow metric (1)		2.70	3.25 Max.
Interest coverage		2.49	2.15 Min.
Capital expenditures	$	59.7	$99.6 Million Max.

(1) Bank-defined cash flow metric is based on operating results for the twelve months preceding the measurement date, April 30, 2012. A reconciliation of net cash provided by operating activities to bank-defined cash flow metric is as follows (in millions):

	Twelve Months Ended April 30, 2012
Net cash provided by operating activities	$ 63.8
Changes in assets and liabilities, net of effects of acquisitions and divestitures	(6.2)
Gain on sale of equipment and assets	1.0
Stock based compensation, net of excess tax benefit on exercise of options	(1.6)
Deferred project charge	(0.1)
Asset impairment charge	(40.7)
Interest expense less discount on Second Lien Notes	44.6
Loss on debt extinguishment	(0.3)
Provision for income taxes, net of deferred taxes	(0.7)
Adjustments as allowed by Senior Secured Credit Facility Agreement	44.5
Bank - defined cash flow metric	$ 104.3

In addition to the financial covenants described above, the 2011 Revolver also contains a number of important negative covenants which restrict, among other things, our ability to sell assets, pay dividends, repurchase stock, incur debt, grant liens and issue preferred stock. As of April 30, 2012, we were in compliance with all covenants under the indenture governing the 2011 Revolver and we do not believe that these restrictions impact our ability to meet future liquidity needs.

Further advances were available under the 2011 Revolver in the amount of $128.2 million as of April 30, 2012. The available amount is net of outstanding irrevocable letters of credit totaling $29.7 million as of April 30, 2012, at which date no amount had been drawn.

Second Lien Notes. As of April 30, 2012, we had $180.0 million aggregate principal amount of Second Lien Notes outstanding. The Second Lien Notes will mature on July 15, 2014, and interest accrues at the rate of 11% per annum. Interest is payable semiannually in arrears on January 15, and July 15 of each year. The Second Lien Notes are guaranteed jointly and severally, fully and unconditionally by all of the subsidiaries that guarantee the 2011 Revolver.

The Second Lien Notes were sold in a private placement to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and to non-U.S. persons outside the United States under Regulation S under the Securities Act. The Second Lien Notes have not been registered under the Securities Act, and unless so registered, may not be offered or sold in the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and other applicable securities laws.

Although the Second Lien Notes do not contain financial ratio covenants, they do contain certain negative covenants which restrict, among other things, our ability to sell assets, make investments in joint ventures, pay dividends, repurchase stock, incur debt, grant liens and issue preferred stock. As of April 30, 2012, we were in compliance with all covenants under the indenture governing the Second Lien Notes and we do not believe that these restrictions impact our ability to meet future liquidity needs except that they may impact our ability to increase our investments in third parties, including the joint ventures to which we are parties.

2019 Notes. On February 7, 2011, we completed the offering of $200.0 million of 2019 Notes. The net proceeds from the 2019 Notes, together with other available funds, were used to repurchase the 2013 Notes and to pay related transaction costs. The 2019 Notes will mature on February 15, 2019, and interest accrues at the rate of 7.75% per annum. Interest is payable semiannually in arrears on February 15 and August 15 of each year. The 2019 Notes are fully and unconditionally guaranteed on a senior subordinated basis by substantially all of our existing and future domestic restricted subsidiaries that guarantee our 2011 Revolver and Second Lien Notes.

The indenture governing the 2019 Notes contains certain negative covenants which restrict, among other things, our ability to sell assets, make investments in joint ventures, pay dividends, repurchase stock, incur debt, grant liens and issue preferred stock. As of April 30, 2012, we were in compliance with all covenants under the indenture governing the 2019 Notes and we do not believe that these restrictions impact our ability to meet future liquidity needs except that they may impact our ability to increase our investments in third parties, including the joint ventures to which we are parties.

The 2019 Notes are fully and unconditionally guaranteed on a senior subordinated basis by substantially all of our existing and future domestic restricted subsidiaries that guarantee our 2011 Revolver and Second Lien Notes.

As of April 30, 2012, we had $200.0 million aggregate principal amount of 2019 Notes outstanding.

Maine Bonds. On December 28, 2005, we completed a $25.0 million financing transaction involving the issuance of the Bonds by the Finance Authority of Maine. The Bonds were issued pursuant to an indenture, dated as of December 1, 2005 and were enhanced by an irrevocable, transferable direct-pay letter of credit issued by Bank of America, N.A. Pursuant to a Financing Agreement, dated as of December 1, 2005, by and between us and the Authority, we have borrowed the proceeds of the Bonds to pay for certain costs relating to landfill development and construction, vehicle, container and related equipment acquisition for solid waste collection and transportation services, improvements to existing solid waste disposal, hauling, transfer station and other facilities, other infrastructure improvements, and machinery and equipment for solid waste disposal operations owned and operated by us, or a related party, all located in Maine.

On February 1, 2012, we converted the interest rate period on, and remarketed, $21.4 million aggregate principal amount of the original $25.0 million Bonds. The mandatorily tendered Bonds were converted from a variable rate to a five year fixed term interest rate of 6.25% per annum and included additional covenants and credit support for the benefit of the holders of those Converted Bonds, including guarantees by certain of our subsidiaries. The Converted Bonds are no longer secured by a letter of credit issued by a bank. The remaining $3.6 million of outstanding Bonds will remain as variable rate bonds secured by a letter of credit issued by a bank. The Bonds mature on January 1, 2025. We recorded a charge of $0.3 million as a loss on debt extinguishment in the fourth quarter of fiscal year 2012 related primarily to the non-cash write off of unamortized deferred financing costs associated with the original issuance of the Bonds.

Summary of Cash Flow Activity

The following table summarizes our cash flows for the fiscal year ended April 30, 2012, 2011 and 2010, respectively (in millions):

	Fiscal Year Ended April 30,		
	2012	2011	2010
Net cash provided by operating activities	$ 63.8	$ 47.1	$ 64.1
Net cash used in investing activites	$ (72.0)	$ (55.8)	$ (63.1)
Net cash provided by (used in) financing activities	$ 10.2	$ (117.9)	$ (7.3)
Net cash provided by discontinued operations	$ 0.7	$ 126.4	$ 6.4

Net cash flows provided by operating activities. Cash flows provided by operating activities increased by $16.7 million and decreased by $17.0 million for the fiscal years ended April 30, 2012 and 2011, respectively.

The most significant items affecting the change in our operating cash flows for the fiscal years ended April 30, 2012 and 2011 are summarized below:

- *Loss from continuing operations.* Our loss from continuing operations increased $74.6 million to ($78.3) million for the fiscal year ended April 30, 2012 from ($3.7) million for the fiscal year ended April 30, 2011. During the fiscal year ended April 30, 2012, we recorded a $40.7 million non-cash impairment charge related to our Maine Energy asset group, a $10.7 million non-cash impairment charge related to our investment in GreenFiber and a $10.0 million loss from equity method investment, $5.1 million of which related to GreenFiber's goodwill impairment charge. These charges combined with a $7.4 million loss on debt extinguishment, a $3.5 million non-cash gain on sale of assets, a $3.0 million bargain purchase gain, a $3.7 million asset impairment charge and a $24.2 million income tax benefit in the fiscal year ended April 30, 2011 largely make up the unfavorable change in loss from continuing operations period-over-period.

- *Cash interest payments*. Cash interest payments decreased $3.0 million for the fiscal year ended April 30, 2012 due to the effect of the timing and lower average interest rates associated with our capital structure.

- *Changes in assets and liabilities, net of effects from business acquisitions and divestitures.* Our cash flow from operations was favorably impacted $6.2 million in the fiscal year ended April 30, 2012 by changes in our assets and liabilities. This change is driven by favorable impacts related to our accounts receivable, which is affected by both revenue changes and timing of payments received, accounts payable, which are affected by both cost changes and timing of payments, and prepaid expenses, inventories and other assets, which is affected primarily by the timing of payments, expense recognition, as well as cost changes. This favorable change was offset by the unfavorable impact related to accrued expenses and other liabilities, which are affected primarily by cost changes such as interest, the timing of payments, and changes related to accrued capping, closure, and post closure costs. This is compared to the fiscal year ended April 30, 2011, when our cash flow from operations was unfavorably impacted $5.5 million by changes in our assets and liabilities. The favorable $11.7 million change is due to the $10.7 million impact associated with the change in accounts receivable and the $7.7 million impact associated with the change in accrued expenses and other liabilities, offset by the ($3.2) million change in accounts payable and the ($3.5) million change in prepaid expenses, inventories and other assets.

The most significant items affecting the change in our operating cash flows for the fiscal years ended April 30, 2011 and 2010 are summarized below:

- *Loss from continuing operations*. Our loss from continuing operations decreased $12.3 million to ($3.7) million for the fiscal year ended April 30, 2011 from ($16.0) million for the fiscal year ended April 30, 2010. During the fiscal year ended April 30, 2011, we recorded a $3.5 million non-cash gain on sale of assets, a $3.0 million bargain purchase gain and a $3.7 million asset impairment charge, a $4.1 million loss from equity method investment, a $7.4 million loss on debt extinguishment and a $24.2 million income tax benefit. These charges largely make up the favorable change in loss from continuing operations period-over-period.

- *Cash interest payments*. Cash interest payments increased $8.7 million for the fiscal year ended April 30, 2011 due to the effect of the timing and higher average interest rates associated with our capital structure.

- *Changes in assets and liabilities, net of effects from business acquisitions and divestitures.* Our cash flow from operations was unfavorably impacted $5.5 million in the fiscal year ended April 30, 2011 by changes in our assets and liabilities. This change is driven by unfavorable impacts related to our accounts receivable, which is affected by both revenue changes and timing of payments received, and our accrued expenses and other liabilities, which are affected primarily by cost changes such as interest, the timing of payments, and changes related to accrued capping, closure, and post closure costs. These unfavorable impacts were partially offset by the favorable impacts related to accounts payable, which is affected by both cost changes and timing of payments, and prepaid expenses, inventories and other assets, which are affected primarily by the timing of payments, expense recognition, as well as cost changes. This is compared to the fiscal year ended April 30, 2010, when our cash flow from operations was unfavorably impacted $1.0 million by changes in our assets and liabilities. The unfavorable $4.5 million change is due to the unfavorable $12.8 million impact associated with the change in accrued expenses and other liabilities, offset by the $4.9 million favorable impact related to the change in accounts receivable, the $2.4 million favorable impact related to the change in accounts payable, and the $1.1 million favorable impact related to the change in prepaid expenses, inventories and other assets.

Net cash used in investing activities. Cash flows used in investing activities increased by $16.2 million and decreased by $7.3 million for the fiscal years ended April 30, 2012 and 2011, respectively.

The most significant items affecting the change in our investing cash flows for the fiscal year ended April 30, 2012 are summarized below:

- *Capital expenditures*. Higher capital expenditures of $4.5 million in the fiscal year ended April 30, 2012 related primarily to recycling facility upgrades, a landfill gas-to-energy project and fleet replacement.

- *Payments on landfill operating lease contracts.* Higher payments of $1.0 million for landfill operating lease contracts in the fiscal year ended April 30, 2012 due to the timing of payments.

- *Investments in unconsolidated entities*. Cash payments of $5.0 million in the fiscal year ended April 30, 2012 related to our contributions totaling $0.6 million for interests in Tompkins and AGreen, an additional $3.9 million in contributions to GreenFiber and our initial $0.5 million contribution for an interest in GreenerU.

- *Proceeds from the sale of assets*. A decrease of $7.5 million in cash proceeds, of which the entire amount relates to the sale of certain assets in Southeastern Massachusetts in the fiscal year ended April 30, 2011.

- *Acquisitions, net of cash acquired*. During the fiscal year ended April 30, 2012, we acquired five solid waste hauling operations and completed the acquisition of the McKean County landfill business in Pennsylvania by acquiring additional equipment not included in the original transaction for total consideration of $2.3 million, including $2.1 million in cash and $0.2 million in holdbacks to sellers. During the fiscal year ended April 30, 2011, acquisitions were completed for $1.7 million in cash.

The most significant items affecting the change in our investing cash flows for the fiscal year ended April 30, 2011 are summarized below:

- *Proceeds from the sale of assets*. An increase of $7.5 million in cash proceeds related to the sale of certain assets in Southeastern Massachusetts in the first quarter of the fiscal year ended April 30, 2011.

- *Payments on landfill operating lease contracts.* Lower payments of $8.1 million for landfill operating lease contracts in the fiscal year ended April 30, 2011. This was due to the timing of certain payments along with additional payments made to amend the operating agreement for the Chemung landfill in fiscal year 2010.

- *Proceeds from the sale of property and equipment*. A $3.5 million decrease in cash proceeds from the sale of property and equipment.

- *Capital expenditures*. Higher capital expenditures of $2.4 million in the fiscal year ended April 30, 2011 related primarily to recycling facility upgrades and a landfill gas-to-energy project.

- *Purchase of gas operating rights*. Cash payments of $1.6 million in the fiscal year ended April 30, 2011 associated with the purchase of gas rights.

Net cash used in financing activities. Cash flows provided by (used in) financing activities increased $128.1 million and decreased by $110.6 million for the fiscal years ended April 30, 2012 and 2011, respectively.

The most significant items affecting the change in our financing cash flows for the fiscal year ended April 30, 2012 are summarized below:

- *Debt activity*. Decreased debt borrowings of $220.3 million more than offset by decreased debt payments of $338.9 million in the fiscal year ended April 30, 2012. The decrease in long term borrowings is primarily the result of the offering of the 2019 Notes in fiscal year 2011. The decrease in principal payments is primarily the result of the pay down of the senior secured term B loan due April 9, 2014 and the redemption of the 2013 Notes in fiscal year 2011.

The most significant items affecting the change in our financing cash flows for the fiscal year ended April 30, 2011 are summarized below:

- *Debt activity*. The increase in cash used relates primarily to the $128.1 million pay down of the senior secured term B loan due April 9, 2014 in the fourth quarter of fiscal year 2011 offset by additional borrowings including the 2019 Notes.

Net cash provided by discontinued operations. Cash flows provided by discontinued operations decreased $125.7 million and increased $120.0 million for the fiscal years ended April 30, 2012 and 2011, respectively. These fluctuations in net cash flows provided by discontinued operations is primarily the result of two separate transactions in fiscal year 2011; the sale of non-integrated recycling assets and select intellectual property assets for $134.2 million in gross proceeds and the sale of the Trilogy Glass business for $1.8 million in cash proceeds.

We generally meet liquidity needs from operating cash flow and the 2011 Revolver. These liquidity needs are primarily for capital expenditures for vehicles, containers and landfill development, debt service costs and capping, closure and post-closure expenditures and acquisitions.

Our strategy to hedge against fluctuations in variable interest rates involves entering into interest rate derivative agreements to hedge against adverse movements in interest rates. In fiscal year 2012, we entered into two forward starting interest rate derivative agreements to hedge the interest rate risk associated with a forecasted transaction effective January 15, 2013. The proceeds associated with the forecasted transaction would be used to redeem our outstanding $180.0 million Second Lien Notes due 2014. The Second Lien Notes become callable on July 15, 2012. The total notional amount of these agreements is $150.0 million and requires us to receive interest based on changes in the London Interbank Offered Rate ("LIBOR") index and pay interest at a rate of approximately 1.40%. The agreements mature in March of 2016, which is when the 2011 Revolver becomes due.

We use a variety of strategies to mitigate the impact of fluctuations in commodity prices including entering into fixed price contracts and entering into hedges which mitigate the variability in cash flows generated from the sales of recycled paper at floating prices, resulting in a fixed price being received from these sales. As of April 30, 2012, we were not party to any commodity hedging agreements. For further discussion on commodity price volatility, see "Item 3 — Quantitative and Qualitative Disclosures about Market Risk — Commodity Price Volatility" below.

We have filed a universal shelf registration statement with the SEC pursuant to which we may from time to time issue securities in an amount of up to $250.0 million. Our ability and willingness to issue securities pursuant to this registration statement will depend on market conditions at the time of any such desired offering and therefore we may not be able to issue such securities on favorable terms, if at all.

Contractual Obligations

The following table summarizes our significant contractual obligations and commitments as of April 30, 2012 (in millions) and the anticipated effect of these obligations on our liquidity in future years:

	Fiscal Year(s) ending April 30,				
	2013	**2014-2015**	**2016-2017**	**Thereafter**	**Total**
Long-term debt	$ 1,228	$ 181,171	$ 69,783	$ 225,000	$ 477,182
Financing lease obligations	338	748	1,070	—	2,156
Interest obligations (1)	41,131	74,173	42,021	42,816	200,141
Operating leases (2)	10,715	37,484	16,488	119,714	184,401
Capping / closure / post-closure	4,954	11,233	6,918	97,355	120,460
Total contractual cash obligations (3)	$ 58,366	$ 304,809	$ 136,280	$ 484,885	$ 984,340

(1) Interest obligations based on debt and capital lease balances as of April 30, 2012. Interest obligations related to variable rate debt were calculated using variable rates in effect at April 30, 2012.

(2) Includes obligations related to landfill operating lease contracts.

(3) Contractual cash obligations do not include accounts payable or accrued liabilities, which will be paid in fiscal year 2013.

In addition to the above obligations, we have unrecognized tax benefits at April 30, 2012 of approximately $0.6 million. Due to the uncertainty with respect to the timing of future cash flows associated with the unrecognized tax benefits at April 30, 2012, we are unable to make reasonably reliable estimates as to the timing of cash settlements.

Inflation and Prevailing Economic Conditions

To date, inflation has not had a significant impact on our operations. Consistent with industry practice, most of our contracts provide for a pass-through of certain costs, including increases in landfill tipping fees and, in some cases, fuel costs. We have implemented a fuel surcharge program, which is designed to recover escalating fuel price fluctuations above an expected floor. We therefore believe we should be able to implement price increases sufficient to offset most cost increases resulting from inflation. However, competitive factors may require us to absorb at least a portion of these cost increases, particularly during periods of high inflation.

Our business is located in the northeastern United States. Therefore, our business, financial condition and results of operations are susceptible to downturns in the general economy in this geographic region and other factors affecting the region, such as state regulations and severe weather conditions. We are unable to forecast or determine the timing and/or the future impact of a sustained economic slowdown.

Limitations on Ownership of Notes

Pursuant to the first paragraph of Section 2.17 of the indentures governing the Second Lien Notes, Section 2.19 of the 2019 Notes and the provisions of the Converted Bonds, no beneficial holder of the Second Lien Notes, 2019 Notes and/or Converted Bonds is permitted to knowingly acquire Second Lien Notes, 2019 Notes and/or Converted Bonds if such person would own 10% or more of the consolidated debt for which relevant subsidiaries of ours are obligated (and must dispose of Second Lien Notes, 2019 Notes and Converted Bonds or other debt of ours to the extent such person becomes aware of exceeding such threshold), if such ownership would require consent of any regulatory authority under applicable law or regulation governing solid waste operators and such consent has not been obtained. We will furnish to the holders of the Second Lien Notes, 2019 Notes and Converted Bonds, in each quarterly and annual report, the dollar amount of our debt that would serve as the threshold for evaluating a beneficial holder’s compliance with these ownership restrictions. As of April 30, 2012, that dollar amount was $47.1million.

Critical Accounting Estimates and Assumptions

The preparation of our financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities, as applicable, at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an on-going basis, management evaluates its estimates and judgments which are based on historical experience and on various other factors that are believed to be reasonable under the circumstances. The results of their evaluation form the basis for making judgments about the carrying values of assets and liabilities. Actual results may differ from these estimates under different assumptions and circumstances. Our significant accounting policies are more fully discussed in Note 1 of our consolidated financial statements included in Item 8 of this Form 10-K.

Landfills

The cost estimates for capping, closure and post-closure activities at landfills for which we have responsibility are estimated based on our interpretations of current requirements and proposed or anticipated regulatory changes. We also estimate additional costs based on the amount a third party would charge us to perform such activities even when we expect to perform these activities internally. We estimate the airspace to be consumed related to each capping event and the timing of construction related to each capping event and of closure and post-closure activities. Because landfill capping, closure and post-closure obligations are measured at estimated fair value using present value techniques, changes in the estimated timing of construction of future landfill capping and closure and post-closure activities would have an effect on these liabilities, related assets and results of operations.

Landfill Development Costs

We estimate the total cost to develop each of our landfill sites to its remaining permitted and expansion capacity. This estimate includes such costs as landfill liner material and installation, excavation for airspace, landfill leachate collection systems, landfill gas collection systems, environmental monitoring equipment for groundwater and landfill gas, directly related engineering, capitalized interest, on-site road construction and other capital infrastructure costs. Additionally, landfill development includes all land purchases for landfill footprint and required landfill buffer property. The projection of these landfill costs is dependent, in part, on future events. The remaining amortizable basis of each landfill includes costs to develop a site to its remaining permitted and expansion capacity and includes amounts previously expended and capitalized, net of accumulated airspace amortization, and projections of future purchase and development costs.

Under life-cycle accounting, all costs related to acquisition and construction of landfill sites are capitalized and charged to expense based on tonnage placed into each site. Landfill permitting, acquisition and preparation costs are amortized on the units-of-consumption method as landfill airspace is consumed. In determining the amortization rate for these landfills, preparation costs include the total estimated costs to complete construction of the landfills' permitted and expansion capacity.

Landfill Capping Costs

Capping includes installation of liners, drainage, compacted soil layers and topsoil over areas of a landfill where total airspace has been consumed and waste is no longer being received. Capping activities occur throughout the life of the landfill. Our engineering personnel estimate the cost for each capping event based on the acreage to be capped and the capping materials and activities required. The estimates also consider when these costs would actually be paid and factor in inflation and discount rates. The engineers then quantify the landfill capacity associated with each capping event and the costs for each event are amortized over that capacity as waste is received at the landfill.

Landfill Closure and Post-Closure

Closure and post-closure costs represent future estimated costs related to monitoring and maintenance of a solid waste landfill, after a landfill facility ceases to accept waste and closes. We estimate, based on input from our engineers, lawyers, accounting personnel and consultants, our future cost requirements for closure and post-closure monitoring and maintenance based on our interpretation of the technical standards of the Subtitle D regulations and the air emissions standards under the Clean Air Act as they are being applied on a state-by-state basis. Significant reductions in our estimates of the remaining lives of our landfills or significant increases in our estimates of the landfill closure and post-closure maintenance costs could have a material adverse effect on our financial condition and results of operations. In determining estimated future closure and post-closure costs, we consider costs associated with permitted and expansion airspace.

Remaining Permitted Airspace

Our engineers, in consultation with third-party engineering consultants and surveyors, are responsible for determining remaining permitted airspace at our landfills. The remaining permitted airspace is determined by an annual survey, which is then used to compare the existing landfill topography to the expected final landfill topography.

Expansion Airspace

We include currently unpermitted expansion airspace in our estimate of remaining permitted and expansion airspace in certain circumstances. To be considered expansion airspace all of the following criteria must be met:

- we control the land on which the expansion is sought;
- all technical siting criteria have been met or a variance has been obtained or is reasonably expected to be obtained;
- we have not identified any legal or political impediments which we believe will not be resolved in our favor;
- we are actively working on obtaining any necessary permits and we expect that all required permits will be received; and
- senior management has approved the project.

For unpermitted airspace to be initially included in our estimate of remaining permitted and expansion airspace, the expansion effort must meet all of the criteria listed above. These criteria are annually evaluated by our engineers, accountants, lawyers, managers and others to identify potential obstacles to obtaining the permits. Once the remaining permitted and expansion airspace is determined in cubic yards, an airspace utilization factor, or AUF, is established to calculate the remaining permitted and expansion capacity in tons. The AUF is established using the measured density obtained from previous annual surveys. When we include the expansion airspace in our calculations of remaining permitted and expansion airspace, we also include the projected costs for development, as well as the projected asset retirement costs related to capping, and closure and post-closure of the expansion airspace in the amortization basis of the landfill.

After determining the costs and the remaining permitted and expansion capacity at each of our landfills, we determine the per ton rates that will be expensed as waste is received and deposited at the landfill by dividing the costs by the corresponding number of tons. We calculate per ton amortization rates for each landfill for assets associated with each capping event, for assets related to closure and post-closure activities and for all other costs capitalized or to be capitalized in the future. These rates per ton are updated annually, or more often, as significant facts change.

It is possible that actual results, including the amount of costs incurred, the timing of capping, closure and post-closure activities, our airspace utilization or the success of our expansion efforts could ultimately turn out to be significantly different from our estimates and assumptions. To the extent that such estimates, or related assumptions, prove to be significantly different than actual results, lower profitability may be experienced due to higher amortization rates, higher capping, closure or post-closure rates, or higher expenses; or higher profitability may result if the opposite occurs. Most significantly, if it is determined that the expansion capacity should no longer be considered in calculating the recoverability of the landfill asset, we may be required to recognize an asset impairment. If it is determined that the likelihood of receiving an expansion permit has become remote, the capitalized costs related to the expansion effort are expensed immediately.

Environmental Remediation Liabilities

Recorded environmental liabilities represent our estimate of the most likely outcome of the matters for which we have determined liability is probable. These liabilities include potentially responsible party, or PRP, investigations, settlements, certain legal and consultant fees, as well as costs directly associated with site investigation and clean up, such as materials and incremental internal costs directly related to the remedy. We provide for expenses associated with environmental remediation obligations when such amounts are probable and can be reasonably estimated. We estimate costs required to remediate sites where it is probable that a liability has been incurred based on site-specific facts and circumstances. Estimates of the cost for the likely remedy are developed using third-party environmental engineers or other service providers.

Goodwill and Other Intangibles

We do not amortize goodwill. We annually assess goodwill impairment at the end of the fourth quarter of our fiscal year, or more frequently if events or circumstances indicate that impairment may exist.

We assess whether a goodwill impairment exists using both qualitative and quantitative assessments. Our qualitative assessment involves determining whether events or circumstances exist that indicate it is more likely than not that the fair value of a reporting unit is less than its carrying amount, including goodwill. If based on this qualitative assessment we determine it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, we will not perform a quantitative assessment.

If the qualitative assessment indicates that it is more likely than not that the fair value of a reporting unit is less than its carrying amount or if we elect not to perform a qualitative assessment, we perform a quantitative assessment or two-step impairment test to determine whether a goodwill impairment exists at the reporting unit.

In the first step of testing for goodwill impairment, we estimate the fair value of each reporting unit, which we have determined to be our geographic operating segments and Recycling, and compare the fair value with the carrying value of the net assets assigned to each reporting unit. We test goodwill at this reporting unit level because the business is managed and reported at this level. If the fair value is less than its carrying value, then we would perform a second step and determine the fair value of the goodwill. In this second step, the fair value of goodwill is determined by deducting the fair value of a reporting unit's identifiable assets and liabilities from the fair value of the reporting unit as a whole, as if that reporting unit had just been acquired and the purchase price were being initially allocated. If the fair value of the goodwill is less than its carrying value for a reporting unit, an impairment charge would be recorded to earnings.

To determine the fair value of each of our reporting units as a whole we use discounted cash flow analyses, which require significant assumptions and estimates about the future operations of each reporting unit. Significant judgments inherent in this analysis include the determination of appropriate discount rates, the amount and timing of expected future cash flows and growth rates. The cash flows employed in our discounted cash flow analyses are based on financial forecasts developed internally by management. Our discount rate assumptions are based on an assessment of our risk adjusted discount rate, applicable for each reporting unit. In assessing the reasonableness of our determined fair values of our reporting units, we evaluate our results against our current market capitalization.

In addition, we would evaluate a reporting unit for impairment if events or circumstances change between annual tests indicating a possible impairment. Examples of such events or circumstances include the following:

- a significant adverse change in legal status or in the business climate,

- an adverse action or assessment by a regulator,
- a more likely than not expectation that a segment or a significant portion thereof will be sold, or
- the testing for recoverability of a significant asset group within the segment.

We incurred no impairment of goodwill as a result of our annual fourth quarter goodwill impairment tests in fiscal years 2012, 2011 or 2010. However, there can be no assurance that goodwill will not be impaired at any time in the future. As of April 30, 2012, the qualitative assessment performed for the Western reporting unit indicated that it is more likely than not that the fair value of the reporting unit exceeded its carrying amount, including goodwill, and, therefore, no step one was performed. The Step 1 test indicated that fair value of the Recycling reporting unit exceeded its carrying value by 24.4%. The carrying value of the Eastern reporting unit goodwill is de minimus and its impact to our operating results would be immaterial. See Note 1 and Note 6 to our consolidated financial statements included under Item 8 of this Form 10-K for further disclosure.

Recovery of Long-Lived Assets

We continually consider whether events or changes in circumstances have occurred that may warrant revision of the estimated useful lives of our long-lived assets (other than goodwill) or whether the remaining balances of those assets should be evaluated for possible impairment. Long-lived assets include, for example, capitalized landfill costs, other property and equipment, and identifiable intangible assets. Events or changes in circumstances that may indicate that an asset may be impaired include the following:

- a significant decrease in the market price of an asset or asset group,
- a significant adverse change in the extent or manner in which an asset or asset group is being used or in its physical condition,
- a significant adverse change in legal factors or in the business climate that could affect the value of an asset or asset group, including an adverse action or assessment by a regulator,
- an accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of a long-lived asset,
- a current period operating or cash flow loss combined with a history of operating or cash flow losses or a projection or forecast that demonstrates continuing losses associated with the use of a long-lived asset or asset group,
- a current expectation that, more likely than not, a long-lived asset or asset group will be sold or otherwise disposed of significantly before the end of its previously estimated useful life, or
- an impairment of goodwill at a reporting unit.

There are certain indicators listed above that require significant judgment and understanding of the waste industry when applied to landfill development or expansion. For example, a regulator may initially deny a landfill expansion permit application although the expansion permit is ultimately granted. In addition, management may periodically divert waste from one landfill to another to conserve remaining permitted landfill airspace. Therefore, certain events could occur in the ordinary course of business and not necessarily be considered indicators of impairment due to the unique nature of the waste industry.

If an impairment indicator occurs, we perform a test of recoverability by comparing the carrying value of the asset or asset group to its undiscounted expected future cash flows. We group our long-lived assets for this purpose at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets or asset groups. If the carrying values are in excess of undiscounted expected future cash flows, we measure any impairment by comparing the fair value of the asset or asset group to its carrying value.

To determine fair value we use discounted cash flow analyses and estimates about the future cash flows of the asset or asset group. This analysis includes a determination of an appropriate discount rate, the amount and timing of expected future cash flows and growth rates. The cash flows employed in our discounted cash flow analyses are typically based on financial forecasts developed internally by management. The discount rate used is commensurate with the risks involved. We may also rely on third party valuations and or information available regarding the market value for similar assets.

If the fair value of an asset or asset group is determined to be less than the carrying amount of the asset or asset group, impairment in the amount of the difference is recorded in the period that the impairment occurs. Estimating future cash flows requires significant judgment and projections may vary from the cash flows eventually realized.

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

Self-Insurance Liabilities and Related Costs

We are self-insured for vehicles and workers' compensation. The liability for unpaid claims and associated expenses, including incurred but not reported losses, is determined by management with the assistance of a third party actuary and reflected in our consolidated balance sheet as an accrued liability. Our estimated accruals for these liabilities could be significantly different than our ultimate obligations if variables such as the frequency or severity of future events differ significantly from our assumptions.

New Accounting Standards

For a description of the new accounting standards that may affect us, see Note 2 to our consolidated financial statements included in Item 8 of this Form 10-K.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

Interest Rate Volatility

We had interest rate risk relating to approximately $73.2 million of long-term debt at April 30, 2012. The weighted average interest rate on the variable rate portion of long-term debt was approximately 4.3% at April 30, 2012. Should the average interest rate on the variable rate portion of long-term debt change by 100 basis points, our annual interest expense would increase or decrease by $0.2 million.

The remainder of our long-term debt is at fixed rates and not subject to interest rate risk.

We are currently entered into two forward starting interest rate derivative agreements to hedge interest rate risk of a forecasted transaction effective January 15, 2013. The forecasted transaction would be used to redeem our outstanding $180.0 million 11% Second Lien Notes due 2014. The forecasted transaction is expected to occur between July 15, 2012 and January 15, 2013 as these notes become callable on July 15, 2012. The total notional amount of these agreements is $150.0 million and requires us to receive interest based on changes in the LIBOR index and pay interest at a rate of approximately 1.40%. The agreements mature in March 2016.

Commodity Price Volatility

Through our Recycling operation, we market a variety of materials, including fibers such as old corrugated cardboard and old newsprint, plastics, glass, ferrous and aluminum metals. We use a number of strategies to mitigate impacts from commodity price fluctuations, such as indexed purchases, floor prices, fixed price agreements, and revenue share arrangements. As of April 30, 2012, we were not party to any commodity hedge contracts. We do not use financial instruments for trading purposes and are not a party to any leveraged derivatives.

If commodity prices were to have changed by 10% in the year ended April 30, 2012, management's estimate of the impact on our operating income is estimated to have been between $0.2 million and $0.3 million based on the observed impact of commodity price changes on operating income margin during the years ended April 30, 2012 and 2011. Our sensitivity to changes in commodity prices is complex because each customer contract is unique relative to revenue sharing, tipping or processing fees and other arrangements. The above estimated ranges of operating income impact may not be indicative of future operating results and actual results may vary materially.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Our management assessed the effectiveness of our internal control over financial reporting as of April 30, 2012. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control-Integrated Framework. Based on its assessment, management concluded that, as of April 30, 2012, our internal control over financial reporting is effective based on those criteria. The effectiveness of our internal control over financial reporting as of April 30, 2012 has been audited by McGladrey LLP, an independent registered public accounting firm. McGladrey LLP has issued an attestation report on our internal control over financial reporting, which is included herein.

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders
of Casella Waste Systems, Inc.:

We have audited the accompanying consolidated balance sheets of Casella Waste Systems, Inc. and subsidiaries (the Company) as of April 30, 2012 and 2011, and the related consolidated statements of operations, stockholders' equity and comprehensive (loss) income, and cash flows for each of the two years in the period ended April 30, 2012, and the financial statement schedules of Casella Waste Systems, Inc. and subsidiaries listed in Item 15(a) for the years ended April 30, 2012 and 2011. We also have audited the Company's internal control over financial reporting as of April 30, 2012, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for these financial statements and financial statement schedules, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on these financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We also audited the adjustments described in Note 16 that were applied retrospectively to the 2010 consolidated financial statements and financial statement schedule. In our opinion, such adjustments are appropriate and have been properly applied. However, we were not engaged to audit, review, or apply any procedures to the 2010 consolidated financial statements of the Company other than with respect to such adjustments and, accordingly, we do not express an opinion or any other form of assurance on the 2010 consolidated financial statements taken as a whole.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that *(a)* pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; *(b)* provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and *(c)* provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Casella Waste Systems, Inc. and subsidiaries as of April 30, 2012, and the results of its operations and its cash flows for each of the years in the two-year period ended April 30, 2012, in conformity with accounting principles generally accepted in the United States of America, and in our opinion, the related financial statement schedules, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly in all material respects the information set forth therein. Also in our opinion, Casella Waste Systems, Inc. and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of April 30, 2012, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

/s/ McGladrey LLP

Boston, Massachusetts
June 28, 2012

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders
of Casella Waste Systems, Inc.:

We have audited, before the effects of the adjustments related to the discontinued operations described in Note 16, the accompanying consolidated statements of operations and stockholders' equity and comprehensive loss for Casella Waste Systems, Inc. and subsidiaries (the Company) for the year ended April 30, 2010. We have also audited, before the effects of the adjustments related to the discontinued operations described in Note 16, the financial statement schedule for the year ended April 30, 2010 listed in Item 15(a)(2) of this Form 10-K. The Company's management is responsible for these financial statements and the financial statement schedule. Our responsibility is to express an opinion on these financial statements and schedule based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audit of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, before the effects of the adjustments related to the discontinued operations described in Note 16, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated results of their operations for the year ended April 30, 2010 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, before the effects of the adjustments related to the discontinued operations described in Note 16, the financial statement schedule listed in Item 15(a)(2) of this Form 10-K presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements.

We were not engaged to audit, review, or apply any procedures to the adjustments related to the discontinued operations described in Note 16 and, accordingly, we do not express an opinion or any other form of assurance about whether such adjustments are appropriate and have been properly applied. Those adjustments were audited by McGladrey LLP, as stated in their report appearing herein.

/s/ Caturano and Company, P.C.

Boston, Massachusetts
June 10, 2010

CASELLA WASTE SYSTEMS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(in thousands)

	April 30, 2012	April 30, 2011
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 4,534	$ 1,817
Restricted cash	76	76
Accounts receivable - trade, net of allowance for doubtful accounts of $740 and $920	47,472	54,914
Refundable income taxes	1,281	—
Prepaid expenses	6,077	5,856
Inventory	3,595	3,461
Deferred income taxes	3,712	5,600
Other current assets	609	681
Total current assets	67,356	72,405
Property, plant and equipment, net of accumulated depreciation and amortization of $593,206 and $624,044	416,717	453,361
Goodwill	101,706	101,204
Intangible assets, net	2,970	2,455
Restricted assets	424	334
Notes receivable - related party/employee	722	1,297
Investments in unconsolidated entities	22,781	38,263
Other non-current assets	21,067	21,262
	566,387	618,176
	$ 633,743	$ 690,581

The accompanying notes are an integral part of these consolidated financial statements.

CASELLA WASTE SYSTEMS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS (Continued)
(in thousands, except for share and per share data)

	April 30, 2012	April 30, 2011
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Current maturities of long-term debt and capital leases	$ 1,228	$ 1,217
Current maturities of financing lease obligations	338	316
Accounts payable	46,709	42,499
Accrued payroll and related expenses	4,142	3,702
Accrued interest	9,803	9,776
Current accrued capping, closure and post-closure costs	4,907	1,702
Income taxes payable	—	3,786
Other accrued liabilities	21,208	20,923
Total current liabilities	88,335	83,921
Long-term debt and capital leases, less current maturities	473,381	461,418
Financing lease obligations, less current maturities	1,818	2,156
Accrued capping, closure and post-closure costs, less current portion	34,722	34,705
Deferred income taxes	5,336	5,578
Other long-term liabilities	11,920	8,816
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY:		
Casella Waste Systems, Inc. stockholders' equity:		
Class A common stock -		
Authorized - 100,000,000 shares, $0.01 par value per share, issued and outstanding - 25,991,000 and 25,589,000 shares as of April 30, 2012 and April 30, 2011, respectively	260	256
Class B convertible common stock -		
Authorized - 1,000,000 shares, $0.01 par value per share, 10 votes per share, issued and outstanding - 988,000 shares as of April 30, 2012 and April 30, 2011, respectively	10	10
Additional paid-in capital	288,348	285,992
Accumulated deficit	(270,235)	(192,649)
Accumulated other comprehensive (loss) income	(1,952)	378
Total Casella Waste Systems, Inc. stockholders' equity	16,431	93,987
Noncontrolling interest	1,800	—
Total stockholders' equity	18,231	93,987
	$ 633,743	$ 690,581

The accompanying notes are an integral part of these consolidated financial statements.

CASELLA WASTESYSTEMS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands)

	Fiscal Year Ended April 30, 2012	Fiscal Year Ended April 30, 2011	Fiscal Year Ended April 30, 2010
Revenues	$ 480,815	$ 466,064	$ 457,642
Operating expenses:			
Cost of operations	330,754	317,504	303,399
General and administration	60,775	64,010	57,476
Depreciation and amortization	58,576	58,261	63,619
Asset impairment charge	40,746	3,654	—
Legal settlement	1,359	—	—
Development project charge	131	—	—
Environmental remediation charge	—	549	335
Bargain purchase gain	—	(2,975)	—
Gain on sale of assets	—	(3,502)	—
	492,341	437,501	424,829
Operating (loss) income	(11,526)	28,563	32,813
Other expense/(income), net:			
Interest income	(42)	(54)	(110)
Interest expense	45,541	45,912	44,375
Loss from equity method investments	9,994	4,096	2,691
Impairment of equity method investment	10,680	—	—
Loss on debt extinguishment	300	7,390	511
Other income	(863)	(860)	(847)
Other expense, net	65,610	56,484	46,620
Loss from continuing operations before income taxes and discontinued operations	(77,136)	(27,921)	(13,807)
Provision (benefit) for income taxes	1,181	(24,217)	2,242
Loss from continuing operations before discontinued operations	(78,317)	(3,704)	(16,049)
Discontinued operations:			
(Loss) income from discontinued operations (net of income tax (benefit) provision of $0, ($800) and $920)	—	(1,458)	1,011
Gain on disposal of discontinued operations (net of income tax provision of $489, $31,714 and $795)	725	43,590	1,180
Net (loss) income	$ (77,592)	$ 38,428	$ (13,858)
Less: Net loss attributable to noncontrolling interest	(6)	—	—
Net (loss) income attributable to common stockholders	$ (77,586)	$ 38,428	$ (13,858)

The accompanying notes are an integral part of these consolidated financial statements.

CASELLA WASTESYSTEMS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS (Continued)
(in thousands, except for per share data)

	Fiscal Year Ended April 30,		
	2012	2011	2010
Basic and diluted earnings per share:			
Loss from continuing operations before discontinued operations	$ (2.93)	$ (0.14)	$ (0.62)
(Loss) income from discontinued operations, net	—	(0.06)	0.03
Gain on disposal of discontinued operations, net	0.03	1.67	0.05
Net (loss) income per common share	$ (2.90)	$ 1.47	$ (0.54)
Average common shares outstanding:			
Basic and diluted	26,749	26,105	25,731
Amounts attributable to common stockholders:			
Loss from continuing operations, net of tax	$ (78,311)	$ (3,704)	$ (16,049)
Discontinued operations, net of tax	725	42,132	2,191
Net (loss) income	$ (77,586)	$ 38,428	$ (13,858)

The accompanying notes are an integral part of these consolidated financial statements.

CASELLA WASTE SYSTEMS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF
STOCKHOLDERS' EQUITY AND COMPREHENSIVE (LOSS) INCOME
(In thousands)

			Casella Waste Systems, Inc. Stockholders' Equity							
			Class A Common Stock		Class B Common Stock					
	Total	Comprehensive (Loss) Income	Shares	Amount	Shares	Amount	Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interest
Balance, April 30, 2009	$ 66,310		24,679	$ 247	988	$ 10	$ 279,444	$ (217,219)	$ 3,828	
Comprehensive loss:										
Net loss	(13,858)	$ (13,858)	—	—	—	—	—	(13,858)	—	
Other comprehensive income (loss), net of taxes:										
Unrealized loss resulting from changes in fair value of derivative instruments, net of tax benefit of ($523)	(3,250)	(3,250)	—	—	—	—	—	—	(3,250)	
Realized loss on derivative instruments reclassified into earnings, net of tax benefit of ($940)	(1,395)	(1,395)	—	—	—	—	—	—	(1,395)	
Unrealized gain resulting from changes in fair value of marketable securities, net of taxes of $0	32	32	—	—	—	—	—	—	32	
Other comprehensive loss	(4,613)	(4,613)								
Comprehensive loss:	(18,471)	$ (18,471)								
Issuances of Class A common stock	243		265	2	—	—	241	—	—	
Stock-based compensation	2,242		—	—	—	—	2,242	—	—	
Other	(28)		—	—	—	—	(28)	—	—	
Balance, April 30, 2010	$ 50,296		24,944	$ 249	988	$ 10	$ 281,899	$ (231,077)	$ (785)	$ —
Comprehensive income:										
Net income	38,428	$ 38,428	—	—	—	—	—	38,428	—	
Other comprehensive income (loss), net of taxes:										
Unrealized gain resulting from changes in fair value of derivative instruments, net of tax benefit of ($1,269)	1,886	1,886	—	—	—	—	—	—	1,886	
Realized loss on derivative instruments reclassified into earnings, net of taxes of $398	(707)	(707)	—	—	—	—	—	—	(707)	
Unrealized loss resulting from changes in fair value of marketable securities, net of taxes of $10	(16)	(16)	—	—	—	—	—	—	(16)	
Other comprehensive income	1,163	1,163								
Comprehensive income:	39,591	$ 39,591								
Issuances of Class A common stock	596		645	7	—	—	589	—	—	
Stock-based compensation	3,504		—	—	—	—	3,504	—	—	
Balance, April 30, 2011	$ 93,987		25,589	$ 256	988	$ 10	$ 285,992	$ (192,649)	$ 378	$ —
Comprehensive loss:										
Net loss	(77,592)	$ (77,592)	—	—	—	—	—	(77,586)	—	(6)
Other comprehensive income (loss), net of taxes:										
Unrealized loss resulting from changes in fair value of derivative instruments, net of taxes of $99	(1,749)	(1,749)	—	—	—	—	—	—	(1,749)	—
Realized loss on derivative instruments reclassified into earnings, net of tax benefit of ($99)	(578)	(578)	—	—	—	—	—	—	(578)	—
Unrealized loss resulting from changes in fair value of marketable securities, net of taxes of $0	(3)	(3)	—	—	—	—	—	—	(3)	—
Other comprehensive loss	(2,330)	(2,330)								

Comprehensive loss:	(79,922)	$ (79,922)								
Issuances of Class A common stock	239		402	4	—	—	235	—	—	—
Stock-based compensation	1,855		—	—	—	—	1,855	—	—	—
Contribution from noncontrolling interest holder	1,806		—	—	—	—	—	—	—	1,806
Other	266		—	—	—	—	266	—	—	—
Balance, April 30, 2012	$ 18,231		25,991	$ 260	988	$ 10	$ 288,348	$ (270,235)	$ (1,952)	$ 1,800

The accompanying notes are an integral part of these consolidated financial statements.

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CASELLA WASTE SYSTEMS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Fiscal Year Ended April 30,		
	2012	2011	2010
Cash Flows from Operating Activities:			
Net (loss) income	$ (77,592)	$ 38,428	$ (13,858)
Adjustments to reconcile net loss to net cash provided by operating activities -			
Loss (income) from discontinued operations, net	—	1,458	(1,011)
Gain on disposal of discontinued operations, net	(725)	(43,590)	(1,180)
Gain on sale of assets	—	(3,502)	—
Gain on sale of property and equipment	(1,004)	(470)	(1,343)
Depreciation and amortization	58,576	58,261	63,619
Depletion of landfill operating lease obligations	8,482	7,878	6,867
Interest accretion on landfill and environmental remediation liabilities	3,479	3,331	3,506
Environmental remediation charge	—	549	335
Asset impairment charge	40,746	3,654	—
Bargain purchase gain	—	(2,975)	—
Development project charge	131	—	—
Amortization of premium on senior subordinated notes	—	(611)	(727)
Amortization of discount on term loan and second lien notes	964	801	685
Loss from equity method investments	9,994	4,096	2,691
Impairment of equity method investment	10,680	—	—
Loss on debt extinguishment	300	7,390	511
Stock-based compensation	1,855	1,592	1,987
Excess tax benefit on the vesting of share based awards	(254)	(129)	—
Deferred income taxes	1,899	(23,615)	3,031
Changes in assets and liabilities, net of effects of acquisitions and divestitures -			
Accounts receivable	7,442	(3,273)	(8,179)
Accounts payable	4,210	7,443	5,092
Prepaid expenses, inventories and other assets	318	3,834	2,755
Accrued expenses and other liabilities	(5,726)	(13,459)	(695)
Net Cash Provided By Operating Activities	63,775	47,091	64,086
Cash Flows from Investing Activities:			
Acquisitions, net of cash acquired	(2,102)	(1,744)	(864)
Additions to property, plant and equipment attributable to acquisitions	(529)	(5)	—
Additions to property, plant and equipment - growth	(12,211)	(2,803)	(4,187)
- maintenance	(47,001)	(52,441)	(48,647)
Payments on landfill operating lease contracts	(6,616)	(5,655)	(13,737)
Purchase of gas rights	—	(1,608)	—
Proceeds from sale of assets	—	7,533	—
Proceeds from sale of property and equipment	1,492	959	4,434
Investments in unconsolidated entities	(5,045)	—	(49)
Net Cash Used In Investing Activities	(72,012)	(55,764)	(63,050)
Cash Flows from Financing Activities:			
Proceeds from long-term borrowings	163,500	383,757	492,344
Principal payments on long-term debt	(152,806)	(491,669)	(485,796)
Payments of financing costs	(1,592)	(10,588)	(14,089)
Proceeds from exercise of share based awards	337	476	260
Excess tax benefit on the vesting of share based awards	254	129	—
Contributions from noncontrolling interest holder	536	—	—
Net Cash Provided By (Used In) Financing Activities	10,229	(117,895)	(7,281)
Discontinued Operations:			
Net cash (used in) provided by operating activities	—	(359)	5,651
Net cash provided by investing activities	725	130,114	1,317
Net cash used in financing activities	—	(3,405)	(526)
Net Cash Provided By Discontinued Operations	725	126,350	6,442
Net increase (decrease) in cash and cash equivalents	2,717	(218)	197
Cash and cash equivalents, beginning of period	1,817	2,035	1,838
Cash and cash equivalents, end of period	$ 4,534	$ 1,817	$ 2,035

The accompanying notes are an integral part of these consolidated financial statements.

CASELLA WASTE SYSTEMS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)
(in thousands)

	Fiscal Year Ended April 30, 2012	2011	2010
Supplemental Disclosures of Cash Flow Information:			
Cash paid during the period for -			
Interest	$ 41,243	$ 44,291	$ 35,583
Income taxes, net of refunds	$ 5,048	$ 1,480	$ 234
Supplemental Disclosures of Non-Cash Investing and Financing Activities:			
Summary of entities acquired in purchase business combinations -			
Fair value of net assets acquired	$ 2,217	$ 6,456	$ 1,512
Bargain purchase gain	$ —	$ 2,975	$ —
Cash paid, net	$ 2,102	$ 1,744	$ 864
Notes payable, liabilities assumed and holdbacks to sellers	$ 115	$ 1,737	$ 648
Property, plant and equipment acquired through lease obligations	$ —	$ —	$ 404
Equipment contributed by noncontrolling interest	$ 1,270	$ —	$ —

The accompanying notes are an integral part of these consolidated financial statements.

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CASELLA WASTE SYSTEMS, INC. AND SUBSIDIARIES
NOTES TO AUDITED CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except for per share data)

1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accompanying consolidated financial statements include the accounts of Casella Waste Systems, Inc. (the "Parent") and its subsidiaries and an entity in which it has a controlling financial interest (collectively, "we", "us" or "our"). For the consolidated subsidiary that is less than wholly owned, the third-party holding of equity interests is referred to as a noncontrolling interest. The portion of net income (loss) attributable to the noncontrolling interest of this subsidiary is presented as Net income (loss) attributable to noncontrolling interest. The portion of stockholders' equity of this subsidiary attributable to the noncontrolling interest is presented as Noncontrolling interest in the consolidated balance sheets and the consolidated statements of stockholders' equity and comprehensive (loss) income.

We are a regional, integrated solid waste services company that provides collection, transfer, disposal, landfill, landfill gas-to-energy, recycling and organics services, in the northeastern United States. We market recyclable metals, aluminum, plastics, paper and corrugated cardboard, which have been processed at our recycling facilities, as well as recyclables purchased from third parties. We also generate and sell electricity under a contract at a waste-to-energy facility, Maine Energy Recovery Company LP ("Maine Energy"). We manage our solid waste operations on a geographic basis through two regional operating segments, the Eastern and Western regions, each of which includes a full range of solid waste services, and our larger- recycling and commodity brokerage operations through our Recycling segment. Ancillary operations, major customer accounts, discontinued operations and earnings through equity method investees are included in our Other segment.

A summary of our significant accounting policies follows:

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the Parent, its wholly-owned subsidiaries and an entity in which it has a controlling financial interest. All significant intercompany accounts and transactions are eliminated in consolidation. Investments in entities in which we do not have a controlling financial interest are accounted for under either the equity method or cost method of accounting, as appropriate. Assets and liabilities of discontinued operations and assets held for sale are segregated from those of continuing operations and reported in separate captions in the balance sheet, as applicable. The results of operations that have been disposed of or classified as held for sale are reported in discontinued operations, as applicable. See Note 16 for disclosure over discontinued operations.

Use of Estimates and Assumptions

Preparation of our consolidated financial statements in conformity with generally accepted accounting principles requires management to make certain estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities and disclosure of the contingent assets and liabilities, as applicable, at the date of the consolidated financial statements. The estimates and assumptions will also affect the reported amounts of revenues and expenses during the reporting period. Summarized below are the estimates and assumptions that we consider to be significant in the preparation of our consolidated financial statements.

<u>Landfill Development Costs</u>

We estimate the total cost to develop each of our landfill sites to its remaining permitted and expansion capacity. This estimate includes such costs as landfill liner material and installation, excavation for airspace, landfill leachate collection systems, landfill gas collection systems, environmental monitoring equipment for groundwater and landfill gas, directly related engineering, capitalized interest, on-site road construction and other capital infrastructure costs. Additionally, landfill development includes all land purchases for landfill footprint and required landfill buffer property. The projection of these landfill costs is dependent, in part, on future events. The remaining amortizable basis of each landfill includes costs to develop a site to its remaining permitted and expansion capacity and includes amounts previously expended and capitalized, net of accumulated airspace amortization, and projections of future purchase and development costs. The interest capitalization rate is based on our weighted average interest rate incurred on borrowings outstanding during the period. Interest capitalized for the fiscal years ended April 30, 2012, 2011 and 2010 was $407, $1,078 and $349, respectively.

Under life-cycle accounting, all costs related to acquisition and construction of landfill sites are capitalized and charged to expense based on tonnage placed into each site. Landfill permitting, acquisition and preparation costs are amortized on the units-of-consumption method as landfill airspace is consumed. In determining the amortization rate for these landfills, preparation costs include the total estimated costs to complete construction of the landfills' permitted and expansion capacity.

We apply the following guidelines in determining a landfill's remaining permitted and expansion airspace:

Remaining Permitted Airspace. Our engineers, in consultation with third-party engineering consultants and surveyors, are responsible for determining remaining permitted airspace at our landfills. The remaining permitted airspace is determined by an annual survey, which is then used to compare the existing landfill topography to the expected final landfill topography.

Expansion Airspace. We currently include unpermitted expansion airspace in our estimate of remaining permitted and expansion airspace in certain circumstances. To be considered expansion airspace all of the following criteria must be met:

- we control the land on which the expansion is sought;
- all technical siting criteria have been met or a variance has been obtained or is reasonably expected to be obtained;
- we have not identified any legal or political impediments which we believe will not be resolved in our favor;
- we are actively working on obtaining any necessary permits and we expect that all required permits will be received; and
- senior management has approved the project.

For unpermitted airspace to be initially included in our estimate of remaining permitted and expansion airspace, the expansion effort must meet all of the criteria listed above. These criteria are annually evaluated by our engineers, accountants, lawyers, managers and others to identify potential obstacles to obtaining the permits. Once the remaining permitted and expansion airspace is determined in cubic yards, an airspace utilization factor, or AUF, is established to calculate the remaining permitted and expansion capacity in tons. The AUF is established using the measured density obtained from previous annual surveys. When we include the expansion airspace in our calculation of remaining permitted and expansion airspace, we include the projected costs for development, as well as the projected asset retirement costs related to capping, closure and post-closure of the expansion airspace in the amortization basis of the landfill.

After determining the costs and the remaining permitted and expansion capacity at each of our landfills, we determine the per ton rates that will be expensed as waste is received and deposited at the landfill by dividing the costs by the corresponding number of tons. We calculate per ton amortization rates for assets associated with each capping event, for assets related to closure and post-closure activities and for all other costs capitalized or to be capitalized in the future for each landfill. These rates per ton are updated annually, or more often, as significant facts change.

Landfill Capping, Closure and Post-Closure Costs

The following is a description of our asset retirement activities:

Capping Costs. Capping activities include the installation of liners, drainage, compacted soil layers and topsoil over areas of a landfill where total airspace has been consumed and waste is no longer being received. Capping activities occur throughout the life of the landfill. Our engineering personnel estimate the cost for each capping event based on the acreage to be capped and the capping materials and activities required. The estimates also consider when these costs would actually be paid and factor in inflation and discount rates. The engineers then quantify the landfill capacity associated with each capping event and the costs for each event are amortized over that capacity as waste is received at the landfill.

Closure and Post-Closure Costs. Closure and post-closure costs represent future estimated costs related to monitoring and maintenance of a solid waste landfill, after a landfill facility ceases to accept waste and closes. We estimate, based on input from our engineers, lawyers, accounting personnel and consultants, our future cost requirements for closure and post-closure monitoring and maintenance based on our interpretation of the technical standards of the Subtitle D regulations and the air emissions standards under the Clean Air Act of 1970, as amended, as they are being applied on a state-by-state basis. Closure and post-closure accruals for the cost of monitoring and maintenance include site inspection, groundwater monitoring, leachate management, methane gas control and recovery, and operation and maintenance costs to be incurred for a period which is generally for a term of

30 years after final closure of a landfill. In determining estimated future closure and post-closure costs, we consider costs associated with permitted and permittable airspace.

Our estimate of costs to discharge capping, closure and post-closure asset retirement obligations for landfills are developed in today's dollars. These costs are then inflated to the period of performance using an estimate of inflation which is updated annually (2.7% for fiscal years 2012 and 2011, respectively). Capping, closure and post-closure liabilities are discounted using the credit adjusted risk-free rate in effect at the time the obligation is incurred. The weighted average rate applicable to our asset retirement obligations at April 30, 2012 is between 9.2% and 10.4%, the range of the credit adjusted risk free rates effective since the adoption of guidance associated with asset retirement obligations in fiscal year 2004. Accretion expense is necessary to increase the accrued capping, closure and post-closure liabilities to the future anticipated obligation. To accomplish this, we accrete our capping, closure and post-closure accrual balances using the same credit-adjusted risk-free rate that was used to calculate the recorded liability. Accretion expense on recorded landfill liabilities is recorded to cost of operations from the time the liability is recognized until the costs are paid. Accretion expense on recorded landfill liabilities amounted to $3,341, $3,193 and $3,281 in fiscal years 2012, 2011 and 2010, respectively.

We provide for the accrual and amortization of estimated future obligations for closure and post-closure based on tonnage placed into each site. With regards to capping, the liability is recognized and these costs are amortized based on the airspace related to the specific capping event.

We operate in states which require a certain portion of landfill capping, closure and post-closure obligations to be secured by financial assurance, which may take the form of surety bonds, letters of credit and restricted cash. Surety bonds securing closure and post-closure obligations at April 30, 2012 and 2011 totaled $124,600 and $120,291, respectively. Letters of credit securing closure and post-closure obligations at April 30, 2012 and 2011 totaled $1,752, respectively. Restricted cash securing closure and post-closure obligations is disclosed in Note 4.

Landfill Accounting-Landfill Operating Lease Contracts

We entered into three landfill operation and management agreements in fiscal year 2004 and one landfill operation and management agreement in fiscal year 2006. These agreements are long-term landfill operating contracts with government bodies whereby we receive tipping revenue, pay normal operating expenses and assume future capping, closure and post-closure liabilities. The government body retains ownership of the landfill. There is no bargain purchase option and title to the property does not pass to us at the end of the lease term. We allocate the consideration paid to the landfill airspace rights and underlying land lease based on the relative fair values.

In addition to up-front or one-time payments, the landfill operating agreements require us to make future minimum rental payments, including success/expansion fees, other direct costs and capping, closure and post closure costs. The value of all future minimum lease payments is amortized and charged to cost of operations over the life of the contract. We amortize the consideration allocated to airspace rights as airspace is utilized on a units-of-consumption basis and such amortization is charged to cost of operations as airspace is consumed (e.g., as tons are placed into the landfill). The underlying value of the land lease is amortized to cost of operations on a straight-line basis over the estimated life of the operating agreement.

Environmental Remediation Liabilities

We have recorded environmental liabilities representing our estimate of the most likely outcome of the matters for which we have determined that a liability is probable. These liabilities include potentially responsible party, or PRP, investigations, settlements, certain legal and consultant fees, as well as costs directly associated with site investigation and clean up, such as materials and incremental internal costs directly related to the remedy. We provide for expenses associated with environmental remediation obligations when such amounts are probable and can be reasonably estimated. We estimate costs required to remediate sites where it is probable that a liability has been incurred based on site-specific facts and circumstances. Estimates of the cost for the likely remedy are developed using third-party environmental engineers or other service providers. Where we believe that both the amount of a particular environmental remediation liability and timing of payments are reliably determinable, we inflate the cost in current dollars until the expected time of payment and discount the cost to present value. See Note 10 for disclosure over environmental remediation liabilities.

Goodwill and Other Intangibles

We do not amortize goodwill. We annually assess goodwill impairment at the end of the fourth quarter of our fiscal year, or more frequently if events or circumstances indicate that impairment may exist.

We assess whether a goodwill impairment exists using both qualitative and quantitative assessments. Our qualitative assessment involves determining whether events or circumstances exist that indicate it is more likely than not that the fair value of a reporting unit is less than its carrying amount, including goodwill. If based on this qualitative assessment we determine it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, we will not perform a quantitative assessment.

If the qualitative assessment indicates that it is more likely than not that the fair value of a reporting unit is less than its carrying amount or if we elect not to perform a qualitative assessment, we perform a quantitative assessment, or two-step impairment test, to determine whether a goodwill impairment exists at the reporting unit.

In the first step of testing for goodwill impairment, we estimate the fair value of each reporting unit, which we have determined to be our geographic operating segments and our Recycling segment, and compare the fair value with the carrying value of the net assets assigned to each reporting unit. We test goodwill at this reporting unit level because the business is managed and reported at this level. If the fair value is less than its carrying value, then we would perform a second step and determine the fair value of the goodwill. In this second step, the fair value of goodwill is determined by deducting the fair value of a reporting unit's identifiable assets and liabilities from the fair value of the reporting unit as a whole, as if that reporting unit had just been acquired and the purchase price were being initially allocated. If the fair value of the goodwill is less than its carrying value for a reporting unit, an impairment charge would be recorded to earnings.

To determine the fair value of each of our reporting units as a whole we use discounted cash flow analyses, which require significant assumptions and estimates about the future operations of each reporting unit. Significant judgments inherent in this analysis include the determination of appropriate discount rates, the amount and timing of expected future cash flows and growth rates. The cash flows employed in our discounted cash flow analyses are based on financial forecasts developed internally by management. Our discount rate assumptions are based on an assessment of our risk adjusted discount rate, applicable for each reporting unit. In assessing the reasonableness of our determined fair values of our reporting units, we evaluate our results against our current market capitalization.

In addition, we would evaluate a reporting unit for impairment if events or circumstances change between annual tests indicating a possible impairment. Examples of such events or circumstances include the following:

- a significant adverse change in legal status or in the business climate;
- an adverse action or assessment by a regulator;
- a more likely than not expectation that a segment or a significant portion thereof will be sold; or
- the testing for recoverability of a significant asset group within the segment.

We incurred no impairment of goodwill as a result of our annual fourth quarter goodwill impairment tests in fiscal years 2012, 2011 or 2010. However, there can be no assurance that goodwill will not be impaired at any time in the future. See Note 6 for disclosure over goodwill.

Covenants not to compete and customer lists are amortized using the straight-line method over their estimated useful lives, typically no more than 10 years. See Note 6 for disclosure over intangible assets.

Recovery of Long-Lived Assets

We continually assess whether events or changes in circumstances have occurred that may warrant revision of the estimated useful lives of our long-lived assets (other than goodwill) or whether the remaining balances of those assets should be evaluated for possible impairment. Long-lived assets include, for example, capitalized landfill costs, other property and equipment, and identifiable intangible assets. Events or changes in circumstances that may indicate that an asset may be impaired include the following:

- a significant decrease in the market price of an asset or asset group;
- a significant adverse change in the extent or manner in which an asset or asset group is being used or in its physical condition;
- a significant adverse change in legal factors or in the business climate that could affect the value of an asset or asset group, including an adverse action or assessment by a regulator;
- an accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of a long-lived asset;
- a current period operating or cash flow loss combined with a history of operating or cash flow losses or a projection or forecast that demonstrates continuing losses associated with the use of a long-lived asset or asset group;
- a current expectation that, more likely than not, a long-lived asset or asset group will be sold or otherwise disposed of significantly before the end of its previously estimated useful life; or
- an impairment of goodwill at a reporting unit.

There are certain indicators listed above that require significant judgment and understanding of the waste industry when applied to landfill development or expansion. For example, a regulator may initially deny a landfill expansion permit application although the expansion permit is ultimately granted. In addition, management may periodically divert waste from one landfill to another to conserve remaining permitted landfill airspace. Therefore, certain events could occur in the ordinary course of business and not necessarily be considered indicators of impairment due to the unique nature of the waste industry.

If an impairment indicator occurs, we perform a test of recoverability by comparing the carrying value of the asset or asset group to its undiscounted expected future cash flows. We group our long-lived assets for this purpose at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets or asset groups. If the carrying values are in excess of undiscounted expected future cash flows, we measure any impairment by comparing the fair value of the asset or asset group to its carrying value.

To determine fair value, we use discounted cash flow analyses and estimates about the future cash flows of the asset or asset group. This analysis includes a determination of an appropriate discount rate, the amount and timing of expected future cash flows and growth rates. The cash flows employed in our discounted cash flow analyses are typically based on financial forecasts developed internally by management. The discount rate used is commensurate with the risks involved. We may also rely on third party valuations and or information available regarding the market value for similar assets.

If the fair value of an asset or asset group is determined to be less than the carrying amount of the asset or asset group, impairment in the amount of the difference is recorded in the period that the impairment occurs. Estimating future cash flows requires significant judgment and projections may vary from the cash flows eventually realized.

In the fourth quarter of fiscal year 2012, we entered into negotiations regarding the sale of Maine Energy. Based on the proposed purchase consideration, we reviewed the asset group for impairment and recorded a $40,746 impairment charge to the asset group within the Eastern region segment. The impairment was measured based on the asset group’s highest and best use under the market approach, utilizing the discounted present cash flows associated with the purchase consideration of the facility, adjusted for costs to demolish the facility. We used a discount rate of 3.5%, which approximates the buyers borrowing rate.

In the fourth quarter of fiscal year 2011, we recorded an impairment charge of $3,654 related to a recycling processing facility.

Bad Debt Allowance

Estimates are used in determining our allowance for bad debts and are based on our historical collection experience, current trends, credit policy and a review of our accounts receivable by aging category. Our reserve is evaluated and revised on a monthly basis.

Self-Insurance Liabilities and Related Costs

We are self insured for vehicles and workers' compensation. Our maximum exposure in fiscal year 2012 under the workers' compensation plan is $1,000 per individual event, after which reinsurance takes effect. Our maximum exposure under the automobile plan is $750 per individual event, after which reinsurance takes effect. The liability for unpaid claims and associated expenses, including incurred but not reported losses, is determined by management with the assistance of a third party actuary and reflected in our consolidated balance sheet as an accrued liability. We use a third party to track and evaluate actual claims experience for consistency with the data used in the annual actuarial valuation. The actuarially determined liability is calculated based on historical data, which considers both the frequency and settlement amount of claims. Our self insurance reserves totaled $12,024 and $13,102 at April 30, 2012 and 2011, respectively. Our estimated accruals for these liabilities could be significantly different than our ultimate obligations if variables such as the frequency or severity of future events differ significantly from our assumptions.

Income Tax Accruals

We use estimates to determine our provision for income taxes and related assets and liabilities and any valuation allowance recorded against our net deferred tax assets. Valuation allowances have been established for the possibility that tax benefits may not be realized for certain deferred tax assets. Deferred income taxes are recognized based on the expected future tax consequences of differences between the financial statement basis and the tax basis of assets and liabilities, calculated using currently enacted tax rates. We record net deferred tax assets to the extent we believe these assets will more likely than not be realized. In making this determination, we consider all available positive and negative evidence, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies and recent financial operations. In the event we determine that we would be able to realize our deferred income tax assets in the future in excess of their net recorded amount, we will make an adjustment to the valuation allowance which would reduce the provision for income taxes.

We account for income tax uncertainties according to guidance on the recognition, de-recognition and measurement of potential tax benefits associated with tax positions. We recognize interest and penalties relating to income tax matters as a component of income tax expense. See Note 14 for disclosure related to income taxes.

Loss Contingencies

We are subject to various legal proceedings, claims and regulatory matters, the outcomes of which are subject to significant uncertainty. We determine whether to disclose or accrue for loss contingencies based on an assessment of whether the risk of loss is remote, reasonably possible or probable, and whether it can be reasonably estimated. We analyze our litigation and regulatory matters based on available information to assess the potential liabilities. Management's assessment is developed based on an analysis of possible outcomes under various strategies. We accrue for loss contingencies when such amounts are probable and reasonably estimable. If a contingent liability is only reasonably possible, we will disclose the potential range of the loss, if estimable. We record losses related to contingencies in cost of operations or selling, general and administrative expenses, depending on the nature of the underlying transaction leading to the loss contingency. See Note 10 for disclosure over loss contingencies.

Stock-Based Compensation

All share-based compensation cost is measured at the grant date, based on the estimated fair value of the award, and is recognized as expense over the employee's requisite service period. Stock-based compensation expense is based on the number of awards ultimately expected to vest and is therefore reduced for an estimate of the awards that are expected to be forfeited prior to vesting.

The fair value of each stock option is estimated using a Black-Scholes option pricing model, which requires extensive use of accounting judgment and financial estimation, including estimates of the expected term option holders will retain their vested stock options before exercising them and the estimated volatility of our common stock price over the expected term.

Revenue Recognition

We recognize collection, transfer, recycling and disposal revenues as the services are provided. Certain customers are billed in advance and, accordingly, recognition of the related revenues is deferred until the services are provided.

Revenues from the sale of electricity to utilities by our waste-to-energy facility are recorded at the contract rate specified by our power purchase agreement as the electricity is delivered. Contractual rental payments associated with power purchase agreements accounted for as embedded operating leases are recognized on a straight-line basis over the life of the power purchase agreement.

Revenues from the sale of recycled materials are recognized upon shipment. Rebates to certain municipalities based on sales of recyclable materials are recorded upon the sale of such recyclables to third parties and are included as a reduction of revenues. Revenues for processing of recyclable materials are recognized when the related service is provided. Revenues from the brokerage of recycled materials are recognized on a net basis at the time of shipment.

Fair Value of Financial Instruments

Our financial instruments include cash and cash equivalents, trade receivables, restricted trust and escrow accounts, commodity and interest rate derivatives, trade payables and long-term debt. Accounting standards include disclosure requirements around fair values used for certain financial instruments and establish a fair value hierarchy. The thee-tier hierarchy prioritizes valuation inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market. Each fair value measurement is reported in one of three levels: Level 1, defined as quoted market prices in active markets for identical assets or liabilities; Level 2, defined as inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; and Level 3, defined as unobservable inputs that are not corroborated by market data. See Note 9 and Note 12 for fair value disclosure over long-term debt and financial instruments, respectively.

Cash and Cash Equivalents

We consider all highly liquid investments purchased with original maturities of three months or less to be cash equivalents.

Inventory

Inventory includes secondary fibers, recyclables ready for sale and supplies and is stated at the lower of cost (first-in, first-out) or market. Inventory consisted of finished goods and supplies totaling $3,595 and $3,461 at April 30, 2012 and 2011, respectively.

Property, Plant and Equipment

Property, plant and equipment is recorded at cost, less accumulated depreciation and amortization. We provide for depreciation and amortization using the straight-line method by charges to operations in amounts that allocate the cost of the assets over their estimated useful lives as follows:

Asset Classification	Estimated Useful Life
Buildings	25-30 years
Machinery and equipment	5-10 years
Rolling stock	5-10 years
Containers	5-12 years
Furniture and Fixtures	3-8 years

Building improvements are amortized over a ten year period or the remaining life of the building, whichever is shorter. Machinery and equipment includes landfill equipment, balers and shredders with useful lives ranging from eight to ten years and maintenance equipment with useful lives ranging from five to ten years. Rolling stock includes collection vehicles, trailers and automobiles with useful lives ranging from five to ten years. Containers include steel containers in a variety of sizes generally ranging from two to 40 cubic yards with estimated useful lives of ten to 12 years. Containers also include residential carts and recycling bins with useful lives of five to ten years. Except at Maine Energy, where we capitalized certain major maintenance and repair costs and amortized them over their useful lives, the cost of maintenance and repairs is charged to operations as incurred. See Note 5 for disclosure over property, plant and equipment.

Investments in Unconsolidated Entities

Investments in unconsolidated entities over which we have significant influence over the investees' operating and financing activities are accounted for under the equity method of accounting. Investments in affiliates in which we do not have the ability to exert significant influence over the investees' operating and financing activities are accounted for under the cost method of accounting.

Equity Method Investments

GreenFiber. We entered into a joint venture agreement in July 2000 with Louisiana-Pacific Corporation ("LP") to combine our respective cellulose insulation businesses into a single operating entity, US GreenFiber LLC ("GreenFiber"). We account for our 50% membership interest in GreenFiber using the equity method of accounting.

In April 2011, we issued a guaranty of up to $1,500 in support of GreenFiber's amended and restated loan and security agreement in order to induce the lender to enter into a waiver and amend the agreement. In August 2011, we were required to increase the guaranty to up to $3,400 and make an additional investment of $500 in order to again induce the lender to enter into a waiver and amend the agreement.

On December 1, 2011, GreenFiber entered into a second amendment to its modified and restated loan and security agreement. Concurrent therewith, we made an additional investment of $3,000 in GreenFiber and reduced our guaranty associated with the credit facility by $1,200 to $2,200. The guaranty can be drawn on upon an event of default and remains in place through December 1, 2014, the extended term of GreenFiber's modified and restated loan and security agreement. See Note 12 for disclosure over the fair value of the guaranty.

As of December 31, 2011, GreenFiber performed a test for goodwill impairment. The goodwill impairment analysis indicated that the carrying value of their reporting unit exceeded the fair value of their reporting unit, and GreenFiber determined that the entire amount of their goodwill was impaired. Consequently, we recorded our portion of the goodwill impairment charge of $5,090 as a part of the loss on equity method investment in fiscal year 2012.

Based on the analysis performed, we determined that the current book value of our investment in GreenFiber exceeded its fair value. The analysis calculated GreenFiber's fair value based on the income approach using discounted cash flows taking into account current expectations for asset utilization, housing starts and the remaining useful life of related assets. We recorded a charge of $10,680, as an impairment on equity method investment in the third quarter of fiscal year 2012.

In April 2012, we made an additional investment of $400 in GreenFiber so that it could meet its quarterly debt covenants.

In May 2012, we and LP made identical commitments to fund any liquidity shortfalls of GreenFiber related to covenant compliance as defined in GreenFiber's modified and restated loan and security agreement. We have agreed to provide an equity contribution of our pro-rata share of funds, based on ownership percentage, sufficient to cure such shortfall.

Our investment in GreenFiber amounted to $6,502 and $23,137 at April 30, 2012 and April 30, 2011, respectively. Summarized financial information for GreenFiber is as follows:

	April 30, 2012	April 30, 2011
Current assets	$ 17,513	$ 20,077
Noncurrent assets	$ 34,597	$ 49,618
Current liabilities	$ 12,815	$ 10,756
Noncurrent liabilities	$ 5,382	$ 12,863

	Fiscal Years Ended April 30, 2012	2011	2010
Revenue	$ 77,544	$ 84,903	$ 102,785
Gross profit	$ 10,521	$ 14,025	$ 23,010
Net loss	$ (20,003)	$ (8,192)	$ (5,380)

Tompkins. In May 2011, we finalized the terms of a joint venture agreement with FCR, LLC (“FCR”) to form Tompkins County Recycling LLC (“Tompkins”), a joint venture that operates a material recovery facility (“MRF”) located in Tompkins County, NY and processes and sells commodities delivered to the Tompkins MRF. In connection with the formation of the joint venture, we acquired a 50% membership interest in Tompkins in exchange for an initial cash contribution to Tompkins of $285. FCR made an initial cash contribution of $285 as well, and acquired a 50% membership interest in Tompkins. Income and losses are allocated to members based on membership interest percentage. Our investment in Tompkins amounted to $292 at April 30, 2012. We account for our 50% membership interest in Tompkins using the equity method of accounting.

Cost Method Investments

Evergreen. Our investment and ownership interest in Evergreen National Indemnity Company (“Evergreen”), a surety company which provides surety bonds to us, amounted to $10,657, or 19.9%, as of April 30, 2012 and 2011, respectively. We account for our investment in Evergreen under the cost method of accounting.

RecycleRewards. Our investment and ownership interest in RecycleRewards, Inc. (“RecycleRewards”), a company that markets an incentive based recycling service, amounted to $4,479 and 6.2%, and $4,467 and 8.2% as of April 30, 2012 and 2011, respectively. Our common share interest in RecycleRewards was reduced from 8.2% to the current 6.2% due to an equity offering RecycleRewards made to a third party investor in October 2011 and the issuance of additional warrants by RecycleRewards. We account for our investment in RecycleRewards under the cost method of accounting.

AGreen. In May 2011, we entered into a renewable energy project operating agreement with AGreen Energy LLC (“AGreen”). As a part of the agreement, we provide certain operation, maintenance and administrative services, as well as procure organic materials that would otherwise be disposed of to small farm-based biogas renewable energy projects that produce renewable energy and other valuable products and services. In the first quarter of fiscal year 2012, we made an initial investment of $150 in AGreen giving us a 5.1% membership interest. In the third quarter of fiscal year 2012, we made an additional contribution of $200 in AGreen giving us an investment and membership interest of $350, or 11.9%, as of April 30, 2012. We account for our investment in AGreen under the cost method of accounting.

GreenerU. In March 2012, we entered into a strategic partnership agreement with GreenerU, Inc. (“GreenerU”), a company that delivers energy and sustainability solutions to the college, university and preparatory school markets in order to reduce their energy costs and carbon emissions through the formulation of programs and policies and the running of renewable energy projects. As a part of the agreement, we will work with GreenerU to formulate compelling offers and approaches for colleges, universities and preparatory schools in the area of waste, recycling, energy, composting, resource conservation and other appropriate sustainability initiatives. We agreed to make a $1,000 capital contribution to GreenerU through the purchase of preferred stock in two $500 tranches, the first of which was completed in April 2012. As a result of our initial capital contribution we had a 4.2% ownership interest and a $500 investment in GreenerU as of April 30, 2012. In May 2012, we made the remaining $500 capital contribution bringing our current ownership interest to 6.3%. We account for our investment in GreenerU under the cost method of accounting.

Comprehensive Loss

Comprehensive loss is defined as the change in net assets of a business enterprise during a period from transactions generated from non-owner sources. It includes all changes in equity during a period except those resulting from investments by owners and distributions to owners. Accumulated other comprehensive (loss) income included in the accompanying consolidated balance sheets consists of changes in the fair value of our marketable securities, our interest rate and commodity hedges, as well as our portion of the changes in the fair value of GreenFiber’s commodity hedges.

The components of accumulated other comprehensive (loss) income for the fiscal years ended April 30, 2012 and 2011 are shown as follows:

	April 30, 2012			April 30, 2011		
	Gross	Tax	Net	Gross	Tax	Net
Marketable securities	$ 11	$ (6)	$ 5	$ 14	$ (6)	$ 8
Commodity hedges	661	(249)	412	620	(250)	370
Interest rate hedges	(2,369)	—	(2,369)	—	—	—
Accumulated other comprehensive (loss) income	$ (1,697)	$ (255)	$ (1,952)	$ 634	$ (256)	$ 378

Earnings per Share

Basic earnings per share is computed by dividing the net (loss) income from continuing operations attributable to common stockholders by the weighted average number of common shares outstanding during the period. Diluted earnings per share is calculated based on the combined weighted average number of common shares and potentially dilutive shares, which include, where appropriate, the assumed exercise of employee stock options, unvested restricted stock awards, unvested restricted stock units and unvested performance stock units. In computing diluted earnings per share, we utilize the treasury stock method.

Derivatives and Hedging

We account for derivatives and hedging activities in accordance with derivatives and hedging accounting guidance that establishes accounting and reporting standards requiring that every derivative instrument (including certain derivative instruments embedded in other contracts) be recorded in the balance sheet as either an asset or liability measured at its fair value. The guidance also requires that changes in the derivative's fair value be recognized currently in earnings unless specific hedge accounting criteria are met. Our objective for utilizing derivative instruments is to reduce our exposure to fluctuations in cash flows due to changes in the commodity prices of recycled paper and adverse movements in interest rates.

Our strategy to hedge against fluctuations in the commodity prices of recycled paper is to enter into hedges to mitigate the variability in cash flows generated from the sales of recycled paper at floating prices, resulting in a fixed price being received from these sales. We evaluate the hedges and ensure that these instruments qualify for hedge accounting pursuant to derivative and hedging guidance. Designated as effective cash flow hedges, the changes in the fair value of these derivatives are recognized in other comprehensive (loss) income until the hedged item is settled and recognized as part of commodity revenue.

If the price per short ton of the underlying commodity, as reported on the Official Board Market, is less than the contract price per short ton, we receive the difference between the average price and the contract price (multiplied by the notional tons) from the respective counter-party. If the price of the commodity exceeds the contract price per short ton, we pay the calculated difference to the counter-party.

The fair values of the commodity hedges are obtained or derived from third-party counter-parties and are determined using valuation models with assumptions about market prices for commodities being based on those in underlying active markets. We are not party to any commodity hedge contracts as of April 30, 2012.

Our strategy to hedge against fluctuations in variable interest rates involves entering into interest rate derivative agreements to hedge against adverse movements in interest rates. In fiscal year 2012, we entered into two forward starting interest rate derivative agreements to hedge the interest rate risk associated with a forecasted transaction effective January 15, 2013. The proceeds associated with the forecasted transaction would be used to redeem our outstanding $180,000 11% senior second lien notes due July 15, 2014 (the "Second Lien Notes"). The Second Lien Notes become callable on July 15, 2012. The total notional amount of these agreements is $150,000 and require us to receive interest based on changes in the London Interbank Offered Rate ("LIBOR") index and pay interest at a rate of approximately 1.40%. The agreements mature in March 2016.

For each interest rate derivative deemed to be an effective cash flow hedge, the change in fair value is recorded in our stockholders' equity as a component of accumulated other comprehensive (loss) income and included in interest expense at the same time as interest expense is affected by the hedged transaction. Differences paid or received over the life of the agreements are recorded as additions to or reductions of interest expense of the underlying debt.

If the interest rate derivatives become ineffective due to the inability to complete the forecasted transaction under the expected terms, the ineffective portion would be included in earnings in the period it was deemed to be ineffective.

We recognize all derivatives on the balance sheet at fair value.

Concentrations of Credit Risk

Financial instruments that potentially subject us to concentrations of credit risk consist primarily of cash and accounts receivable. We maintain cash and cash equivalents with banks that at times exceed applicable insurance limits. We reduce our exposure to credit risk by maintaining such deposits with high quality financial institutions. Concentration of credit risk with respect to accounts receivable is limited because a large number of geographically diverse customers comprise our customer base, thus spreading the trade credit risk. For the years ended April 30, 2012 and 2011, no single group or customer represents greater than 1.85% of total accounts receivable. We control credit risk through credit evaluations, credit limits and monitoring procedures. We may also use credit insurance from time to time. We perform credit evaluations for commercial and industrial customers and perform ongoing credit evaluations of its customers, but generally do not require collateral to support accounts receivable. Credit risk related to derivative instruments results from the fact we enter into interest rate derivative and commodity price hedge agreements with various counterparties. However, we monitor our derivative positions by regularly evaluating positions and the creditworthiness of the counterparties.

Business Combinations

We acquire businesses in the waste industry, including non-hazardous waste collection, transfer station, material recovery facilities and disposal operations, as part of our growth strategy. Businesses are included in the consolidated financial statements from the date of acquisition.

We recognize, separately from goodwill, the identifiable assets acquired and liabilities assumed at their estimated acquisition-date fair values. We measure and recognize goodwill as of the acquisition date as the excess of: (a) the aggregate of the fair value of consideration transferred, the fair value of any noncontrolling interest in the acquiree (if any) and the acquisition-date fair value of our previously held equity interest in the acquiree (if any), over (b) the fair value of net assets acquired and liabilities assumed. If information about facts and circumstances existing as of the acquisition date is incomplete by the end of the reporting period in which a business combination occurs, we will report provisional amounts for the items for which the accounting is incomplete. The measurement period ends once we receive the information we were seeking; however, this period will not extend beyond one year from the acquisition date. Any material adjustments recognized during the measurement period will be recognized retrospectively in the consolidated financial statements of the then current period. All acquisition-related transaction and restructuring costs are to be expensed as incurred. See Note 3 for disclosure over business acquisitions.

Discontinued Operations

We analyze our operations that have been divested or classified as held-for-sale to determine if they qualify for discontinued operations accounting. Only operations that qualify as a component of an entity under generally accepted accounting principles in the United States (“U.S. GAAP”) can be included in discontinued operations. In addition, only components where the cash flows of the component have been or will be eliminated from ongoing operations by the end of the assessment period and where we do not have a significant continuing involvement with the divested operations would qualify for discontinued operations accounting. See Note 16 for disclosure over discontinued operations.

Subsequent Events

No material subsequent events have occurred since April 30, 2012 through the date of this filing that required recognition or disclosure in our current period consolidated financial statements, except as disclosed.

2. NEW ACCOUNTING STANDARDS

Adoption of New Accounting Pronouncements

Goodwill Impairment Test

In December 2010, the Financial Accounting Standards Board (the “FASB”) issued an accounting standards update which modifies the requirements of Step 1 of the goodwill impairment test for reporting units with zero or negative carrying amounts. This guidance was effective for fiscal years beginning after December 15, 2010. We adopted this guidance effective May 1, 2011 with no impact on our consolidated financial position or results of operations. We annually assess goodwill impairment at the end of the fourth quarter of our fiscal year, or if events or circumstances change between annual tests indicating a possible impairment.

In September 2011, the FASB issued an accounting standards update on goodwill impairment testing. This guidance permits an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test. If after assessing the totality of events or circumstances, we determine that it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the two-step impairment test is unnecessary. This guidance is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011 with early adoption permitted. We adopted this guidance effective February 1, 2012 with no effect on our consolidated financial position or results of operations.

Fair Value Measurements and Disclosures

In May 2011, the FASB issued an accounting standards update on fair value disclosures. This guidance is intended to establish common requirements for measuring fair value and for disclosing information about fair value measurements in accordance with U.S. GAAP and International Financial Reporting Standards ("IFRS"). This guidance is effective for the first interim or annual reporting period beginning after December 15, 2011. We adopted this guidance effective February 1, 2012 with no effect on our consolidated financial position or results of operations. See Note 1 and Note 12 for the updated fair value disclosures.

Other Comprehensive Income

In June 2011, the FASB issued an accounting standards update for the presentation of comprehensive income. This guidance requires the presentation of comprehensive income, the components of net income and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The updated standard also requires presentation of adjustments for items that are reclassified from other comprehensive income to net income in the statement where the components of net income and the components of other comprehensive income are presented. The FASB deferred certain portions of the accounting standard update related to presentation of reclassification adjustments from other comprehensive income to net income. This guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011 with early adoption permitted. We adopted this guidance effective February 1, 2012 with no effect on our consolidated financial position or results of operations.

New Accounting Pronouncements Pending Adoption

Disclosures About Offsetting Assets and Liabilities

In December 2011, the FASB issued an accounting standards update regarding the disclosure of offsetting assets and liabilities in financial statements. This guidance requires an entity to disclose both gross information and net information about both instruments and transactions eligible for offset in the statement of financial position and instruments and transactions subject to an agreement similar to a master netting arrangement. The objective of this disclosure is to facilitate comparison between those entities that prepare their financial statements on the basis of U.S. GAAP and those entities that prepare their financial statements on the basis of IFRS. This guidance is effective for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods, and will only impact the presentation of our financial statements and will not impact our consolidated financial position or results of operations.

3. BUSINESS ACQUISITIONS

During the fiscal year ended April 30, 2012, we acquired five solid waste hauling operations and completed the acquisition of the McKean County landfill business in Pennsylvania by acquiring additional equipment not included in the original transaction for total consideration of $2,217, including $2,102 in cash and $115 in holdbacks to sellers. In fiscal year 2011 we acquired two solid waste hauling operations in exchange for $1,073 in cash and $300 in notes payable. Also in fiscal year 2011, we acquired the McKean County landfill business in Pennsylvania in exchange for $671 in cash and the assumption of $1,437 in liabilities. We acquired the McKean County landfill business out of bankruptcy proceedings and recognized a bargain purchase gain of $2,975 based on the amount by which the fair value of assets acquired exceeded the purchase price consideration. The operating results of these businesses are included in the accompanying consolidated statements of operations from the dates of acquisition, and the purchase prices have been allocated to the net assets acquired based on fair values at the dates of acquisition, with the residual amounts allocated to goodwill. Acquired intangible assets other than goodwill that are subject to amortization include client lists and non-compete covenants. These are amortized over a five to ten year period from the date of acquisition. All amounts allocated to goodwill are expected to be deductible for tax purposes. The purchase price allocated to net assets acquired during the fiscal years ended April 30, 2012 and 2011 is as follows:

	April 30, 2012	April 30, 2011
Equipment	$ 606	$ 5,095
Goodwill	502	678
Intangible assets	1,135	441
Current assets	—	277
Current liabilities	(26)	(35)
Total	$ 2,217	$ 6,456

The following unaudited pro forma combined information shows the results of our continuing operations for the fiscal years ended April 30, 2012 and 2011 as though each of the acquisitions completed in the fiscal years ended April 30, 2012 and 2011 had occurred as of May 1, 2010.

	Fiscal Years Ended April 30, 2012	Fiscal Years Ended April 30, 2011
Revenue	$ 481,887	$ 472,833
Operating income	$ (11,535)	$ 29,237
Net (loss) income attributable to common stockholders	$ (77,626)	$ 38,665
Basic and diluted net (loss) income per common share attributable to common stockholders	$ (2.90)	$ 1.48
Basic and diluted weighted average shares outstanding	26,749	26,105

The pro forma results have been prepared for comparative purposes only and are not necessarily indicative of the actual results of operations had the acquisitions taken place or the results of our future operations. Furthermore, the pro forma results do not give effect to all cost savings or incremental costs that may occur as a result of the integration and consolidation of the completed acquisitions.

In May 2012, we acquired a solid waste hauling operation in exchange for $3,150 in cash and $350 in holdbacks to the seller. The purchase price will be allocated to real and personal property along with amortizable intangibles with the residual amount allocated to goodwill.

4. RESTRICTED CASH / RESTRICTED ASSETS

Restricted cash / restricted assets consists of cash and investments held in trust on deposit with various banks as collateral for our obligations relative to our landfill capping, closure and post-closure costs and other facilities' closure costs. Cash is also restricted by specific agreements for facilities' maintenance and other purposes. A summary of restricted cash / restricted assets is as follows:

	April 30, 2012	April 30, 2011
Current:		
Landfill closure	$ 76	$ 76
Total	$ 76	$ 76
Non Current:		
Landfill closure	$ 424	$ 334
Total	$ 424	$ 334

5. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment at April 30, 2012 and 2011 consists of the following:

	April 30, 2012	April 30, 2011
Land	$ 21,100	$ 20,691
Landfills	445,812	420,875
Landfill operating lease contracts	103,103	96,487
Buildings and improvements	123,104	119,191
Machinery and equipment	118,278	227,556
Rolling stock	125,100	123,444
Containers	73,426	69,161
	1,009,923	1,077,405
Less: accumulated depreciation and amortization	593,206	624,044
	$ 416,717	$ 453,361

Depreciation expense for the fiscal years ended April 30, 2012, 2011 and 2010 was $37,990, $36,079 and $37,959, respectively. Landfill amortization expense for the fiscal years ended April 30, 2012, 2011 and 2010 was $19,957, $21,342 and $24,906, respectively. Depletion expense on landfill operating lease contracts for the fiscal years ended April 30, 2012, 2011 and 2010 was $8,482, $7,878 and $6,867, respectively, and was recorded in cost of operations.

6. INTANGIBLE ASSETS AND GOODWILL

Intangible assets at April 30, 2012 and 2011 consist of the following:

	Covenants Not to Compete	Client Lists	Total
Balance, April 30, 2012			
Intangible assets	$ 15,601	$ 3,093	$ 18,694
Less accumulated amortization	(14,324)	(1,400)	(15,724)
	$ 1,277	$ 1,693	$ 2,970
Balance, April 30, 2011			
Intangible assets	$ 15,076	$ 2,474	$ 17,550
Less accumulated amortization	(13,966)	(1,129)	(15,095)
	$ 1,110	$ 1,345	$ 2,455

Intangible amortization expense for the fiscal years ended April 30, 2012, 2011 and 2010 was $629, $840 and $754, respectively. The intangible amortization expense estimated as of April 30, 2012 for the five fiscal years following fiscal year 2012 and thereafter is as follows:

2013	2014	2015	2016	2017	Thereafter
$ 640	$ 592	$ 542	$ 361	$ 257	$ 578

The following table shows the activity and balances related to goodwill from April 30, 2010 through April 30, 2012:

	April 30, 2011	Acquisitions	April 30, 2012
Eastern region	$ 38	$ 20	$ 58
Western region	88,976	482	89,458
Recycling	12,190	—	12,190
Total	$ 101,204	$ 502	$ 101,706

	April 30, 2010	Acquisitions	April 30, 2011
Eastern region	$ 38	$ —	$ 38
Western region	88,298	678	88,976
Recycling	12,190	—	12,190
Total	$ 100,526	$ 678	$ 101,204

We perform our annual assessment of goodwill impairment at the end of the fourth quarter of the fiscal year, or more frequently if events or circumstances indicate that impairment may exist.

We assess whether a goodwill impairment exists using both qualitative and quantitative assessments. Our qualitative assessment involves determining whether events or circumstances exist that indicate it is more likely than not that the fair value of a reporting unit is less than its carrying amount, including goodwill. If based on this qualitative assessment we determine it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, we will not perform a quantitative assessment.

If the qualitative assessment indicates that it is more likely than not that the fair value of a reporting unit is less than its carrying amount or if we elect not to perform a qualitative assessment, we perform a quantitative assessment or two-step impairment test to determine whether a goodwill impairment exists at the reporting unit.

The first step (defined as “Step 1”) of the goodwill impairment test, used to identify potential impairment, compares the fair value of the reporting unit with its carrying amount, including goodwill. If the fair value of the reporting unit exceeds its carrying amount, goodwill of the reporting unit is considered not impaired, thus the second step (defined as “Step 2”) of the impairment test is unnecessary. If the carrying amount of a reporting unit exceeds its fair value, Step 2 of the goodwill impairment test must be performed to measure the amount of impairment loss, if any.

As a part of the Step 1 testing for goodwill impairment, we estimate the fair value of each reporting unit, which we determined to be our three operating regions (Eastern, Western, and Recycling). The estimated fair value of each reporting unit is compared with the carrying value of the net assets assigned to each reporting unit. The sum of the fair values of the reporting units is reconciled to our current market capitalization (based on our stock price) plus an estimated control premium. The discounted cash flow method is used to measure the fair value of our equity under the income approach for each reporting unit. Determining the fair value using a discounted cash flow method requires us to make significant estimates and assumptions, including market conditions, discount rates, and long-term projections of cash flows. Our estimates are based upon historical experience, current market trends, projected future volumes and other information. We believe that the estimates and assumptions underlying the valuation methodology are reasonable; however, different estimates and assumptions could result in a different estimate of fair value. In estimating future cash flows, we rely on internally generated projections for a defined time period for revenue and operating profits, including capital expenditures, changes in net working capital, and adjustments for non-cash items to arrive at the free cash flow available to invested capital. A terminal value utilizing a constant growth rate of cash flows is used to calculate a terminal value after the explicit projection period. The future projected cash flows for the discrete projection period and the terminal value are discounted at a risk adjusted discount rate to determine the fair value of the reporting unit.

Step 2 of the goodwill impairment test, used to measure the amount of impairment loss, compares the implied fair value of reporting unit goodwill with the carrying amount of that goodwill. If the carrying amount of our goodwill exceeds the implied fair value of that goodwill, an impairment loss shall be recognized in an amount equal to that excess. The loss recognized cannot exceed the carrying amount of goodwill. After a goodwill impairment loss is recognized, the adjusted carrying amount of goodwill becomes its new accounting basis. The implied fair value of goodwill is determined in the same manner as the amount of goodwill recognized in a business combination is determined. The excess of the fair value of the reporting unit over the amounts assigned to its assets and liabilities is the implied amount of goodwill. We estimate the fair value of several tangible and intangible assets during the process that are valued during this process. Intangible assets included landfill air rights, customer relationships and trade names. For intangible assets, we select an income approach to value the air rights, customer relationships, and trade names. The landfill air rights and customer relationships are valued using the multi-period excess earnings method under the income approach, which estimates the fair value of the asset by discounting the future projected earnings of the asset to present value as of the valuation date. The trade names were valued using a relief from royalty method.

We incurred no impairment of goodwill as a result of our annual fourth quarter goodwill impairment tests in fiscal years 2012, 2011 or 2010. As of April 30, 2012, the qualitative assessment performed for the Western reporting unit indicated that it is more likely than not that the fair value of the reporting unit exceeded its carrying amount, including goodwill, and, therefore, no Step 1 was performed. The Step 1 test indicated that fair value of the Recycling reporting unit exceeded its carrying value by 24.4%. The carrying value of the Eastern reporting unit goodwill is de minimus and its impact to our operating results would be immaterial.

7. ACCRUED CAPPING, CLOSURE AND POST CLOSURE

Accrued capping, closure and post-closure costs include the current and non-current portion of costs associated with obligations for closure and post-closure of our landfills. We estimate our future capping, closure and post-closure costs in order to determine the capping, closure and post-closure expense per ton of waste placed into each landfill as further described in Note 1 to these consolidated financial statements. The anticipated timeframe for paying these costs varies based on the remaining useful life of each landfill, as well as the duration of the post-closure monitoring period. The changes to accrued capping, closure and post-closure liabilities are as follows:

	Fiscal Years Ended April 30,	
	2012	2011
Beginning balance	$ 36,407	$ 40,002
Obligations incurred	3,123	2,769
Revisions in estimates (1)	(1,682)	(4,273)
Accretion expense	3,341	3,193
Payments	(1,560)	(6,647)
Acquisitions	—	1,363
Ending balance	$ 39,629	$ 36,407

(1) The revision in estimates for capping, closure and post-closure for the years ended April 30, 2012 and 2011 consist of changes in cost estimates and timing of capping and closure events as well as changes to expansion airspace and tonnage placement assumptions.

8. OTHER ACCRUED LIABILITIES

Other accrued liabilities, classified as current liabilities, at April 30, 2012 and 2011 consist of the following:

	April 30, 2012	April 30, 2011
Self insurance reserve - current portion	$ 10,436	$ 11,514
Other accrued liabilities	10,772	9,409
Total other accrued liabilities	$ 21,208	$ 20,923

9. LONG-TERM DEBT AND CAPITAL LEASES

Long-term debt and capital leases as of April 30, 2012 and 2011 consist of the following:

	April 30, 2012	April 30, 2011
Senior subordinated notes due February 15, 2019, 7.75%, interest payable semiannually, unsecured and unconditionally guaranteed (the “2019 Notes”)	$ 200,000	$ 200,000
Senior second lien notes, due July 15, 2014, 11.00%, interest payable semiannually, secured by second priority lien on substantially all of our assets (including unamortized discount of $2,572 and $3,536) (the “Second Lien Notes”)	177,428	176,464
Senior secured revolving credit facility, which provides for advances or letters of credit of up to $227,500, due March 18, 2016, bearing interest at LIBOR plus 3.75%, (approximately 3.99% at April 30, 2012 based on one month LIBOR), secured by substantially all of our assets (the “2011 Revolver”)	69,600	57,357
Finance Authority of Maine Solid Waste Disposal Revenue Bonds Series 2005R-1 due January 1, 2025, dated December 1, 2005, bearing interest at BMA Index (approximately 0.34% at April 30, 2012) enhanced by an irrevocable, transferable direct-pay letter of credit (3.875% at April 30, 2012) (the “Bonds”)	3,600	25,000
Finance authority of Maine Solid Waste Disposal Revenue Bonds Series 2005R-2 due January 1, 2025, dated February 1, 2012, bearing interest at 6.25% through January 31, 2017, unsecured and guaranteed by our significant wholly-owned subsidiaires (the “Converted Bonds”)	21,400	—
Notes payable in connection with businesses acquired, bearing interest at rates of 2.49% - 6.50%, due in monthly or annual installments varying to $575, maturing May 2013 through April 2016	2,033	2,936
Capital leases for facilities and equipment, bearing interest rates of 4.50% - 4.72%, due in monthly installments varying to $78, expiring April 2013 through January 2015	548	878
	474,609	462,635
Less—current maturities	1,228	1,217
	$ 473,381	$ 461,418

Senior Subordinated Notes

On February 7, 2011, we completed the offering of $200,000 of 2019 Notes. The net proceeds from the 2019 Notes, together with other available funds, were used to refinance our then outstanding senior subordinated notes due February 1, 2013 (the “2013 Notes”) and to pay related transaction costs. The 2019 Notes will mature on February 15, 2019, and accrue interest at a rate of 7.75% per annum. Interest is payable semiannually in arrears on February 15 and August 15 of each year. The 2019 Notes are fully and unconditionally guaranteed on a senior subordinated basis by substantially all of our existing and future domestic restricted subsidiaries that guarantee our 2011 Revolver and Second Lien Notes.

The indenture governing the 2019 Notes contains certain negative covenants which restrict, among other things, our ability to sell assets, make investments in joint ventures, pay dividends, repurchase stock, incur debt, grant liens and issue preferred stock. As of April 30, 2012, we were in compliance with all covenants under the indenture governing the 2019 Notes and we do not believe that these restrictions impact our ability to meet future liquidity needs except that they may impact our ability to increase our investments in third parties, including the joint ventures to which we are parties.

Senior Second Lien Notes

On July 9, 2009, we completed the offering of $180,000 aggregate principal amount of Second Lien Notes. The Second Lien Notes were issued at an original issue price of 97.2% of the principal amount. The Second Lien Notes will mature on July 15, 2014 and accrue interest at a rate of 11% per annum. Interest is payable semiannually in arrears on January 15 and July 15 of each year. The Second Lien Notes are guaranteed jointly and severally, fully and unconditionally by all of the subsidiaries that guarantee the 2011 Revolver.

The Second Lien Notes were sold in a private placement to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), and to non-U.S. persons outside the United States under Regulation S under the Securities Act. The Second Lien Notes have not been registered under the Securities Act, and unless so registered, may not be offered or sold in the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and other applicable securities laws.

Although the Second Lien Notes do not contain financial ratio covenants, they do contain certain negative covenants which restrict, among other things, our ability to sell assets, make investments in joint ventures, pay dividends, repurchase stock, incur debt, grant liens and issue preferred stock. As of April 30, 2012, we were in compliance with all covenants under the indenture governing the Second Lien Notes and we do not believe that these restrictions impact our ability to meet future liquidity needs except that they may impact our ability to increase our investments in third parties, including the joint ventures to which we are parties.

Senior Secured Revolving Credit Facility

The 2011 Revolver is a $227,500 revolving credit and letter of credit facility due March 18, 2016. If we fail to refinance the Second Lien Notes by March 1, 2014, the maturity date for the 2011 Revolver shall be March 31, 2014. We have the right to request, at our discretion, an increase in the amount of the 2011 Revolver by an aggregate amount of $182,500 subject to certain conditions set forth in the 2011 Revolver agreement. The 2011 Revolver is guaranteed jointly and severally, fully and unconditionally by all of our significant wholly-owned subsidiaries.

On April 27, 2012, we entered into the first amendment to our 2011 Revolver. As a part of the amendment, we modified the financial covenants that the 2011 Revolver is subject to; we amended the agreement to use proceeds of a Term Loan B or other subordinated financings, which we may obtain, to refinance our outstanding Second Lien Notes; and we provided for adjustments to the financial covenants in the event that we undertake future financing activities.

The 2011 Revolver is subject to customary affirmative, negative, and financial covenants. As of April 30, 2012, these covenants restricted capital expenditures to 1.5 times our consolidated depreciation expenses, depletion expenses and landfill amortization expenses, set a minimum interest coverage ratio of 2.15, a maximum consolidated total funded debt to consolidated EBITDA ratio of 5.25 and a maximum senior funded debt to consolidated EBITDA ratio of 3.25. In addition to the financial covenants described above, the 2011 Revolver, as amended, also contains a number of important negative covenants which restrict, among other things, our ability to sell assets, pay dividends, repurchase stock, incur debt, grant liens and issue preferred stock.

Further advances were available under the 2011 Revolver in the amount of $128,209 as of April 30, 2012. The available amount is net of outstanding irrevocable letters of credit totaling $29,691 as of April 30, 2012, at which date no amount had been drawn.

Maine Bonds

On December 28, 2005, we completed a financing transaction involving the issuance, by the Finance Authority of Maine (the "Authority"), of $25,000 aggregate principal amount of the Bonds. The Bonds were issued pursuant to an indenture, dated as of December 1, 2005 and were enhanced by an irrevocable, transferable direct-pay letter of credit issued by Bank of America, N.A. Pursuant to a Financing Agreement, dated as of December 1, 2005, by and between us and the Authority, we have borrowed the proceeds of the Bonds to pay for certain costs relating to landfill development and construction, vehicle, container and related equipment acquisition for solid waste collection and transportation services, improvements to existing solid waste disposal, hauling, transfer station and other facilities, other infrastructure improvements, and machinery and equipment for solid waste disposal operations owned and operated by us, or a related party, all located in Maine.

On February 1, 2012, we converted the interest rate period on, and remarketed, $21,400 aggregate principal amount of the $25,000 Bonds. The mandatorily tendered Converted Bonds were converted from a variable rate to a five year fixed term interest rate of 6.25% per annum and included additional covenants and credit support for the benefit of the holders of those Converted Bonds, including guarantees by certain of our subsidiaries. The Converted Bonds are no longer secured by a letter of credit issued by a bank. The remaining $3,600 of outstanding Bonds will remain as variable rate bonds secured by a letter of credit issued by a bank. The Bonds mature on January 1, 2025.

Loss on Debt Refinancing

In the fourth quarter of fiscal year 2012, we recorded a charge of $300 as a loss on debt extinguishment related to the non-cash write off of unamortized deferred financing costs associated with the original issuance of the Bonds.

In fiscal year 2011, we recorded a charge of $7,390 as a loss on debt extinguishment associated with fiscal year 2011 refinancing efforts, which include the write off of $1,415 and $1,812 in deferred financing costs associated with the senior secured term B loan due April 9, 2014 (the “2009 Term Loan”) and the 2013 Notes, the write-off of the $4,976 discount and $1,706 premium associated with the 2009 Term Loan and 2013 Notes, a $1,043 gain associated with the discount on the tender of the 2013 Notes and a $1,821 loss associated with the consent payment on the 2013 Notes. Also included in this loss is a charge attributable to the $115 non-cash write-off of unamortized financing costs associated with the repayment of financing lease obligations and other costs.

In fiscal year 2010, we recorded a charge of $511 as a loss on debt extinguishment related to the non-cash write off of unamortized deferred financing costs associated with the refinancing of our previous senior credit facility.

Interest Expense

The components of interest expense for the fiscal years ended April 30, 2012, 2011 and 2010 are as follows:

	Fiscal Year Ended April 30,		
	2012	2011	2010
Interest expense on debt and capital lease and financing lease obligations	$ 40,689	$ 42,390	$ 40,468
Amortization of debt financing costs	3,307	3,424	3,472
Amortization of debt discounts	964	801	685
Amortization of debt premium	—	(611)	(727)
Letter of credit fees	988	986	825
Less: capitalized interest	(407)	(1,078)	(348)
Total interest expense	$ 45,541	$ 45,912	$ 44,375

Fair Value of Debt

As of April 30, 2012, the fair value of our fixed rate debt, including the Second Lien Notes, the 2019 Notes and the Converted Bonds was approximately $409,237 and the carrying value was $398,828. The fair value of these debt instruments is considered to be Level 1 within the fair value hierarchy as their fair values are based off of quoted market prices in active markets. As of April 30, 2012, the fair value of the 2011 Revolver approximated its carrying value of $69,600 based on current borrowing rates for similar types of borrowing arrangements.

Future Maturities of Debt

As of April 30, 2012, debt and capital leases mature as follows:

2013	$ 1,228
2014	867
2015 (1)	177,731
2016	69,783
2017	—
Thereafter	225,000
	$ 474,609

(1) Includes unamortized discount of $2,572.

10. COMMITMENTS AND CONTINGENCIES

(a) Leases

The following is a schedule of future minimum operating lease and finance lease obligation payments, together with the present value of the net minimum lease payments under finance lease obligations, as of April 30, 2012:

	Operating Leases	Financing Lease Obligations
2013	$ 10,715	$ 472
2014	10,557	472
2015	26,927	472
2016	7,610	1,098
2017	8,878	—
Thereafter	119,714	—
Total minimum lease payments	$ 184,401	2,514
Less—amount representing interest		358
		2,156
Less—current maturities of finance lease obligations		338
Present value of long term finance lease obligations		$ 1,818

We lease real estate and equipment under leases that qualify for treatment as capital leases. On July 31, 2008, we completed a financing transaction engines for a landfill gas to energy project with a third-party leasing company. The financing lease obligation has a seven year term at a fixed rate of interest (approximately 6.7%). The assets related to the obligation in the amount of $3,213 have been capitalized and are included in property, plant and equipment at April 30, 2012 and 2011, respectively. Depreciation expense associated with these assets amounted to $293 for fiscal years ended April 30, 2012 and 2011, respectively.

We lease operating facilities and equipment under operating leases with monthly payments varying up to $26. Future minimum lease payments under these operating leases include the effect of escalation clauses, lease concessions and capital project funding, as applicable. Future minimum lease payments are recognized on a straight-line basis over the minimum lease term. Total rent expense under operating leases charged to operations was $5,213, $5,109 and $5,111 in fiscal years ended April 30, 2012, 2011 and 2010, respectively.

We entered into three landfill operation and management agreements in fiscal year 2004 and one landfill operation and management agreement in fiscal year 2006. These agreements are long-term landfill operating contracts with government bodies whereby we receive tipping revenue, pay normal operating expenses and assume future capping, closure and post-closure liabilities. The government body retains ownership of the landfill. There is no bargain purchase option and title to the property does not pass to us at the end of the lease term. We allocate the consideration paid to the landfill airspace rights and underlying land lease based on the relative fair values.

In addition to up-front or one-time payments, the landfill operating agreements require us to make future minimum rental payments, including success/expansion fees, other direct costs and capping, closure, and post closure costs. The value of all future probable lease payments is amortized and charged to cost of operations over the life of the contract. We amortize the consideration allocated to airspace rights as airspace is utilized on a units-of-consumption basis and such depletion is charged to cost of operations as airspace is consumed (e.g., as tons are placed into the landfill). The underlying value of the land lease is amortized to cost of operations on a straight-line basis over the estimated life of the operating agreement. Depletion expense on landfill operating lease contracts charged to operations was $8,482, $7,878 and $6,867 in fiscal years ended April 30, 2012, 2011 and 2010, respectively.

(b) Legal Proceedings

In the normal course of our business and as a result of the extensive governmental regulation of the solid waste industry, we are subject to various judicial and administrative proceedings involving state or local agencies. In these proceedings, an agency may seek to impose fines or to revoke or deny renewal of an operating permit held by us. From time to time, we may also be subject to actions brought by special interest or other groups, adjacent landowners or residents in connection with the permitting and licensing of landfills and transfer stations, or alleging environmental damage or violations of the permits and licenses pursuant to which we operate. In addition, we are party to various claims and suits pending for alleged damages to persons and property, alleged violations of certain laws and alleged liabilities arising out of matters occurring during the normal operation of the waste management business.

In accordance with Accounting Standard Codification ("ASC") 450-20, we accrue for legal proceedings when losses become probable and reasonably estimable. As of the end of each applicable reporting period, we review each of our legal proceedings to determine whether it is probable, reasonably possible or remote that a liability has been incurred and, if it is at least reasonably possible, whether a range of loss can be reasonably estimated under the provisions of ASC 450-20-25-2. In instances where we determine that a loss is probable and we can reasonably estimate a range of losses we may incur with respect to such a matter, we record an accrual for the amount within the range that constitutes our best estimate of the possible loss. If we are able to reasonably estimate a range but no amount within the range appears to be a better estimate than any other, we record an accrual in the amount that is the low end of such range. When a loss is reasonably possible, but not probable, we will not record an accrual but we will disclose our estimate of the possible range of loss where such estimate can be made in accordance with ASC 450-20-25-3. As of April 30, 2012, there were no accruals established related to our outstanding legal proceedings.

We offer no prediction of the outcome of any of the proceedings or negotiations described below. We are vigorously defending each of the unresolved lawsuits and claims described below. However, there can be no guarantee we will prevail or that any judgments against us, if sustained on appeal, will not have a material adverse effect on our business, financial condition, results of operations or cash flows.

Town of Seneca Matter

Casella Waste Services of Ontario, LLC operates the Ontario County Landfill and recycling facilities located in the Town of Seneca (the "Town"), New York, pursuant to an Operation, Management and Lease Agreement with Ontario County (the "OMLA"), and a Host Agreement with the Town of Seneca (the "Host Agreement").

On May 6, 2011, the Town filed a complaint in Ontario County Supreme Court naming Ontario County (the "County") and various entities of ours as defendants, alleging that we and the County breached obligations to the Town under both the Host Agreement and the OMLA. The Town's complaint alleged a variety of contract breaches stemming from our decision to pay the County stipulated in-lieu fees for certain projects described in the OMLA rather than constructing those projects. In September 2011, we, the County and the Town executed a global settlement, and the Town's suit was dismissed with prejudice. Under the terms of the settlement, we provided certain construction materials to the Town valued at $99 and engineering studies completed to date valued at $260, thus recording a charge against operations of $359 in the second quarter of fiscal year 2012. We also established a protection plan whereby we agree to reimburse certain Town residents for approved costs to repair septic systems. Our exposure under this protection plan shall not exceed $75.

Vermont Attorney General Matter

We entered into an Assurance of Discontinuance ("AOD") with the Vermont Attorney General's Office ("AG") on or about May 17, 2002, concerning, among other matters, the conduct of our business in Vermont as related to certain contract terms applicable to our small commercial container customers. On March 23, 2010, we received a Civil Investigative Subpoena ("CIS") from the AG requesting information and documents regarding our compliance with the AOD. In the course of responding to the AG's requests, we discovered that some of our small commercial container customers were mistakenly issued contracts which did not strictly comply with the terms of the AOD. This error occurred during a one year period starting in 2009 and ending in 2010, and only a portion of our small commercial container customers in Vermont were affected. We terminated the use of these noncompliant contracts, and issued revised contracts to those affected customers. We had not sought to enforce the terms of any of these contracts.

We worked with the AG to resolve these technical violations of the AOD, and reached an agreement on August 12, 2011 with the AG for us to pay a civil penalty in the amount of $1,000, in staged payments starting in September 2011, and concluding on December 30, 2011. This amount was recorded in the first quarter of fiscal year 2012 and all payments to the AG have been made by us. A Revised Final Judgment of Consent and Order was entered on August 15, 2011 (the "Revised Order") by the Vermont Superior Court Washington Unit, Civil Division. The Revised Order extended some of the conditions of the AOD for ten years from entry of the Revised Order, and requires us to institute certain policies, procedures and employee training regimens applicable to our affected Vermont employees to ensure that all contracts used by us for the provision of services to our small commercial container customers comply with the AOD.

Penobscot Energy Recovery Company Matter

On May 31, 2011 we received formal written notice from the Penobscot Energy Recovery Company ("PERC") submitting to arbitration what it alleges is a disputed invoice in the amount of approximately $3,195 dated March 2, 2011. PERC contended that Pine Tree Waste, Inc., our subsidiary, failed since 2001 to honor a "put-or-pay" waste disposal arrangement. Arbitration of this matter was initiated, but in January 2012 a global settlement was reached in principle and memorialized in a letter of intent dated February 1, 2012, which documented the final terms of the settlement and dismissal of the arbitration action. The final global settlement documents are being drafted. Pursuant to the terms of the settlement no cash payout is required. We anticipate that there may be nonmaterial incremental operational expenses that arise from implementing the terms of the settlement with regard to waste deliveries. We believe that until the terms of the settlement are fully agreed upon and executed and the arbitration dismissed, a loss in the range of $0 to $3,195 is reasonably possible, but not probable.

New York State Tax Litigation Matter

On January 18, 2011, certain of our subsidiaries doing business in New York State received a Notice of Deficiency from the New York State Department of Taxation and Finance asserting liability for corporation franchise tax for one or more of the tax years ended April 30, 2004 through April 30, 2006. The Notices, in the aggregate, assert liability of $3,852, comprising $2,220 of tax and $1,632 of penalties and interest. New York State has alleged that we are not permitted to file a single combined corporation franchise tax return with our subsidiaries for each of the years audited.

We filed Petitions for Redetermination with the State of New York Division of Tax Appeals on April 13-14, 2011, and an administrative hearing before a single tax tribunal administrative law judge on all Petitions is scheduled for December 12, 2012. We expect to aggressively defend against this claim through the administrative adjudication and appeals process and the courts if necessary. Under ASC 740 we believe our position will more likely than not be successful in contesting the deficiencies and consequently, we have not established any reserve.

(c) Environmental Liability

We are subject to liability for environmental damage, including personal injury and property damage, that our solid waste, recycling and power generation facilities may cause to neighboring property owners, particularly as a result of the contamination of drinking water sources or soil, possibly including damage resulting from conditions existing before we acquired the facilities. We may also be subject to liability for similar claims arising from off-site environmental contamination caused by pollutants or hazardous substances if we or our predecessors arrange or arranged to transport, treat or dispose of those materials.

On December 20, 2000, the State of New York Department of Environmental Conservation (“DEC”) issued an Order on Consent (“Order”) which named Waste-Stream, Inc. (“WSI”), our subsidiary, General Motors Corporation (“GM”) and Niagara Mohawk Power Corporation (“NiMo”) as Respondents. The Order required that the Respondents undertake certain work on a 25-acre scrap yard and solid waste transfer station owned by WSI, including the preparation of a Remedial Investigation and Feasibility Study (the “Study”). A draft of the Study was submitted to DEC in January 2009 (followed by a final report in May 2009). The Study estimated that the undiscounted costs associated with implementing the preferred remedies will be approximately $10,219 and it is unlikely that any costs relating to onsite remediation will be incurred until fiscal year 2013. On February 28, 2011, the DEC issued a Proposal Remedial Action Plan (the “PRAP”) for the site and accepted public comments on the proposed remedy through March 29, 2011. We submitted comments to the DEC on this matter. In April 2011, the DEC issued the final Record of Decision (“ROD”) for the site. The ROD was subsequently rescinded by the DEC for failure to respond to all submitted comments. The preliminary ROD, however, estimated that the present cost associated with implementing the preferred remedies would be approximately $12,130. The DEC issued the final ROD in June 2011 with proposed remedies consistent with its earlier ROD.

WSI is jointly and severally liable for the total cost to remediate and we initially expected to be responsible for approximately 30% upon implementation of a cost-sharing agreement with NiMo and GM. Based on these estimates, we recorded an environmental remediation charge of $2,823 in third quarter of fiscal year 2009. In the fourth quarter of fiscal year 2009, we recognized an additional charge of $1,532, representing an additional 15% of the estimated costs, in recognition of the deteriorating financial condition and eventual bankruptcy filing of GM. In the fourth quarter of fiscal year 2010, we recognized an additional charge of $335 based on changes in the expected timing of cash outflows. Based on the estimated costs in the ROD, and changes in the estimated timing of cash flows, we recorded an environmental remediation charge of $549 in the fourth quarter of fiscal year 2011. Such charges could be significantly higher if costs exceed estimates. We inflate these estimated costs in current dollars until the expected time of payment and discount the cost to present value using a risk free interest rate (2.70%). At April 30, 2012 and April 30, 2011, we have recorded liabilities of $5,210 and $5,147, respectively, including the recognition of $138 and $138 of accretion expense in the fiscal years ended April 30, 2012 and 2011, respectively.

In September 2011, the DEC settled its environmental claim against the estate of the former GM (known as the “Motors Liquidation Trust”) for future remediation costs relating to the WSI site for face value of $3,000. In addition, in November 2011 we settled our own claim against the Motors Liquidation Trust for face value of $100. These claims will be paid by GM in stocks and warrants of the reorganized GM. We expect the warrants to be issued within the first or second quarter of fiscal year 2013. We have not assumed that the payment of these claims will reduce our exposure.

The payments we expect to make, in today's dollars, for each of the five succeeding fiscal years and the aggregate amount thereafter are as follows:

2013	$	225
2014		2,019
2015		2,011
2016		27
2017		42
Thereafter		750
Total	$	5,074

A reconciliation of the expected aggregate undiscounted amount to the amount recognized in the statements of financial position is as follows:

Undiscounted liability	$	5,074
Plus inflation / discount, net		136
Liability balance - April 30, 2012	$	5,210

Any substantial liability incurred by us arising from environmental damage could have a material adverse effect on our business, financial condition and results of operations. We are not presently aware of any other situations that it expects would have a material adverse impact on its business, financial condition, results of operations or cash flows.

(d) Employment Contracts

We have entered into employment contracts with three of our executive officers. Contracts are dated June 18, 2001, January 9, 2008, and July 6, 2010. Each contract has an initial three year term and a covenant not to compete ranging from one to two years from the date of termination. These contracts automatically extend for a one year period at the end of the initial term and any renewal period. Total annual commitments for salaries under these contracts are $941. In the event of a change in control of us, or in the event of involuntary termination without cause, the employment contracts provide for a payment ranging from one to three years of salary and bonuses. We also have other employment contracts or arrangements with employees who are not senior officers.

11. STOCKHOLDERS' EQUITY

(a) Common Stock

The holders of the Class A Common Stock are entitled to one vote for each share held. The holders of the Class B Common Stock are entitled to ten votes for each share held, except for the election of one director, who is elected by the holders of the Class A Common Stock exclusively. The Class B Common Stock is convertible into Class A Common Stock on a share-for-share basis at the option of the shareholder.

(b) Preferred Stock

We are authorized to issue up to 944 shares of preferred stock in one or more series. As of April 30, 2012 and 2011, we had zero shares issued.

(c) Stock Incentive Plans

On July 31, 1997, we adopted the 1997 Stock Option Plan (the "1997 Plan") a stock option plan for employees, officers and directors of, and consultants and advisors to us. As of April 30, 2012, options to purchase 1,081 shares of Class A Common Stock at a weighted average exercise price of $11.82 were outstanding under the 1997 Plan. As of April 30, 2011, options to purchase 1,667 shares of

Class A Common Stock at a weighted average exercise price of $11.81 were outstanding under the 1997 Plan. The 1997 Plan terminated as of July 31, 2007 and as a result no additional awards may be made pursuant to the 1997 Plan.

On July 31, 1997, we adopted a stock option plan for our non-employee directors. The 1997 Non-Employee Director Stock Option Plan (the "Non-Employee Director Plan") provided for the issuance of a maximum of 200 shares of Class A Common Stock pursuant to the grant of non-statutory options. As of April 30, 2012 options to purchase 95 shares of Class A Common Stock at a weighted average exercise price of $11.04 were outstanding. As of April 30, 2011 options to purchase 110 shares of Class A Common Stock at a weighted average exercise price of $11.07 were outstanding. The Non-Employee Director Plan terminated as of July 31, 2007.

On October 10, 2006, we adopted the 2006 Stock Incentive Plan (the "2006 Plan"). The 2006 Plan was amended on October 13, 2009. Up to an aggregate amount equal to the sum of: (i) 2,475 shares of Class A Common Stock (subject to adjustment in the event of stock splits and other similar events), plus (ii) such additional number of shares of Class A Common Stock as are currently subject to options granted under our 1993 Incentive Stock Option Plan, 1994 Non-statutory Stock Option Plan, 1996 Option Plan, and 1997 Plan (the "Prior Plans") which are not actually issued under the Prior Plans because such options expire or otherwise result in shares not being issued, may be issued pursuant to awards granted under the 2006 Plan. As of April 30, 2012, options to purchase 485 shares of Class A Common Stock at a weighted average exercise price of $7.64 were outstanding under the 2006 Plan. As of April 30, 2011, options to purchase 478 shares of Class A Common Stock at a weighted average exercise price of $7.66 were outstanding under the 2006 plan.

During fiscal year 2010, we granted an equal number of restricted stock units and performance stock units under the 2006 Plan to certain employees. The vesting of the performance stock units was based on our attainment of targeted annual returns on net assets in fiscal year 2012 and the vesting of the restricted stock units is based on continued employment over a three year period beginning on the grant date. The initial grant date of these awards was June 11, 2009. Subsequent to the initial grant, we determined that due to a clerical error, the number of awards made on June 11, 2009 exceeded the number of shares that were available for issuance under the 2006 Plan. As a result, we asked officers and certain employees who received a restricted stock and performance stock unit award on June 11, 2009 and a performance stock unit award on July 28, 2008 to agree to termination of the agreements evidencing such awards. Upon stockholder approval to increase the number of shares authorized for issuance under the 2006 Plan on October 13, 2009, we granted restricted stock units and performance stock units under the 2006 Plan for the same number of shares and subject to the same terms as those awards that had been terminated. The performance and restricted stock units were granted at an average grant date fair value of $2.69 per share. As of April 30, 2012, the restricted stock units could result in the issuance of an aggregate of up to 134 shares of Class A Common Stock based on continued employment over the remainder of the three year service period. The performance stock units could have resulted in the issuance of shares of Class A Common stock based on the attainment of a targeted average return on net assets over a three year period ending April 30, 2012. We did not record equity compensation expense or issue any shares of Class A Common stock as we did not attain the performance metrics associated with this grant. These performance stock units expired on April 30, 2012.

As a result of the sale of non-integrated recycling assets and select intellectual property assets on March 1, 2011, we modified certain awards associated with this grant to allow employees who left us as a result of the transaction to become immediately vested in full with respect to their performance stock units and partially vested with respect to their restricted stock units based on their continued employment through the transaction date. This modification resulted in 106 and 25 shares of Class A Common Stock to be issued and $702 in total compensation expense being recognized related to discontinued operations in the fourth quarter of fiscal year 2011.

In fiscal year 2011, we granted a combination of restricted stock units and performance stock units under the 2006 Plan to certain employees. The vesting of the performance stock units is based on our attainment of targeted annual returns on net assets in fiscal year 2013 and the vesting of the restricted stock units is based on continued employment over a three year period beginning on the grant date. As of April 30, 2012, the performance stock units included in the June, 2010 grant for could result in the issuance of up to 441 shares of Class A Common Stock based on the attainment of a targeted annual return on net assets in fiscal year 2013 and the restricted stock units could result in the issuance of up to 235 shares of Class A Common Stock based on continued employment over the remainder of the three year service period. The performance stock units were granted at a grant date fair value of $4.20 per share and the restricted stock units were granted at a grant date fair value of $3.46 per share.

As a result of the sale of non-integrated recycling assets and select intellectual property assets on March 1, 2011, we modified certain awards to allow employees who left us as a result of the transaction to become immediately vested with respect to their performance stock units and partially vested with respect to their restricted stock units based on their continued employment through the transaction date. This modification resulted in 107 and 21 shares of Class A Common Stock to be issued and $736 in total compensation expense being recognized related to discontinued operations in the fourth quarter of fiscal year 2011.

In fiscal year 2012, we granted an equal number of restricted stock units and performance stock units under the 2006 Plan to certain employees. The vesting of the performance stock units is based on our attainment of targeted annual returns on net assets in fiscal year 2014 and the vesting of the restricted stock units is based on continued employment over a three year period beginning on the grant date. As of April 30, 2012, the performance stock units included in the June 2011 grant could result in the issuance of up to 365 shares of Class A Common Stock based on the attainment of a targeted maximum annual return on net assets in fiscal year 2014 and the restricted stock units could result in the issuance of an aggregate of up to 243 shares of Class A Common Stock based on continued employment over the remainder of the three year service period. The performance stock units and the restricted stock units were granted at a grant date fair value of $6.06 per share.

Stock options granted generally vest over a one to four year period from the date of grant and are granted at prices equal to the prevailing fair market value at the issue date. In general, stock options are issued with a life not to exceed ten years. Shares issued by us upon exercise of stock options are issued from the pool of authorized shares of Class A Common Stock.

As a result of the sale of non-integrated recycling assets and select intellectual property assets on March 1, 2011, employees who left us as a result of the transaction that held stock options, subject to certain limitations, had the exercise period of their stock options extended 18 months from the date of termination.

Set forth below is a summary of options outstanding and exercisable as of April 30, 2012:

	Options Outstanding			Options Exercisable	
	Number of Options Outstanding	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Number of Exerciseable Options	Weighted Avereage Exercise Price
$ 0.00 - $3.99	250	8.2	$ 3.81	83	$ 3.81
$ 4.00 - $6.91	52	4.6	5.41	45	5.31
$ 6.92 - $10.38	248	1.5	9.10	248	9.10
$ 10.39 - $12.60	457	3.1	11.65	457	11.65
$ 12.61 - $15.58	639	2.9	13.28	639	13.28
Over $15.59	15	4.1	15.60	15	15.60
Totals	1,661	3.6	$ 10.55	1,487	$ 11.33

As of April 30, 2012 there were 1,751 Class A Common Stock equivalents available for future grant under the 2006 Plan inclusive of additional Class A Common Stock equivalents which were previously issued under our terminated plans, and which have become available for grant because such awards expired or otherwise resulted in shares not being issued.

A summary of stock options, restricted stock and restricted / performance stock units outstanding as of April 30, 2012 and 2011, and changes during the fiscal year ended April 30, 2012, is presented below:

	Unvested Options	Vested Options	Total Options	Weighted Average Exercise Price	Aggregate Intrinsic Value of Vested Options	Weighted Average Remaining Term (Years)	Restricted Stock Units, Restricted Stock and Performance Stock Units Unvested (1)
Outstanding, April 30, 2011	257	1,998	2,255	$ 10.89	$ 803	3.8	1,630
Granted	7	—	7	6.03			612
Vested (options only)	(90)	90	—	3.88			—
Forfeited	—	(601)	(601)	11.77			(500)
Exercised/Issued	—	—	—	—			(362)
Outstanding, April 30, 2012	174	1,487	1,661		$ 592	3.6	1,380
Exercisable, April 30, 2010		2,466	2,466	$ 11.25	$ 3	3.4	
Exercisable, April 30, 2011		1,998	1,998	$ 11.80	$ 52	3.1	
Exercisable, April 30, 2012		1,487	1,487	$ 11.33	$ 222	3.1	
Expected to vest at April 30, 2012	174						1,157

(1) Performance stock units are included at the 100% attainment level. Attainment of performance metrics at maximum levels could result in the issuance of an additional 210 shares of Class A Common Stock.

The weighted average grant date fair value per share for the stock options granted during the fiscal years ended April 30, 2012, 2011 and 2010 was $4.36, $2.85 and $3.48, respectively. The total fair value of the 90 stock options vested during the fiscal year and outstanding as of April 30, 2012 was approximately $261.

Stock options exercisable as of April 30, 2012 have an aggregate intrinsic value of $222 based on the market value of our Class A common stock as of April 30, 2012.

(d) Stock-Based Compensation

We recognized stock-based compensation expense of $1,855, $1,592 and $1,987 for the fiscal years ended April 30, 2012, 2011 and 2010, respectively. Of these amounts, expense recorded with respect to stock options was $258, $387 and $925, expense recorded with respect to our employee stock purchase plan was $113, $122 and $188, and expense recorded with respect to restricted stock, restricted stock units and performance stock units was $1,485, $1,083 and $875 for the fiscal years ended April 30, 2012, 2011 and 2010, respectively. The tax benefit in the provision for income taxes associated with stock-based compensation expense for the fiscal years ended April 30, 2012, 2011 and 2010 was $0, $97, and $0, respectively.

The unrecognized stock-based compensation expense at April 30, 2012 related to unvested stock options, restricted stock and restricted stock units was $2,217, to be recognized over a weighted average period of 1.24 years. Maximum unrecognized stock-based compensation expense at April 30, 2012 related to outstanding performance stock units, and subject to the attainment of targeted maximum annual returns on net assets, was $3,486, to be recognized over a weighted average period of 1.45 years. As of April 30, 2012, we do not expect to recognize any expense related to outstanding performance stock units over the weighted average period based on our expectation that we will not meet our attainment levels.

We recorded a tax benefit of $254, $129 and $0 to additional paid in capital related to the exercise of various share based awards in the fiscal years ended April 30, 2012, 2011 and 2010, respectively. Prior to the adoption of guidance on equity based compensation, we presented all tax benefits net of deductions resulting from the exercise of share based awards as an operating cash flow, in accordance with appropriate guidance. Current guidance on equity based compensation requires us to reflect the tax savings resulting from tax deductions in excess of expense as a financing cash flow in its financial statements.

Our calculations of stock-based compensation expense associated with stock options and our Employee Stock Purchase Plan for the fiscal years ended April 30, 2012, 2011 and 2010 were made using the Black-Scholes valuation model. The fair values of our stock option grants and stock options related to shares issued under our Employee Stock Purchase Plan were estimated assuming no expected dividend yield using the following weighted average assumptions for the fiscal years ended April 30, 2012, 2011 and 2010:

	Fiscal Year Ended April 30,		
	2012	2011	2010
Stock Options:			
Expected life	5.5 years	6.5 years	6 years
Risk-free interest rate	0.82%	1.80%	2.28%
Expected volatility	91.54%	85.59%	84.98%
Stock Purchase Plan:			
Expected life	0.5 years	0.5 years	0.5 years
Risk-free interest rate	0.10%	0.20%	0.19%
Expected volatility	49.05%	46.53%	210.97%

The fair value of the stock option modification related to the sale of non-integrated recycling assets and select intellectual property assets was calculated as of the agreement date using the following assumptions: expected life 1.5 years, risk-free interest rate of 0.46%, and expected volatility rate of 52.19%.

Expected life is calculated based on the weighted average historical life of the vested stock options, giving consideration to vesting schedules and historical exercise patterns. Risk-free interest rate is based on the U.S. treasury yield curve for the period of the expected life of the stock option. Expected volatility is calculated using the average of historical volatility of our Class A Common Stock over the expected life.

The Black-Scholes valuation model requires extensive use of accounting judgment and financial estimation, including estimates of the expected term option holders will retain their vested stock options before exercising them, the estimated volatility of our Class A Common Stock price over the expected term, and the number of stock options that will be forfeited prior to the completion of their vesting requirements. Application of alternative assumptions could produce significantly different estimates of the fair value of stock-based compensation and consequently, the related amounts recognized in the consolidated statements of operations.

(e) Noncontrolling interest

In September 2011, we entered into a joint venture with Altela, Inc. to form Casella-Altela Regional Environmental Services, LLC ("CARES"), a joint venture that develops, owns and operates water treatment projects for the natural gas drilling industry in Pennsylvania and New York and can also be used to treat leachate at our landfills. As a part of the joint venture, we retained a 51% membership interest in CARES in exchange for an initial cash contribution to CARES of $1,322. Altela, Inc. made an initial contribution of equipment valued at $1,270 and retained a 49% membership interest in CARES. In the fiscal year 2012, we and Altela, Inc. made additional cash contributions, in line with our membership interests, of $557 and $535, respectively, for the purchase of additional equipment and to fund operations. Income and losses are to be allocated to members based on membership interest percentage.

In accordance with ASC 810-10-15, we consolidate the assets, liabilities, noncontrolling interest, and results of operations of CARES into our consolidated financial statements due to our controlling financial interest in the joint venture.

12. FAIR VALUE OF FINANCIAL INSTRUMENTS

Our financial instruments include cash and cash equivalents, trade receivables, restricted trust and escrow accounts, commodity and interest rate derivatives, trade payables and long-term debt. The carrying values of cash and cash equivalents, trade receivables and trade payables approximate their respective fair values. We use a three-tier fair value hierarchy to classify and disclose all assets and liabilities measured at fair value on a recurring basis, as well as assets and liabilities measured at fair value on a non-recurring basis, in periods subsequent to their initial measurement. These tiers include: Level 1, defined as quoted market prices in active markets for identical assets or liabilities; Level 2, defined as inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities, and Level 3, defined as unobservable inputs that are not corroborated by market data.

We use valuation techniques that maximize the use of market prices and observable inputs and minimize the use of unobservable inputs. In measuring the fair value of our financial assets and liabilities, we rely on market data or assumptions which we believe market participants would use in pricing an asset or a liability.

Our financial assets and liabilities recorded at fair value on a recurring basis include restricted assets and derivative instruments. Our derivative instruments at April 30, 2012 include two forward starting interest rate derivatives. We use interest rate derivatives to hedge against adverse movements in interest rates. The fair value of our interest rate derivatives is based primarily on the LIBOR index.

As of April 30, 2012, our financial assets and liabilities that are measured at fair value on a recurring basis and whose carrying values do not approximate their respective fair values include the following:

	Fair Value Measurement at April 30, 2012 Using:		
	Quoted Prices in Active Markets for Identical Assets (Level 1)	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
Assets:			
Restricted assets	$ 424	$ —	$ —
Liabilities:			
Interest rate derivatives	$ —	$ 2,369	$ —

Our derivative instruments at April 30, 2011 include commodity hedges. We use commodity hedges to hedge against fluctuations in commodity pricing and the fair value of these hedges is based on futures pricing in the underlying commodities.

As of April 30, 2011, our financial assets and liabilities that are measured at fair value on a recurring basis and whose carrying values do not approximate their respective fair values include the following:

	Fair Value Measurement at April 30, 2011 Using:		
	Quoted Prices in Active Markets for Identical Assets (Level 1)	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
Assets:			
Restricted assets	$ 334	$ —	$ —
Liabilities:			
Commodity derivatives	$ —	$ 230	$ —

In fiscal year 2012, our financial assets and liabilities recorded at fair value on a non-recurring basis include our investment in GreenFiber, our guaranty of GreenFiber’s modified and restated loan and security agreement and our long-lived asset group related to Maine Energy. The fair value of our investment in GreenFiber was based on a third party valuation that calculated the fair value relying on the income approach using discounted cash flows taking into account current expectations for asset utilization, housing starts and the remaining useful life of related assets. The fair value of our guaranty was determined using the cost approach based primarily on an estimated bond rate that would be incurred to collateralize a bond of similar nature to the guaranty. The fair value of our Maine Energy asset group was measured based on the asset group’s highest and best use under the market approach, utilizing the discounted present cash flows associated with the purchase consideration of the facility, adjusted for costs to demolish the facility.

As of April 30, 2012, our assets and liabilities that are measured at fair value on a non-recurring basis include the following:

	Fair Value Measurement at April 30, 2012 Using: Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:			
Investment in unconsolidated entity - GreenFiber	$ —	$ —	$ 6,502
Long lived asset group - Maine Energy	—	—	1,551
Total assets	$ —	$ —	$ 8,053
Liabilities:			
Guaranty	$ —	$ —	$ 264

In fiscal year 2011, our financial assets and liabilities recorded at fair value on a non-recurring basis include our guaranty of GreenFiber's modified and restated loan and security agreement and our long-lived asset group related to Southbridge Recycling Processing facility. The fair value of our guaranty was determined using the cost approach based primarily on an estimated bond rate that would be incurred to collateralize a bond of similar nature to the guaranty. The fair value of our Southbridge Recycling Facility asset group was measured by a third party who performed a fair value analysis of the related personal property and real property using an "in-exchange" valuation premise based on the cost, market and income approaches.

As of April 30, 2011, our assets that are measured at fair value on a non-recurring basis include the following:

	Fair Value Measurement at April 30, 2011 Using: Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:			
Long-lived asset group - Southbridge Recycling Facility	$ —	$ —	$ 4,325
Liabilities:			
Guaranty	$ —	$ —	$ 95

13. EMPLOYEE BENEFIT PLANS

We offer our eligible employees the opportunity to contribute to a 401(k) plan. Effective May 1, 2008, we contributed fifty cents for every dollar an employee invests in the 401(k) plan up to our maximum match of one thousand dollars per calendar year. Previously this amount had been seven hundred fifty dollars per calendar year. Effective January 1, 2009, we suspended our matching provision of the 401(k) plan. Effective July 1, 2010, we reinstated our matching provision of the 401(k) and contribute fifty cents for every dollar an employee invests in the 401(k) plan up to our maximum match of five hundred dollars per calendar year. Effective January 1, 2011, the maximum match was revised to one thousand dollars per calendar year. Participants vest in employer contributions ratably over a three year period. Employer contributions for the fiscal years ended April 30, 2012, 2011, and 2010 amounted to $603, $600 and $0, respectively.

In January 1998, we implemented our employee stock purchase plan. Under this plan, qualified employees may purchase shares of Class A Common Stock by payroll deduction at a 15% discount from the market price. 900 shares of Class A Common Stock had been reserved for this purpose. During the fiscal years ended April 30, 2012, 2011 and 2010, 65, 105 and 146 shares, respectively, of Class A Common Stock were issued under this plan. As of April 30, 2012, 260 shares of Class A Common Stock were available for distribution under this plan.

14. INCOME TAXES

The provision (benefit) for income taxes from continuing operations for the fiscal years ended April 30, 2012, 2011 and 2010 consists of the following:

	Fiscal Year Ended April 30, 2012	2011	2010
Federal—			
Current	$ 121	$ —	$ 51
Deferred	1,139	(9,047)	1,601
Deferred benefit of loss carryforwards	—	(15,748)	—
	1,260	(24,795)	1,652
State—			
Current	(352)	(599)	46
Deferred	289	2,253	737
Deferred benefit of loss carryforwards	(16)	(1,076)	(193)
	(79)	578	590
	$ 1,181	$ (24,217)	$ 2,242

The differences in the provision (benefit) for income taxes and the amounts determined by applying the Federal statutory rate to income before provision (benefit) for income taxes for the years ended April 30, 2012, 2011 and 2010 are as follows:

	Fiscal Year Ended April 30, 2012	2011	2010
Federal statutory rate	35%	35%	35%
Tax at statutory rate	$ (26,997)	$ (9,772)	$ (4,832)
State income taxes, net of federal benefit	(3,104)	217	677
Increase (decrease) in valuation allowance	27,247	(14,454)	6,367
Non-deductible impairment of investment in GreenFiber	3,738	—	—
Non-deductible GreenFiber goodwill impairment and equity income in subsidiaries	1,182	—	—
Tax credits	(650)	(637)	(701)
Non-deductible expenses	824	409	446
Non-deductible stock option charges	73	107	381
Other, net	(1,132)	(87)	(96)
	$ 1,181	$ (24,217)	$ 2,242

Deferred income taxes reflect the impact of temporary differences between the amounts of assets and liabilities recognized for financial reporting purposes and such amounts recognized for income tax purposes. Deferred tax assets and liabilities consist of the following at April 30, 2012 and 2011:

	April 30, 2012	April 30, 2011
Deferred tax assets:		
Accrued expenses and reserves	$ 28,383	$ 24,914
Book over tax depreciation of property and equipment	24,899	3,360
Net operating loss carryforwards	9,724	3,883
Alternative minimum tax credit carryforwards	3,330	3,303
General business tax credit carryforwards	1,438	711
Stock awards	1,140	1,052
Unrealized loss on commodity hedges	688	—
Deferred revenue	218	315
Other	370	383
Total deferred tax assets	70,190	37,921
Less: valuation allowance	(50,700)	(20,618)
Total deferred tax assets after valuation allowance	19,490	17,303
Deferred tax liabilities:		
Amortization of intangibles	(21,114)	(16,485)
Basis difference in equity interests	—	(545)
Unrealized gain on commodity hedges	—	(250)
Total deferred tax liabilities	(21,114)	(17,280)
Net deferred tax (liability) asset	$ (1,624)	$ 23

At April 30, 2012 we have, for federal income tax purposes, net operating loss carryforwards of approximately $12,644 that expire in fiscal years 2024 through 2032 and state net operating loss carryforwards of approximately $35,101 that expire in fiscal years 2013 through 2032. The net operating loss carryforwards include approximately $383 for which a benefit will be recorded in additional paid-in capital when realized. In addition, we have $3,330 minimum tax credit carryforwards available that are not subject to a time limitation and $1,438 general business credit carryforwards which expire in fiscal years 2023 through 2032.

In assessing the realizability of carryforwards and other deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. We adjust the valuation allowance in the period management determines it is more likely than not that deferred tax assets will or will not be realized.

For the fiscal year ended April 30, 2012, the net increase in the valuation allowance was $30,082. In determining the need for a valuation allowance, we have assessed the available means of recovering deferred tax assets, including the ability to carryback net operating losses, the existence of reversing temporary differences, the availability of tax planning strategies, and available sources of future taxable income. We have also considered the ability to implement certain strategies, such as a potential sale of assets that would, if necessary, be implemented to accelerate taxable income and use expiring deferred tax assets. We believe we are able to support the deferred tax assets recognized as of the end of the year based on all of the available evidence. The net deferred tax liability as of April 30, 2012 includes deferred tax liabilities related to amortizable goodwill, which are anticipated to reverse in an indefinite future period and which are not currently available as a source of taxable income.

The provisions of ASC 740-10-25-5 prescribe the minimum recognition threshold that a tax position is required to meet before being recognized in the financial statements. Additionally, ASC 740-10-25-5 provides guidance on de-recognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition. Under ASC 740-10-25-5, an entity may only recognize or continue to recognize tax positions that meet a "more likely than not" threshold.

A reconciliation of the beginning and ending amount of gross unrecognized tax benefits for the fiscal years ended April 30, 2012 and 2011 are as follows:

	Fiscal Year Ended April 30,	
	2012	2011
Unrecognized tax benefits at beginning of period	$ 4,932	$ 5,859
Gross increases for tax positions related to the current year	—	1
Gross increases for tax positions of prior years	42	34
Gross decreases for tax positions of prior years	(45)	(305)
Reductions resulting from lapse of statute of limitations	(482)	(657)
Settlements	—	—
Unrecognized tax benefits at end of period	$ 4,447	$ 4,932

Included in the balances at April 30, 2012 and 2011 are approximately $0 and $16, respectively, of unrecognized tax benefits (net of the federal benefit on state issues) that, if recognized, would favorably affect the effective income tax rate in future periods. We anticipate that approximately $425 of unrecognized tax benefits, all related to deferred tax assets which are subject to a full valuation allowance, may be reversed within the next 12 months due to the expiration of the applicable statute of limitations.

Our continuing practice is to recognize interest and penalties related to income tax matters in income tax expense. Related to uncertain tax positions, we have accrued interest of $34 and penalties of $9 during 2012, including ($95) accrued in income tax expense during the year ended April 30, 2012. We accrued interest of $129 and penalties of $9 related to uncertain tax positions during 2011, including ($440) accrued in income tax expense during the year ended April 30, 2011. To the extent interest and penalties are not assessed with respect to uncertain tax positions, amounts accrued will be reduced and reflected as a reduction of the overall income tax provision.

We are subject to U.S. federal income tax, as well as income tax of multiple state jurisdictions. Due to Federal and state net operating loss carryforwards, income tax returns from fiscal years 1998 through 2012 remain open for examination, with limited exceptions.

15. DEVELOPMENT PROJECT CHARGES

In the second quarter of fiscal year 2012, we recorded a charge of $131 for deferred costs associated with certain development projects no longer deemed viable.

16. ASSETS HELD FOR SALE AND DISCONTINUED OPERATIONS

Assets held for sale:

In the first quarter of fiscal year 2011, we completed the sale of certain assets in Southeastern Massachusetts and recorded a gain on sale of assets of $3,502. Total consideration amounted to $7,750 with cash proceeds of $7,533.

Discontinued operations:

On January 23, 2011, we entered into a purchase and sale agreement and related agreements to sell non-integrated recycling assets and select intellectual property assets to a new company (the “Purchaser”) formed by Pegasus Capital Advisors, L.P. and Intersection LLC for $130,400 in gross proceeds. Pursuant to these agreements, we divested non-integrated recycling assets located outside our core operating regions of New York, Massachusetts, Vermont, New Hampshire, Maine and northern Pennsylvania, including 17 MRFs, one transfer station and certain related intellectual property assets. Following the transaction, we retained four integrated MRFs located in our core operating regions. As a part of the disposition, we also entered into a ten-year commodities marketing agreement with the Purchaser to market 100% of the tonnage from three of our remaining integrated MRFs.

We completed the transaction on March 1, 2011 for $134,195 in gross cash proceeds. This included an estimated $3,795 working capital and other purchase price adjustment, which was subject to further adjustment, as defined in the purchase and sale agreement. After netting transaction costs and cash taxes payable in conjunction with the divestiture, net cash proceeds amounted to approximately $122,953. We used cash proceeds from the divestiture and borrowings under our subsequently refinanced senior secured revolving credit facility to repay the aggregate balance of our 2009 Term Loan in full upon completion of the disposition. This resulted in a gain on disposal of discontinued operations (net of tax) of $43,718 in the fourth quarter of fiscal year 2011. The final working capital adjustment, along with additional legal expenses related to the transaction, of $646 was recorded to gain on disposal of discontinued operations (net of tax) in the first quarter of fiscal year 2012. In the second quarter of fiscal year 2012, we recorded an additional working capital adjustment of $79 to gain on disposal of discontinued operations (net of tax), which related to our subsequent collection of receivable balances that were released to us for collection by the Purchaser.

During the third quarter of fiscal year 2011, we also completed the sale of the assets of the Trilogy Glass business for cash proceeds of $1,840. A loss of to $128 (net of tax) was recorded to gain on disposal of discontinued operations in fiscal year 2011. In fiscal year 2010 we completed divestitures and closed operations resulting in a gain on disposal of discontinued operations (net of tax) of $1,135 for the fiscal year ended April 30, 2010. We received cash proceeds of $1,750 related to these divestiture transactions in fiscal year 2010.

The operating results of these operations, including those related to prior years, have been reclassified from continuing to discontinued operations in the accompanying consolidated financial statements. Revenues and (loss) income before income taxes attributable to discontinued operations for the fiscal years ended April 30, 2011and 2010, respectively, are as follows:

	Fiscal Year Ended April 30,	
	2011	2010
Revenues	$ 62,510	$ 66,242
(Loss) income before income taxes	$ (2,258)	$ 1,931

We have recorded contingent liabilities associated with these divestitures of approximately $325 and $332 at April 30, 2012 and 2011, respectively.

We allocate interest expense to discontinued operations. We have also eliminated inter-company activity associated with discontinued operations.

17. EARNINGS PER SHARE

The following table sets forth the numerator and denominator used in the computation of earnings per share:

	Fiscal Year Ended April 30,		
	2012	2011	2010
Numerator:			
Loss from continuing operations before discontinued operations attributable to common stockholders	$ (78,317)	$ (3,704)	$ (16,049)
Denominator:			
Number of shares outstanding, end of period:			
Class A common stock	25,991	25,589	24,944
Class B common stock	988	988	988
Unvested restricted stock	(127)	(141)	(122)
Effect of weighted average shares outstanding during period	(103)	(331)	(79)
Weighted average number of common shares used in basic and diluted EPS	26,749	26,105	25,731

For the fiscal years ended April 30, 2012, 2011 and 2010, 2,445, 3,264 and 3,901 shares of potential common stock related to restricted stock, restricted stock units, performance stock units, and stock options were excluded from the calculation of dilutive shares since we experienced a loss from continuing operations in each fiscal year period and the inclusion of potential shares would be anti-dilutive.

18. RELATED PARTY TRANSACTIONS

(a) Services

During fiscal years ended April 30, 2012, 2011 and 2010, we retained the services of a related party, a company wholly owned by John Casella, our Chairman and Chief Executive Officer, and Douglas Casella, a member of our Board of Directors, as a contractor in developing or closing certain landfills owned by us. Total purchased services charged to operations or capitalized to landfills for the fiscal years ended April 30, 2012, 2011 and 2010 were $2,612, $6,067 and $9,303, respectively, of which $45 and $209 were outstanding and included in either accounts payable or other current liabilities at April 30, 2012 and 2011, respectively.

(b) Leases

On August 1, 1993, we initially entered into two leases for operating facilities with a partnership of which John Casella, our Chairman and Chief Executive Officer, and Douglas Casella, a member of our Board of Directors are the general partners. The leases have been extended according to the terms of the agreements and are classified as capital leases in the accompanying consolidated balance sheets. The leases call for monthly payments of approximately $25 and expire in April 2013. Total expense charged to operations for fiscal years ended April 30, 2012, 2011 and 2010 under these agreements was $300, $311 and $321, respectively.

(c) Landfill Post-closure

We have agreed to pay the cost of post-closure on a landfill owned by two of our major stockholders and members of the Board of Directors (one of whom is also an officer). We paid the cost of closing this landfill in 1992, and the post-closure maintenance obligations are expected to last until 2024. In the fiscal years ended April 30, 2012, 2011 and 2010, we paid $8, $8 and $9 respectively, pursuant to this agreement. As of April 30, 2012 and 2011, we have accrued $84 and $94 respectively, for costs associated with its post-closure obligations.

(d) Employee Loans

As of April 30, 2012 and 2011, we have recourse loans to a related party and employee outstanding in the amount of $722 and $1,297, respectively. The principal and interest on these notes is payable upon demand by us. Interest which has been fully accrued for as of April 30, 2012 is at the Wall Street Journal Prime Rate (3.25% at April 30, 2012). Noncurrent assets include a note from a former officer and director of ours who ceased serving for us in this capacity when he left us in connection with the sale of non-integrated recycling assets and select intellectual property assets discussed in Note 16. Following the termination of his employment, he agreed to surrender to us as payment against his outstanding loan with us stock awards that vested in connection with his resignation and the discretionary bonus that was awarded to him in June 2011. Such amounts, net of income taxes withheld, totaling $583, were applied against his loan with us in the first quarter of fiscal year 2012. As of April 30, 2012 and 2011, an aggregate of $577 and $1,155 of principal and interest was outstanding under this loan. Receivables associated with a loan to an employee of ours of $145 and $142 at April 30, 2012 and 2011, respectively, are included in Notes receivable - related party/employee in the accompanying consolidated balance sheets.

19. SEGMENT REPORTING

We report selected information about operating segments in a manner consistent with that used for internal management reporting. We classify our solid waste operations on a geographic basis through regional operating segments. Revenues are derived mainly from collection, transfer, disposal, landfill, landfill-gas-to energy, recycling and organic services in the northeastern United States. The Eastern region also includes Maine Energy, which generates electricity from non-hazardous solid waste. Our revenues in the Recycling segment are derived from municipalities and customers in the form of processing fees, tipping fees and commodity sales. During fiscal year 2011, we consolidated the Central and Western regions into a single segment as the Western region. Furthermore, the four remaining MRFs that were previously included in the FCR Recycling operating segment, along with the two MRFs from the Central region and our commodity brokerage operations, were brought together to form the newly created Recycling operating segment. Therefore, segment data for fiscal year 2010 has been revised to reflect these changes in our segment classifications. Ancillary operations, major customer accounts, discontinued operations, and earnings from equity method investees are included in our “Other” reportable segment.

Fiscal Year Ended April 30, 2012

Segment	Outside revenues	Inter-company revenue (1)	Depreciation and amortization	Operating income (loss)	Interest expense (net)	Capital expenditures	Goodwill	Total assets
Eastern	$ 172,942	$ 34,298	$ 24,547	$ (42,797)	$ 35,992	$ 20,731	$ 58	$ 171,818
Western	215,213	70,264	27,775	29,564	(4,533)	30,321	89,458	342,132
Recycling	47,934	(248)	4,016	5,375	6,794	5,485	12,190	55,249
Other	44,726	2,714	2,238	(3,668)	7,246	3,204	—	64,544
Eliminations	—	(107,028)	—	—	—	—	—	—
Total	$ 480,815	$ —	$ 58,576	$ (11,526)	$ 45,499	$ 59,741	$ 101,706	$ 633,743

Fiscal Year Ended April 30, 2011

Segment	Outside revenues	Inter-company revenue (1)	Depreciation and amortization	Operating income (loss)	Interest expense (net)	Capital expenditures	Goodwill	Total assets
Eastern	$ 167,314	$ 36,990	$ 23,066	$ (5,035)	$ 28,009	$ 20,085	$ 38	$ 217,774
Western	210,266	66,126	29,052	32,179	(1,961)	30,797	88,975	342,832
Recycling	43,557	(402)	3,573	4,116	4,550	1,764	12,191	52,047
Other	44,927	2,788	2,570	(2,697)	15,260	2,603	—	77,928
Eliminations	—	(105,502)	—	—	—	—	—	—
Total	$ 466,064	$ —	$ 58,261	$ 28,563	$ 45,858	$ 55,249	$ 101,204	$ 690,581

Fiscal Year Ended April 30, 2010

Segment	Outside revenues	Inter-company revenue (1)	Depreciation and amortization	Operating income (loss)	Interest expense (net)	Capital expenditures	Goodwill	Total assets
Eastern	$ 177,349	$ 41,462	$ 28,951	$ (93)	$ 25,122	$ 17,227	$ 38	$ 226,620
Western	201,816	65,474	28,465	33,500	1,947	28,685	88,297	334,976
Recycling	35,467	39	3,423	1,854	4,076	3,647	12,191	40,029
Other	43,010	2,473	2,780	(2,448)	13,120	3,275	—	153,189
Eliminations	—	(109,448)	—	—	—	—	—	—
Total	$ 457,642	$ —	$ 63,619	$ 32,813	$ 44,265	$ 52,834	$ 100,526	$ 754,814

(1) Inter-segment revenues reflect transactions with and between segments that are generally made on a basis intended to reflect the market value of such services.

Amounts of our total revenue attributable to services provided are as follows:

	Fiscal Year Ended April 30,					
	2012		2011		2010	
Collection	$ 205,325	42.7%	$ 199,892	42.9%	$ 204,241	44.6%
Disposal	123,620	25.7%	118,831	25.5%	119,564	26.1%
Power generation	11,894	2.4%	12,831	2.7%	15,612	3.5%
Organics and processing	53,740	11.2%	50,590	10.9%	44,081	9.6%
Solid waste operations	394,579	82.0%	382,144	82.0%	383,498	83.8%
Major accounts	38,302	8.0%	40,363	8.7%	38,677	8.5%
Recycling	47,934	10.0%	43,557	9.3%	35,467	7.7%
Total revenues	$ 480,815	100.0%	$ 466,064	100.0%	$ 457,642	100.0%

We have revised our table of revenue by source to more closely align the types of revenue generated by our operating segments. Amounts for fiscal years ended April 30, 2011 and 2010 have been revised to conform to this presentation.

20. QUARTERLY FINANCIAL INFORMATION (UNAUDITED)

The following is a summary of certain items in the consolidated statements of operations by quarter for fiscal years ended April 30, 2012 and 2011. The impact of the discontinued operations described in Note 16 is included in all periods in the table below.

Fiscal Year 2012	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Revenues	$ 127,193	$ 129,866	$ 114,578	$ 109,178
Operating income (loss)	10,256	11,626	4,420	(37,828)
Loss from continuing operations before discontinued operations	(3,708)	(844)	(24,635)	(49,131)
Net loss attributable to common stockholders	$ (3,062)	$ (765)	$ (24,635)	$ (49,125)
Loss per common share:				
Basic and diluted:				
Loss from continuing operations before discontinued operations	$ (0.14)	$ (0.03)	$ (0.92)	$ (1.83)
Net loss attributable to common stockholders	$ (0.12)	$ (0.03)	$ (0.92)	$ (1.83)
Diluted:				
Loss from continuing operations before discontinued operations	$ (0.14)	$ (0.03)	$ (0.92)	$ (1.83)
Net loss attributable to common stockholders	$ (0.12)	$ (0.03)	$ (0.92)	$ (1.83)

Fiscal Year 2011	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Revenues	$ 121,992	$ 122,896	$ 111,627	$ 109,549
Operating income (loss)	12,656	12,266	6,289	(2,648)
(Loss) income from continuing operations before discontinued operations	(1,926)	177	(6,373)	4,417
Net (loss) income applicable to common stockholders	$ (2,902)	$ (1,154)	$ (6,365)	$ 48,849
Loss per common share:				
Basic:				
(Loss) income from continuing operations before discontinued operations	$ (0.07)	$ 0.01	$ (0.24)	$ 0.17
Net (loss) income attributable to common stockholders	$ (0.11)	$ (0.04)	$ (0.24)	$ 1.85
Diluted:				
(Loss) income from continuing operations before discontinued operations	$ (0.07)	$ 0.01	$ (0.24)	$ 0.17
Net (loss) income attributable to common stockholders	$ (0.11)	$ (0.04)	$ (0.24)	$ 1.85

Fiscal Year 2010	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Revenues	$ 117,028	$ 118,035	$ 109,884	$ 112,695
	6,702	10,968	7,410	7,733
Loss from continuing operations before discontinued operations	(3,398)	(1,575)	(5,120)	(5,956)
	$ (2,778)	$ (1,550)	$ (4,377)	$ (5,153)
Loss per common share:				
Basic and diluted:				
Loss from continuing operations before discontinued operations	$ (0.13)	$ (0.06)	$ (0.20)	$ (0.23)
Net loss applicable to common stockholders	$ (0.11)	$ (0.06)	$ (0.17)	$ (0.20)
Diluted:				
Loss from continuing operations before discontinued operations	$ (0.13)	$ (0.06)	$ (0.20)	$ (0.23)
Net loss available to common stockholders	$ (0.11)	$ (0.06)	$ (0.17)	$ (0.20)

Our transfer and disposal revenues historically have been lower during the months of November through March. This seasonality reflects the lower volume of waste during the late fall, winter and early spring months. Since certain of our operating and fixed costs remain constant throughout the fiscal year, operating income is impacted by a similar seasonality. In addition, particularly harsh weather conditions typically result in increased operating costs.

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

21. SUBSIDIARY GUARANTORS

Our 2019 Notes and Second Lien Notes are guaranteed jointly and severally, fully and unconditionally, by our significant wholly-owned subsidiaries. The Parent is the issuer and a non-guarantor of the 2019 Notes and Second Lien Notes and the Parent has no independent assets or operations. The information which follows presents the condensed consolidating financial position as of April 30, 2012 and April 30, 2011, the condensed consolidating results of operations for the fiscal years ended April 30, 2012, 2011 and 2010, and the condensed consolidating statements of cash flows for the fiscal years ended April 30, 2012, 2011 and 2010 of (a) the Parent company only, (b) the combined guarantors (the “Guarantors”), each of which is 100% wholly-owned by the Parent, (c) the combined non-guarantors (the “Non-Guarantors”), (d) eliminating entries and (e) the consolidated total.

CASELLA WASTE SYSTEMS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATING BALANCE SHEET
AS OF APRIL 30, 2012
(in thousands, except for share and per share data)

ASSETS	Parent	Guarantors	Non-Guarantors	Elimination	Consolidated
CURRENT ASSETS:					
Cash and cash equivalents	$ 3,799	$ 368	$ 367	$ —	$ 4,534
Accounts receivable - trade, net of allowance for doubtful accounts	652	46,820	—	—	47,472
Refundable income taxes	1,281	—	—	—	1,281
Deferred income taxes	3,712	—	—	—	3,712
Other current assets	1,903	8,454	—	—	10,357
Total current assets	11,347	55,642	367	—	67,356
Property, plant and equipment, net of accumulated depreciation and amortization	3,486	409,383	3,848	—	416,717
Goodwill	—	101,706	—	—	101,706
Intangible assets	340	2,630	—	—	2,970
Restricted assets	—	424	—	—	424
Notes receivable - related party/employee	722	—	—	—	722
Investments in unconsolidated entities	17,865	6,848	—	(1,932)	22,781
Investments in subsidiaries	(10,406)	—	—	10,406	—
Other non-current assets	15,056	6,011	—	—	21,067
	27,063	527,002	3,848	8,474	566,387
Intercompany receivable	501,406	(487,916)	(15,422)	1,932	—
	$ 539,816	$ 94,728	$ (11,207)	$ 10,406	$ 633,743

LIABILITIES AND STOCKHOLDERS' EQUITY	Parent	Guarantors	Non - Guarantors	Elimination	Consolidated
CURRENT LIABILITIES:					
Current maturities of long-term debt and capital leases	$ 142	$ 1,086	$ —	$ —	$ 1,228
Current maturities of financing lease obligations	—	338	—	—	338
Accounts payable	21,952	24,757	—	—	46,709
Current accrued capping, closure and post-closure costs	—	4,907	—	—	4,907
Other current liabilities	18,110	16,500	543	—	35,153
Total current liabilities	40,204	47,588	543	—	88,335
Long-term debt and capital leases, less current maturities	472,028	1,353	—	—	473,381
Financing lease obligations, less current maturities	—	1,818	—	—	1,818
Accrued capping, closure and post-closure costs, less current portion	—	34,681	41	—	34,722
Deferred income taxes	5,336	—	—	—	5,336
Other long-term liabilities	5,817	6,103	—	—	11,920
STOCKHOLDERS' EQUITY:					
Casella Waste Systems, Inc. stockholders' equity:					
Class A common stock -					
Authorized - 100,000,000 shares, $0.01 par value per share, issued and outstanding - 25,991,000 shares	260	100	—	(100)	260
Class B common stock -					
Authorized - 1,000,000 shares, $0.01 par value per share, 10 votesper share, issued and outstanding - 988,000 shares	10	—	—	—	10
Accumulated other comprehensive (loss) income	(1,952)	417	—	(417)	(1,952)
Additional paid-in capital	288,348	46,200	2,004	(48,204)	288,348
Accumulated deficit	(270,235)	(43,532)	(15,595)	59,127	(270,235)
Total Casella Waste Systems, Inc. stockholders' equity	16,431	3,185	(13,591)	10,406	16,431
Noncontrolling interest	—	—	1,800	—	1,800
Total stockholders' equity	16,431	3,185	(11,791)	10,406	18,231
	$ 539,816	$ 94,728	$ (11,207)	$ 10,406	$ 633,743

CASELLA WASTE SYSTEMS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATING BALANCE SHEET
AS OF APRIL 30, 2011
(in thousands, except for share and per share data)

ASSETS	Parent	Guarantors	Non-Guarantors	Elimination	Consolidated
CURRENT ASSETS:					
Cash and cash equivalents	$ 1,531	$ 286	$ —	$ —	$ 1,817
Accounts receivable - trade, net of allowance for doubtful accounts	1,243	53,671	—	—	54,914
Deferred income taxes	5,600	—	—	—	5,600
Other current assets	1,653	8,421	—	—	10,074
Total current assets	10,027	62,378	—	—	72,405
Property, plant and equipment, net of accumulated depreciation and amortization	4,473	448,888	—	—	453,361
Goodwill	—	101,204	—	—	101,204
Intangible assets	430	2,025	—	—	2,455
Restricted assets	—	334	—	—	334
Notes receivable - related party/employee	1,297	—	—	—	1,297
Investments in unconsolidated entities	15,125	25,070	—	(1,932)	38,263
Investments in subsidiaries	56,426	—	—	(56,426)	—
Other non-current assets	16,204	5,058	—	—	21,262
	93,955	582,579	—	(58,358)	618,176
Intercompany receivable	493,823	(480,333)	(15,422)	1,932	—
	$ 597,805	$ 164,624	$ (15,422)	$ (56,426)	$ 690,581

LIABILITIES AND STOCKHOLDERS' EQUITY	Parent	Guarantors	Non - Guarantors	Elimination	Consolidated
CURRENT LIABILITIES:					
Current maturities of long-term debt and capital leases	$ 132	$ 1,085	$ —	$ —	$ 1,217
Current maturities of financing lease obligations	—	316	—	—	316
Accounts payable	12,885	29,614	—	—	42,499
Current accrued capping, closure and post-closure costs	—	1,699	3	—	1,702
Income taxes payable	3,786	—	—	—	3,786
Other current liabilities	19,814	14,587	—	—	34,401
Total current liabilities	36,617	47,301	3	—	83,921
Long-term debt and capital leases, less current maturities	458,963	2,455	—	—	461,418
Financing lease obligations, less current maturities	—	2,156	—	—	2,156
Accrued capping, closure and post-closure costs, less current portion	—	34,668	37	—	34,705
Deferred income taxes	5,578	—	—	—	5,578
Other long-term liabilities	2,660	6,156	—	—	8,816
STOCKHOLDERS' EQUITY:					
Casella Waste Systems, Inc. stockholders' equity:					
Class A common stock -					
Authorized - 100,000,000 shares, $0.01 par value per share, issued and outstanding - 25,589,000 shares	256	100	—	(100)	256
Class B common stock -					
Authorized - 1,000,000 shares, $0.01 par value per share, 10 votes per share, issued and outstanding - 988,000 shares	10	—	—	—	10
Accumulated other comprehensive income	378	418	—	(418)	378
Additional paid-in capital	285,992	48,078	120	(48,198)	285,992
Accumulated deficit	(192,649)	23,292	(15,582)	(7,710)	(192,649)
Total stockholders' equity	93,987	71,888	(15,462)	(56,426)	93,987
	$ 597,805	$ 164,624	$ (15,422)	$ (56,426)	$ 690,581

CASELLA WASTE SYSTEMS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS
FISCAL YEAR ENDED APRIL 30, 2012
(in thousands)

	Parent	Guarantors	Non - Guarantors	Elimination	Consolidated
Revenues	$ —	$ 480,815	$ —	$ —	$ 480,815
Operating expenses:					
Cost of operations	16	330,733	5	—	330,754
General and administration	1,008	59,756	11	—	60,775
Depreciation and amortization	1,568	57,011	(3)	—	58,576
Asset impairment	—	40,746	—	—	40,746
Legal settlement	1,000	359	—	—	1,359
Development project cost	—	131	—	—	131
	3,592	488,736	13	—	492,341
Operating loss	(3,592)	(7,921)	(13)	—	(11,526)
Other expense/(income), net:					
Interest income	(39,871)	(34)	—	39,863	(42)
Interest expense	45,551	39,853	—	(39,863)	45,541
Loss from equity method investments	67,325	9,994	—	(67,325)	9,994
Impairment of equity method investment	—	10,680	—	—	10,680
Loss on debt extinguishment	300	—	—	—	300
Other income	(486)	(377)	—	—	(863)
Other expense, net	72,819	60,116	—	(67,325)	65,610
Loss from continuing operations before income taxes	(76,411)	(68,037)	(13)	67,325	(77,136)
Provision for income taxes	1,181	—	—	—	1,181
Loss from continuing operations	(77,592)	(68,037)	(13)	67,325	(78,317)
Discontinued operations:					
Gain on disposal of discontinued operations, net	—	725	—	—	725
Net loss	(77,592)	(67,312)	(13)	67,325	(77,592)
Less: Net loss attributable to noncontrolling interest	(6)	—	—	—	(6)
Net loss attributable to common stockholders	$ (77,586)	$ (67,312)	$ (13)	$ 67,325	$ (77,586)

CASELLA WASTE SYSTEMS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS
FISCAL YEAR ENDED APRIL 30, 2011
(in thousands)

	Parent	Guarantors	Non - Guarantors	Elimination	Consolidated
Revenues	$ —	$ 466,064	$ —	$ —	$ 466,064
Operating expenses:					
Cost of operations	73	317,428	3	—	317,504
General and administration	(3,300)	67,306	4	—	64,010
Depreciation and amortization	1,590	56,666	5	—	58,261
Asset impairment charge	—	3,654	—	—	3,654
Environmental remediation charge	—	549	—	—	549
Bargain purchase gain	—	(2,975)	—	—	(2,975)
Development project cost	—	(3,502)	—	—	(3,502)
	(1,637)	439,126	12	—	437,501
Operating income (loss)	1,637	26,938	(12)	—	28,563
Other expense/(income), net:					
Interest income	(31,749)	(26)	—	31,721	(54)
Interest expense	64,526	13,107	—	(31,721)	45,912
Income from equity method investments	(52,140)	4,096	—	52,140	4,096
Loss on debt extinguishment	7,275	115	—	—	7,390
Other expense , net	(486)	(374)	—	—	(860)
Other (income) expense, net	(12,574)	16,918	—	52,140	56,484
Income (loss) from continuing operations before income taxes	14,211	10,020	(12)	(52,140)	(27,921)
Provision for income taxes	(24,217)	—	—	—	(24,217)
Income (loss) from continuing operations	38,428	10,020	(12)	(52,140)	(3,704)
Discontinued operations:					
Loss from discontinued operations, net	—	(1,458)	—	—	(1,458)
Gain on disposal of discontinued operations, net	—	43,590	—	—	43,590
Net income (loss) attributable to common stockholders	$ 38,428	$ 52,152	$ (12)	$ (52,140)	$ 38,428

CASELLA WASTE SYSTEMS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS
FISCAL YEAR ENDED APRIL 30, 2010
(in thousands)

	Parent	Guarantors	Non - Guarantors	Elimination	Consolidated
Revenues	$ —	$ 457,642	$ —	$ —	$ 457,642
Operating expenses:					
Cost of operations	209	303,215	(25)	—	303,399
General and administration	116	57,336	24	—	57,476
Depreciation and amortization	1,262	62,237	120	—	63,619
Environmental remediation charge	—	335	—	—	335
	1,587	423,123	119	—	424,829
Operating (loss) income	(1,587)	34,519	(119)	—	32,813
Other expense/(income), net:					
Interest income	(31,474)	(86)	—	31,450	(110)
Interest expense	61,659	14,166	—	(31,450)	44,375
Loss from equity method investments	(20,195)	2,691	—	20,195	2,691
Loss on debt extinguishment	511	—	—	—	511
Other income, net	(472)	(375)	—	—	(847)
Other expense, net	10,029	16,396	—	20,195	46,620
(Loss) income from continuing operations before income taxes	(11,616)	18,123	(119)	(20,195)	(13,807)
Provision for income taxes	2,242	—	—	—	2,242
(Loss) income from continuing operations	(13,858)	18,123	(119)	(20,195)	(16,049)
Discontinued operations:					
Income from discontinued operations, net	—	1,011	—	—	1,011
Gain on disposal of discontinued operations, net	—	1,180	—	—	1,180
Net (loss) income attributable to common stockholders	$ (13,858)	$ 20,314	$ (119)	$ (20,195)	$ (13,858)

CASELLA WASTE SYSTEMS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS
FISCAL YEAR ENDED APRIL 30, 2012
(in thousands)

	Parent	Guarantors	Non-Guarantors	Elimination	Consolidated
Net Cash Provided by Operating Activities	$ 1,252	$ 61,992	$ 531	$ —	$ 63,775
Cash Flows from Investing Activities:					
Acquisitions, net of cash acquired	—	(2,102)	—	—	(2,102)
Additions to property, plant and equipment attributable to acquisitions	—	(529)	—	—	(529)
Additions to property, plant and equipment					
– growth	—	(9,632)	(2,579)	—	(12,211)
– maintenance	(574)	(46,427)	—	—	(47,001)
Payments on landfill operating lease contracts	—	(6,616)	—	—	(6,616)
Proceeds from sale of property and equipment	—	1,492	—	—	1,492
Other	(4,619)	(2,305)	1,879	—	(5,045)
Net Cash Used In Investing Activities	(5,193)	(66,119)	(700)	—	(72,012)
Cash Flows from Financing Activities:					
Proceeds from long-term borrowings	163,500	—	—	—	163,500
Principal payments on long-term debt	(151,391)	(1,415)	—	—	(152,806)
Other	(1,001)	—	536	—	(465)
Intercompany borrowings	(4,899)	4,899	—	—	—
Net Cash Provided by Financing Activities	6,209	3,484	536	—	10,229
Net Cash Provided by Discontinued Operations	—	725	—	—	725
Net increase in cash and cash equivalents	2,268	82	367	—	2,717
Cash and cash equivalents, beginning of period	1,531	286	—	—	1,817
Cash and cash equivalents, end of period	$ 3,799	$ 368	$ 367	$ —	$ 4,534

CASELLA WASTE SYSTEMS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS
FISCAL YEAR ENDED APRIL 30, 2011
(in thousands)

	Parent	Guarantors	Non-Guarantors	Elimination	Consolidated
Net Cash (Used in) Provided by Operating Activities	$ (25,307)	$ 72,398	$ —	$ —	$ 47,091
Cash Flows from Investing Activities:					
Acquisitions, net of cash acquired	—	(1,744)	—	—	(1,744)
Additions to property, plant and equipment					
– growth	—	(2,803)	—	—	(2,803)
– maintenance	(2,328)	(50,118)	—	—	(52,446)
Payments on landfill operating lease contracts	—	(5,655)	—	—	(5,655)
Purchase of gas rights		(1,608)			(1,608)
Proceeds from sale of property and equipment	—	959	—	—	959
Proceeds from sale of assets	—	7,533	—	—	7,533
Other	(1)	1	—	—	—
Net Cash Used In Investing Activities	(2,329)	(53,435)	—	—	(55,764)
Cash Flows from Financing Activities:					
Proceeds from long-term borrowings	382,899	858	—	—	383,757
Principal payments on long-term debt	(490,253)	(1,416)	—	—	(491,669)
Other	(9,983)	—	—	—	(9,983)
Intercompany borrowings	145,270	(145,270)	—	—	—
Net Cash Provided by (Used in) Financing Activities	27,933	(145,828)	—	—	(117,895)
Net Cash Provided by Discontinued Operations	—	126,350	—	—	126,350
Net increase (decrease) in cash and cash equivalents	297	(515)	—	—	(218)
Cash and cash equivalents, beginning of period	1,234	801	—	—	2,035
Cash and cash equivalents, end of period	$ 1,531	$ 286	$ —	$ —	$ 1,817

CASELLA WASTE SYSTEMS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS
FISCAL YEAR ENDED APRIL 30, 2010
(in thousands)

	Parent	Guarantors	Non-Guarantors	Elimination	Consolidated
Net Cash (Used in) Provided by Operating Activities	$ (10,152)	$ 74,248	$ (10)	$ —	$ 64,086
Cash Flows from Investing Activities:					
Acquisitions, net of cash acquired	—	(864)	—	—	(864)
Additions to property, plant and equipment					
– growth	—	(4,187)	—	—	(4,187)
– maintenance	(3,091)	(45,556)	—	—	(48,647)
Payments on landfill operating lease contracts	—	(13,737)	—	—	(13,737)
Other	(49)	4,434	—	—	4,385
Net Cash Used In Investing Activities	(3,140)	(59,910)	—	—	(63,050)
Cash Flows from Financing Activities:					
Proceeds from long-term borrowings	492,344	—	—	—	492,344
Principal payments on long-term debt	(484,419)	(1,377)	—	—	(485,796)
Deferred financing costs	(14,089)	—	—	—	(14,089)
Other	260	—	—	—	260
Intercompany borrowings	19,557	(19,567)	10	—	—
Net Cash Provided by (Used in) Financing Activities	13,653	(20,944)	10	—	(7,281)
Discontinued Operations:					
Net Cash Provided By Discontinued Operations	—	6,442	—	—	6,442
Net increase (decrease) in cash and cash equivalents	361	(164)	—	—	197
Cash and cash equivalents, beginning of period	873	965	—	—	1,838
Cash and cash equivalents, end of period	$ 1,234	$ 801	$ —	$ —	$ 2,035

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures as of April 30, 2012. The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company’s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of April 30, 2012, our chief executive officer and chief financial officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

Management’s report on our internal control over financial reporting (as defined in Rules 13(a)-15(f) and 15(d)-15(f) under the Exchange Act) and the independent registered public accounting firm’s related audit report are included in Item 8 of this Form 10-K and are incorporated herein by reference.

No change in our internal control over financial reporting occurred during the fiscal quarter ended April 30, 2012 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Item 10 of Part III (except for information required with respect to our executive officers which is set forth under “Executive Officers of the Company” in Item 1 of Part I of this Annual Report on Form 10-K and with respect to equity compensation plan information which is set forth under “Equity Compensation Plan Information” below) has been omitted from this Annual Report on Form 10-K, since we expect to file with the Securities and Exchange Commission, not later than 120 days after the close of its fiscal year, a definitive proxy statement (the “Proxy Statement”). The information required by Item 10 this Annual Report on Form 10-K, which will appear in the Proxy Statement, is incorporated by reference into Part III of this Annual Report on Form 10-K.

Equity Compensation Plan Information

The following table shows information about the securities authorized for issuance under our equity compensation plans as of April 30, 2012:

Plan Category	(a) Number of securities to be issued upon exercise of outstanding options(1)	(b) Weighted-average exercise price of outstanding options	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a) (2)
Equity compensation plans approved by security holders	1,660,958	$ 10.55	2,010,979
Equity compensation plans not approved by security holders	—	—	—

(1) In addition to being available for future issuance in the form of options, 1,751,384 shares of our Class A common stock under our 2006 Stock Incentive Plan may instead be issued in the form of restricted stock or other equity-based awards.

(2) Includes 259,595 shares of our Class A common stock issuable under our 1997 Employee Stock Purchase Plan.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item is incorporated by reference from the Proxy Statement under the sections captioned “Executive Compensation” and “Compensation of Directors.”

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this Item is incorporated by reference from the Proxy Statement under the section captioned “Beneficial Ownership of Voting Stock.”

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this Item is incorporated by reference from the Proxy Statement under the sections captioned “Certain Relationships and Related Party Transactions” and “Board Determination of Independence.”

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this Item is incorporated by reference from the Proxy Statement under “Audit Fees and Other Matters” and “Pre-Approval Policies and Procedures.”

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a)(1) Consolidated Financial Statements included under Item 8.

(a)(2) Financial Statement Schedules:

Schedule II—Valuation and Qualifying Accounts.

All other schedules have been omitted because the required information is not significant or is included in the consolidated financial statements or notes thereto, or is not applicable.

(a)(3) Exhibits:
The Exhibits that are filed as part of this Annual Report on Form 10-K or that are incorporated by reference herein are set forth in the Exhibit Index hereto.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: June 28, 2012

CASELLA WASTE SYSTEMS, INC.

By: /s/ JOHN W. CASELLA
John W. Casella
Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated.

Signature	Title	Date
/s/ John W. Casella John W. Casella	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)	June 28, 2012
/s/ Edwin D. Johnson Edwin D. Johnson	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	June 28, 2012
/s/ Douglas R. Casella Douglas R. Casella	Director	June 28, 2012
/s/ John F. Chapple III John F. Chapple III	Director	June 28, 2012
/s/ Gregory B. Peters Gregory B. Peters	Director	June 28, 2012
/s/ James F. Callahan, Jr. James F. Callahan, Jr.	Director	June 28, 2012
/s/ Joseph G. Doody Joseph G. Doody	Director	June 28, 2012
/s/ James P. McManus James P. McManus	Director	June 28, 2012
/s/ Michael K. Burke Michael K. Burke	Director	June 28, 2012

FINANCIAL STATEMENT SCHEDULES

Schedule II
Valuation Accounts

Allowance for Doubtful Accounts
(in thousands)

	Fiscal Year Ended April 30,		
	2012	2011	2010
Balance at beginning of period	$ 920	$ 1,602	$ 1,711
Additions—Charged to expense	730	363	1,204
Deductions—Bad debts written off, net of recoveries	(911)	(1,045)	(1,313)
Balance at end of period	$ 740	$ 920	$ 1,602

EXHIBIT INDEX

Exhibit No.	Description
2.1	Agreement and Plan of Merger dated as of January 12, 1999 and as amended by Amendments No. 1, 2 and 3 thereto, among Casella Waste Systems, Inc. ("Casella"), KTI, Inc. ("KTI") and Rutland Acquisition Sub, Inc. (incorporated herein by reference to Annex A to the registration statement on Form S-4 as filed November 12, 1999 (file no. 333-90913)).
3.1	Second Amended and Restated Certificate of Incorporation of Casella Waste Systems, Inc., as amended (incorporated herein by reference to Exhibit 3.1 to the quarterly report on Form 10-Q of Casella Waste Systems Inc. as filed December 7, 2007 (file no. 000-23211)).
3.3	Third Amended and Restated By-Laws of Casella Waste Systems, Inc., (incorporated herein by reference to Exhibit 3.1 to the quarterly report on Form 10-Q of Casella Waste Systems Inc. as filed February 27, 2009 (file no. 000-23211)).
4.1	Form of stock certificate of Casella Class A common stock (incorporated herein by reference to Exhibit 4 to Amendment No. 2 to the registration statement on Form S-1 of Casella as filed October 9, 1997 (file no. 333-33135)).
4.2	Certificate of Designation creating Series A Convertible Preferred Stock (incorporated herein by reference to Exhibit 4.1 to the current report on Form 8-K of Casella as filed August 18, 2000 (file no. 000-23211)).
4.3	Indenture, dated January 24, 2003, by and among Casella Waste Systems, Inc., the Guarantors named therein and U.S. Bank National Association, as Trustee, relating to the 9.75% Senior Subordinated Notes due 2013, including the form of 9.75% Senior Subordinated Note (incorporated by reference to Exhibit 4.1 to the current report on Form 8-K of Casella as filed January 24, 2003 (file no. 000-23211)).
4.4	Indenture, dated July 9, 2009, by and among Casella Waste Systems, Inc., the Guarantors named therein and Wilmington Trust Company, as Trustee, governing the 11% Senior Second Lien Notes due 2014 (incorporated by reference herein by reference to Exhibit 4.1 to the current report on Form 8-K of Casella as filed on July 9, 2009 (file no. 000-23211)).
4.5	Indenture, dated February 7, 2011, by and among Casella Waste Systems, Inc., the Guarantors named therein and U.S. Bank National Association, as Trustee, governing the 7.75% Senior Subordinated Notes due 2019 (incorporated by reference herein by reference to Exhibit 10.1 to the current report on Form 8-K of Casella Waste Systems, Inc. as filed on February 8, 2011 (file no. 000-23211)).
4.6	Registration Rights Agreement, dated July 9, 2009, by and among Casella Waste Systems, Inc., the Guarantors listed therein and Purchasers listed therein, relating to the 11% Senior Second Lien Notes due 2014 (incorporated by reference herein by reference to Exhibit 4.5 to the annual report on Form 10-K of Casella as filed on June 10, 2010 (file no. 000-23211)).
4.7	Registration Rights Agreement, dated as of February 7, 2011, by and among Casella Waste Systems, Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC and Credit Agricole Securities (USA) Inc. (incorporated by reference herein by reference to Exhibit 99.1 to the current report on Form 8-K of Casella Waste Systems, Inc. as filed on February 8, 2011 (file no. 000-23211)).
10.1	1993 Incentive Stock Option Plan (incorporated herein by reference to Exhibit 10.1 to the registration statement on Form S-1 of Casella as filed August 7, 1997 (file no. 333-33135)).
10.2	1994 Nonstatutory Stock Option Plan (incorporated herein by reference to Exhibit 10.2 to the registration statement on Form S-1 of Casella as filed August 7, 1997 (file no. 333-33135)).
10.3	1996 Stock Option Plan (incorporated herein by reference to Exhibit 10.3 to the registration statement on Form S-1 of Casella as filed August 7, 1997 (file no. 333-33135)).
10.4	1997 Non-Employee Director Stock Option Plan (incorporated herein by reference to Exhibit 10.5 to Amendment No. 1 to the registration statement on Form S-1 of Casella as filed September 24, 1997 (file no. 333-33135)).
10.5	Amended and Restated 1997 Stock Incentive Plan (incorporated herein by reference to the Definitive Proxy Statement on Schedule 14A of Casella as filed September 21, 1998).
10.6	1995 Registration Rights Agreement between Casella and the stockholders who are a party thereto, dated as of December 22, 1995 (incorporated herein by reference to Exhibit 10.8 to the registration statement on Form S-1 of Casella as filed August 7, 1997 (file no. 333-33135)).
10.7	Warrant to Purchase Common Stock of Casella granted to John W. Casella, dated as of July 26, 1993 (incorporated herein by reference to Exhibit 10.11 to Amendment No. 1 to the registration statement on Form S-1 of Casella as filed September 24, 1997 (file no. 333-33135)).
10.8	Warrant to Purchase Common Stock of Casella granted to Douglas R. Casella, dated as of July 26, 1993 (incorporated herein by reference to Exhibit 10.12 to Amendment No. 1 to the registration statement on Form S-1 of Casella as filed September 24, 1997 (file no. 333-33135)).

10.9	Lease Agreement, as Amended, between Casella Associates and Casella Waste Management, Inc., dated December 9, 1994 (Rutland lease) (incorporated herein by reference to Exhibit 10.17 to the registration statement on Form S-1 of Casella as filed August 7, 1997 (file no. 333-33135)).
10.10	Lease Agreement, as Amended, between Casella Associates and Casella Waste Management, Inc., dated December 9, 1994 (Montpelier lease) (incorporated herein by reference to Exhibit 10.18 to the registration statement on Form S-1 of Casella as filed August 7, 1997 (file no. 333-33135)).
10.11	Lease, Operations and Maintenance Agreement between CV Landfill, Inc. and the Registrant dated June 30, 1994 (incorporated herein by reference to Exhibit 10.20 to the registration statement on Form S-1 of Casella as filed August 7, 1997 (file no. 333-33135)).
10.12	Restated Operation and Management Agreement by and between Clinton County (N.Y.) and the Registrant dated September 9, 1996 (incorporated herein by reference to Exhibit 10.21 to the registration statement on Form S-1 of Casella as filed August 7, 1997 (file no. 333-33135)).
10.13	Labor Utilization Agreement by and between Clinton County (N.Y.) and the Registrant dated August 7, 1996 (incorporated herein by reference to Exhibit 10.22 to the registration statement on Form S-1 of Casella as filed August 7, 1997 (file no. 333-33135)).
10.14	Lease and Option Agreement by and between Waste U.S.A., Inc. and New England Waste Services of Vermont, Inc., dated December 14, 1995 (incorporated herein by reference to Exhibit 10.23 to the registration statement on Form S-1 of Casella as filed August 7, 1997 (file no. 333-33135)).
10.15	Amendment No. 2 to Lease Agreement, by and between Casella Associates and Casella Waste Management, Inc., dated as of November 20, 1997 (Rutland lease). (incorporated herein by reference to Exhibit 10.25 to the registration statement on Form S-1 of Casella as filed on June 25, 1998 (file no. 333-57745)).
10.16*	Amendment No. 1 to Stock Option Agreement, dated as of May 12, 1999, by and between KTI, Inc. and the Registrant (incorporated herein by reference to the current report on Form 8-K of Casella as filed May 13, 1999 (file no. 000-23211)).
10.17	Power Purchase Agreement between Maine Energy Recovery Company and Central Maine Power Company dated January 12, 1984, as amended (incorporated herein by reference to Exhibit 10.8 to the registration statement on Form S-4 of KTI as filed October 18, 1994 (file no. 33-85234)).
10.18	Host Municipalities' Waste Handling Agreement among Biddeford-Saco Solid Waste Committee, City of Biddeford, City of Saco and Maine Energy Recovery Company dated June 7, 1991 (incorporated herein by reference to Exhibit 10.10 to the registration statement on Form S-4 of KTI as filed October 18, 1994 (file no. 33-85234)).
10.19	Form of Maine Energy Recovery Company Waste Handling Agreement (Town of North Berwick) dated June 7, 1991 and Schedule of Substantially Identical Waste Disposal Agreements (incorporated herein by reference to Exhibit 10.11 to the registration statement on Form S-4 of KTI as filed October 18, 1994 (file no. 33-85234)).
10.20	Third Amendment to Power Purchase Agreement between Maine Energy Recovery Company, L.P. and Central Maine Power Company dated November 6, 1995. (incorporated herein by reference to Exhibit 10.38 to the registration statement on Form S-4 as filed November 12, 1999 (file no. 333-90913)).
10.21	Non-Exclusive License to Use Technology between KTI and Oakhurst Technology, Inc. dated December 29, 1998 (incorporated herein by reference to Exhibit 4.5 to the current report on Form 8-K of KTI as filed January 15, 1999 (file no. 000-25490)).
10.22*	Management Compensation Agreement between Casella Waste Systems, Inc. and John W. Casella dated December 8, 1999 (incorporated herein by reference to Exhibit 10.43 to the annual report on Form 10-K of Casella as filed August 4, 2000 (file no. 000-23211)).
10.23*	Management Compensation Agreement between Casella Waste Systems, Inc. and James W. Bohlig dated December 8, 1999 (incorporated herein by reference to Exhibit 10.44 to the annual report on Form 10-K of Casella as filed August 4, 2000 (file no. 000-23211)).
10.24	KTI, Inc. 1994 Long-Term Incentive Award Plan (incorporated herein by reference to Exhibit (d)(3) to the Schedule TO of Casella as filed July 2, 2001 (file no. 000-23211)).
10.25	KTI, Inc. Non-Plan Stock Option Terms and Conditions (incorporated herein by reference to Exhibit (d)(4) to the Schedule TO of Casella as filed July 2, 2001 (file no. 000-23211)).
10.26*	Management Compensation Agreement between Casella Waste Systems, Inc. and Charles E. Leonard dated June 18, 2001 (incorporated herein by reference to Exhibit 10.39 to the annual report on Form 10-K of Casella as filed on July 12, 2002 (file no. 000-23211)).
10.27*	Management Compensation Agreement between Casella Waste Systems, Inc. and Richard Norris dated July 20, 2001 (incorporated herein by reference to Exhibit 10.40 to the annual report on Form 10-K of Casella as filed on July 12, 2002 (file no. 000-23211)).
10.28	US GreenFiber LLC Limited Liability Company Agreement, dated June 26, 2000, between U.S. Fiber, Inc. and Greenstone Industries, Inc. (incorporated herein by reference to Exhibit 10.41 to the annual report on Form 10-K of Casella as filed on July 12, 2002 (file no. 000-23211)).
10.29	Purchase Agreement, dated August 17, 2001, by and among Crumb Rubber Investors Co., LLC, Casella Waste Systems, Inc. and KTI Environmental Group, Inc. (incorporated herein by reference to Exhibit 10.42 to the annual report on Form 10-K of Casella as filed on July 12, 2002 (file no. 000-23211)).

10.30	Purchase Agreement, dated August 17, 2001, by and among New Heights Holding Corporation, KTI, Inc., KTI Operations, Inc. and Casella Waste Systems, Inc. (incorporated herein by reference to Exhibit 10.43 to the annual report on Form 10-K of Casella as filed on July 12, 2002 (file no. 000-23211)).
10.31*	Form of Non-Plan Non-Statutory Stock Option Agreement as issued by Casella Waste Systems, Inc. to certain individuals as of May 25, 1994 (incorporated herein by reference to Exhibit 10.44 to the annual report on Form 10-K of Casella as filed on July 12, 2002 (file no. 000-23211)).
10.32	Construction, Operation and Management Agreement between New England Waste Services of Massachusetts, Inc. and the Town of Templeton, Massachusetts (incorporated herein by reference to Exhibit 10.35 to the annual report on Form 10-K of Casella as filed on July 24, 2003 (file no. 000-23211)).
10.33*	Summary of compensatory arrangements including cash bonus arrangement, and salaries and other compensatory terms for executive officers (incorporated herein by reference to the current report on Form 8-K of Casella as filed on June 21, 2005 (file no. 000-23211)).
10.34*	Summary of compensating arrangements for non-employee directors (incorporated herein by reference to the current report on Form 8-K of Casella as filed on March 8, 2005 (file no. 000-23211)).
10.35*	Summary of compensatory arrangements for non-employee directors (incorporated herein by reference to the current report on Form 8-K of Casella as filed on September 9, 2005 (file no. 000-23211)).
10.36	Financing Agreement between Casella Waste Systems, Inc. and Finance Authority of Maine, Dated as of December 1, 2006 relating to issuance of Finance Authority of Maine Solid Waste Disposal Revenue Bonds (Casella Waste Services, Inc. Project) Series 2005 (incorporated herein by reference to the current report on Form 8-K of Casella as filed on January 4, 2006 (file no. 000-23211)).
10.37*	2006 Stock Incentive Plan, as amended (incorporated herein by reference to Exhibit 99.1 to the current report on Form 8-K of Casella as filed on October 19, 2009 (file no. 000-23211)).
10.38*	Employment Agreement, General Release and Noncompete Agreement by and between Casella Waste Systems, Inc. and Richard A. Norris dated as of January 23, 2008 (incorporated herein by reference to Exhibit 10.1 to the current report on Form 8-K of Casella as filed on January 28, 2008 (file no. 000-23211)).
10.39*	Employment Agreement by and between Casella Waste Systems, Inc. and Paul Larkin dated as of January 9, 2008 (incorporated herein by reference to Exhibit 10.3 to the current report on Form 8-K of Casella as filed on January 28, 2008 (file no. 000-23211)).
10.40*	Severance Agreement; General Release and Consulting Agreement by and between Casella Waste Systems, Inc. and Charles E. Leonard dated as of January 23, 2008 (incorporated herein by reference to Exhibit 10.2 to the current report on Form 8-K of Casella as filed on January 28, 2008 (file no. 000-23211)).
10.41*	Amendment to Employment Agreement by and between Casella Waste Systems, Inc. and James W. Bohlig dated as of January 8, 2008 (incorporated herein by reference to Exhibit 10.1 to the quarterly report on Form 10-Q of Casella as filed on September 4, 2008 (file no. 000-23211)).
10.42*	Amendment to Employment Agreement by and between Casella Waste Systems, Inc. and James W. Bohlig dated as of December 30, 2008 (incorporated herein by reference to Exhibit 10.2 to the quarterly report on Form 10-Q of Casella as filed on March 6, 2009 (file no. 000-23211)).
10.43*	Amendment to Employment Agreement by and between Casella Waste Systems, Inc. and John W. Casella dated as of December 29, 2008 (incorporated herein by reference to Exhibit 10.3 to the quarterly report on Form 10-Q of Casella as filed on March 6, 2009 (file no. 000-23211)).
10.44*	Amendment to Employment Agreement by and between Casella Waste Systems, Inc. and Paul Larkin dated as of December 30, 2008 (incorporated herein by reference to Exhibit 10.4 to the quarterly report on Form 10-Q of Casella as filed on March 6, 2009 (file no. 000-23211)).
10.45	Second Amended and Restated Revolving Credit and Term Loan Agreement by and among Casella Waste Systems, Inc., certain of its Subsidiaries (defined therein), each lender from time to time a party to the Credit Agreement, and Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, dated July 9, 2009 (incorporated herein by reference to Exhibit 10.1 to the current report on Form 8-K of Casella as filed July 9, 2009 (file no. 000-23211)).
10.46	First Amendment to the Second Amended and Restated Revolving Credit and Term Loan Agreement by and among the Company, certain of its Subsidiaries (defined therein), each lender from time to time a party to the Credit Agreement, and Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, dated May 27, 2010 (incorporated herein by reference to Exhibit 10.2 to the current report on Form 8-K of Casella as filed on June 3, 2010 (file no. 000-23211)).
10.47	Amended and Restated Credit Agreement, dated as of March 18, 2011, by and among Bank of America, N.A., as Administrative Agent, Bank of America, N.A., as Lender, and the other lenders party thereto, Casella Waste Systems,

	Inc. and Casella's subsidiaries identified therein (incorporated by reference herein by reference to Exhibit 10.1 to the current report on Form 8-K of Casella as filed on March 24, 2011 (file no. 000-23211)).
10.48	First Amendment to FAME Financing Agreement, dated as of February 1, 2012, by and among Finance Authority of Maine, U.S. Bank National Association, as Trustee, Bank of America, as Credit Provider, and Casella Waste Systems, Inc. (incorporated herein by reference to Exhibit 10.1 to the quarterly report on Form 10-Q of Casella as filed on March 2, 2012 (file no. 000-23211)).
10.49	FAME Guaranty Agreement, dated as of February 1, 2012, by and among U.S. National Association, as Trustee, and the guarantors identified therein. (incorporated herein by reference to Exhibit 10.2 to the quarterly report on Form 10-Q of Casella as filed on March 2, 2012 (file no. 000-23211)).
10.50+	Amendment to March 18, 2011 Amended and Restated Credit Agreement, dated as of April 27, 2012, by and among Casella Waste Systems, Inc. and the parties identified therein.
12.1 +	Statement of Computation of Ratio of Earnings to Fixed Charges and Earnings to Combined Fixed Charges and Preferred Stock Dividends.
21.1 +	Subsidiaries of Casella Waste Systems, Inc.
23.1 +	Consent of McGladrey LLP
23.2 +	Consent of Caturano and Company, Inc.
23.3 +	Consent of PricewaterhouseCoopers LLP, independent accountants of US Green Fiber, LLC.
31.1 +	Certification of Principal Executive Officer required by Rule 13a-15(e) or Rule 15d-15(e) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2 +	Certification of Principal Financial Officer required by Rule 13a-15(e) or Rule 15d-15(e) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1 +	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.1 +	Financial Statements of US Green Fiber, LLC—December 31, 2011, 2010 and 2009.
101.INS	XBRL Instance Document.**
101.SCH	XBRL Taxonomy Extension Schema Document.**
101.CAL	XBRL Taxonomy Calculation Linkbase Document.**
101.LAB	XBRL Taxonomy Label Linkbase Document.**
101.PRE	XBRL Taxonomy Presentation Linkbase Document.**
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document. **

\+ Filed herewith

* This is a management contract or compensatory plan or arrangement.

** Submitted Electronically Herewith. Attached as Exhibit 101 to this report are the following formatted in XBRL (Extensible Business Reporting Language): (i) Consolidated Statements of Operations for the fiscal years ended April 30, 2012, 2011 and 2010, (ii) Consolidated Balance Sheets at April 30, 2012 and April 30, 2011, (iii) Consolidated Statements of Cash Flows for the fiscal years ended April 30, 2012, 2011 and 2010, and (iv) Notes to Consolidated Financial Statements.

FIRST AMENDMENT TO AMENDED AND RESTATED
CREDIT AGREEMENT AND CONSENT

This **FIRST AMENDMENT TO AMENDED AND RESTATED CREDIT AGREEMENT AND CONSENT** (this "First Amendment") is made and entered into as of the 27th day of April, 2012, by and among **CASELLA WASTE SYSTEMS, INC.**, a Delaware corporation (the "Parent"), its Subsidiaries listed on Schedule 1 to the Amended and Restated Credit Agreement, dated as of March 18, 2011 (as the same may be amended and in effect from time to time, the "Credit Agreement") (together with the Parent, collectively, the "Borrowers"), the Lenders party thereto, and **BANK OF AMERICA, N.A.**, as Administrative Agent, Swing Line Lender and L/C Issuer.

WHEREAS, the Borrowers have requested that each of the Lenders agree, and Lenders constituting "Required Lenders" under the terms of the Credit Agreement are willing to agree, on the terms and subject to the conditions set forth herein, to make certain amendments to the Credit Agreement in connection with the Parent's contemplated issuance of preferred stock, the potential sale or closure of MERC and certain other matters;

WHEREAS, the Borrowers have also requested that the Administrative Agent and the Required Lenders consent to the purchase by the Parent or one or more Subsidiaries of the Parent of a business, whether in the form of an asset acquisition or a stock acquisition, of one or more solid waste companies (collectively, the "Target"), as more particularly described in the transaction summary and overview and related materials (collectively, the "Transaction Summary") provided to the Administrative Agent and the Lenders by the Parent (the "Target Acquisition") on or about April 17, 2012, and Lenders constituting "Required Lenders" under the terms of the Credit Agreement are willing to consent, on the terms and subject to the conditions set forth herein, to the Target Acquisition;

NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Definitions; Loan Document. Capitalized terms used herein without definition shall have the meaning assigned to such terms in the Credit Agreement. This First Amendment shall constitute a Loan Document for all purposes of the Credit Agreement and the other Loan Documents.

2. Amendments to Section 1.01 (Defined Terms) of the Credit Agreement. Section 1.01 of the Credit Agreement is hereby amended by:

(i) Inserting the following definitions in the appropriate alphabetical order:

""Additional Debt Raise" means (i) in the event that the Parent has consummated an Additional Equity Raise on or prior to March 1, 2014: the incurrence by the Parent and the other Borrowers on or before March 1, 2014 of Indebtedness (not including, for purposes of this calculation, Committed Loans) in the form of a term loan B issued pursuant to Section 2.14 or otherwise in the form of Indebtedness permitted by Section 7.03(j)(ii) or Section 7.03(k), in each case having a maturity date occurring at least 91 days after March 18, 2016, in an aggregate amount at least equal to $125,000,000 (less the amount by which the aggregate gross cash proceeds of all Equity Issuances consummated prior to or contemporaneously with such Additional Debt Raise exceeds $100,000,000); and (ii) in the event that the Parent has failed to consummate an Additional Equity Raise on or prior to March 1, 2014: the incurrence by the Parent and the other Borrowers on or before March 1, 2014 of Indebtedness (not including, for purposes of such calculation, Committed Loans) in the form of a term loan B issued pursuant to Section 2.14 or otherwise in the form of Indebtedness permitted by Section 7.03(j)(ii) or Section 7.03(k), in each case having a maturity date occurring at least 91 days after March 18, 2016, in an aggregate amount at least equal to $200,000,000 (less (x) in the event the Target Acquisition has not been consummated, the aggregate gross cash proceeds of all Equity Issuances consummated prior to or contemporaneously with such Additional Debt Raise and (y) in the event the Target Acquisition has been consummated, the aggregate gross cash proceeds of all Equity Issuances consummated prior to or contemporaneously with such Additional Debt Raise in excess of $25,000,000)."

""Additional Equity Raise" means one or more Equity Issuances pursuant to which the Parent has received at least $100,000,000 in aggregate gross cash proceeds."

""Deemed Liquidation Event" means, with respect to any Preferred Stock of any Person, a merger, consolidation, share exchange, reorganization, sale, license or other disposition of assets, sale of Equity Interests or other transaction, event or series of transactions or events, in each case, that, by the terms of such Preferred Stock, is deemed to be a liquidation or dissolution of such Person or constitutes a "change of control" or comparable term."

""Equity Issuance" means the issuance after the First Amendment Date by the Parent of Qualified Preferred Stock, common stock or a combination of the foregoing (whether in the form of shares, warrants or a combination of the foregoing) in one or more transactions."

""Equity Related Purchase Obligation" means, with respect to any Person, every obligation of such Person to purchase, redeem, retire or otherwise acquire for value or make any other payment (other than a PIK Dividend) in respect of (a) any Equity Interests of any class issued by such Person or (b) any rights measured by the value of such Equity Interests."

""First Amendment" means that certain First Amendment to Amended and Restated Credit Agreement and Consent, dated as of April 27th, 2012, among the Borrowers, the Administrative Agent and Lenders constituting Required Lenders."

""First Amendment Date" means April 27th, 2012."

""Grandfathered Non-Qualified Preferred Stock" means any Preferred Stock of the Parent constituting Qualified Preferred Stock upon the earlier of the issuance of any shares thereof or the fixing of the terms thereof, that subsequently ceases to constitute Qualified Preferred Stock solely as a result of the extension of the Maturity Date."

""MERC" means Maine Energy Recovery Company, Limited Partnership."

""MERC Transaction" means the Disposition by the Borrowers of all or substantially all of the assets or all of the Equity Interests of MERC, and/or the closure and discontinuation of the operations of MERC."

""Non-Qualified Preferred Stock" means (i) any Preferred Stock of the Parent (x) that by its terms or otherwise is mandatorily redeemable, redeemable at the option of the holder or holders thereof or subject to any other payment obligation (upon acceleration or otherwise, and including any obligation to pay dividends or other distributions) prior to the date that is six months following the Maturity Date, in each case, whether in cash, securities or other property, other than (1) Qualified PIK Dividends thereon or (2) subject to clause (y) below, payments or distributions thereon upon a liquidation or dissolution of the Parent or a Deemed Liquidation Event, or (y) the terms of which, as set forth in the Parent's certificate of incorporation, fail to provide that (1) any redemption thereof, in whole or in part, whether such redemption is at the Parent's option or at the option of the holder or holders thereof or upon the happening of a specified event, or (2) any payment or distribution thereon upon a liquidation or dissolution of the Parent or a Deemed Liquidation Event is, in each case, subject to the terms of the Parent's senior credit facilities (including, unless otherwise provided in such senior credit facilities, the repayment in full in cash of the obligations thereunder prior to or simultaneous with, and as a condition precedent to, any such redemption, payment or distribution); (ii) any Preferred Stock of the Parent issued in contravention of Section 7.19; or (iii) any Preferred Stock of any Person other than the Parent."

""PIK Dividend" means, with respect to any Preferred Stock of any Person, any dividend or other distribution accrued, declared or paid on or in respect of such Preferred Stock in accordance with its terms, which dividend or other distribution (i) consists entirely of Equity Interests of such Person or (ii) accrues but does not become payable unless and until the occurrence of (x) the liquidation or dissolution of such Person or a Deemed Liquidation Event or (y) a redemption of such Preferred Stock (such dividend or distribution described in this clause (ii) being an "Accruing Dividend")."

““Preferred Stock” means, with respect to the Equity Interests of any Person, all of the shares of capital stock of any class of such Person other than common stock (i) that is denominated as “preferred stock” or the like, (ii) that otherwise is preferred with respect to the payment of dividends, or as to the distribution of assets upon any voluntary or involuntary liquidation or dissolution of such Person, over shares of Equity Interests of any other class of such Person, or (iii) that is subject to redemption by such Person at its option or at the option of the holder or holders thereof or is mandatorily redeemable upon the happening of a specified event.”

““Qualified PIK Dividend” means a PIK Dividend (x) consisting entirely of (i) Qualified Preferred Stock, Grandfathered Non-Qualified Preferred Stock or common stock of the Parent, (ii) warrants for any of the foregoing or (iii) any combination of any of the foregoing, or (y) in the form of an Accruing Dividend.”

““Qualified Preferred Stock” means any Preferred Stock issued by the Parent that is not Non-Qualified Preferred Stock.”

““Target Acquisition” has the meaning specified therefor in the First Amendment.”

““2005 Fame Bonds” means the $3,600,000 Finance Authority of Maine Solid Waste Disposal Revenue Bonds (Casella Waste Systems, Inc. Project) Series 2005R-1 and issued under the Indenture, dated as of December 1, 2005 (as modified from time to time) between the Finance Authority of Maine and U.S. Bank National Association, successor to LaSalle Bank National Association, as trustee.”

(ii) Amending and restating the definition of “Applicable Control Percentage” in its entirety as follows:

““Applicable Control Percentage” means the lowest of (i) 49%, (ii) the percentage of voting power that gives rise to a “change of control” (or similar defined term) under any Senior Subordinated Debt or Second Lien Notes outstanding at any time (including any permitted refinancing or replacements of such Senior Subordinated Debt or Second Lien Notes), (iii) the percentage of voting power that gives rise to a Deemed Liquidation Event under the terms of any Preferred Stock of the Parent, and (iv) the percentage of voting power that gives rise to a “change of control” (or similar defined term) under any other Indebtedness of the Parent or any other Borrowers in excess of the Threshold Amount, provided that such “change of control” would permit the holder or holders of such Indebtedness to accelerate the maturity thereof.”

(iii) Amending and restating clause (d) contained in the definition of “Change of Control” in its entirety as follows:

“(d) (i) a “change of control” or any comparable term under, and as defined in, any Subordinated Debt, the Senior Subordinated Debt Documents or the Second Lien Notes Documents (or any replacements or refinancing of any thereof) shall have occurred, or (ii) a Deemed Liquidation Event under the terms of any Preferred Stock of the Parent shall have occurred."

(iv) Amending and restating the definition of "Consolidated Adjusted Net Income" in its entirety as follows:

""Consolidated Adjusted Net Income" means, for any period, Consolidated Net Income (or Loss) plus, (a) to the extent deducted in calculating Consolidated Net Income (or Loss) and without duplication, (i) the non-recurring, non-cash write-off of debt issuance expenses related to the refinancing of Indebtedness under the Existing Credit Agreement (including, without limitation, the repayment of the term loan B thereunder) and the 2003 Senior Subordinated Debt Refinancing in an aggregate amount not to exceed $10,000,000, (ii) non-recurring extraordinary charges related to the FCR Disposition in an aggregate amount not to exceed $5,000,000, (iii) transaction costs for acquisitions and development projects which are expensed rather than capitalized (as a result of applying FASB Rule 141 treatment to such transaction costs); (iv) non-cash losses in connection with asset sales, asset impairment charges and the abandonment of assets in an aggregate amount not to exceed $35,000,000 (calculated without giving effect to the aggregate amount of such non-cash losses incurred in connection with the MERC Transaction) from and after the Closing Date; (v) non-cash losses resulting from the sale or other Disposition of the assets or Equity Interests of MERC or the closure and discontinuation of the operations of MERC in an aggregate amount not to exceed $42,000,000 from and after the Closing Date; (vi) non-cash stock-based compensation expenses under the Borrowers' employee share-based compensation plans; (vii) non-cash charges in connection with the declaration or payment of PIK Dividends; (viii) all other non-cash charges reasonably acceptable to the Administrative Agent; (ix) cash charges in connection with the MERC Transaction in an aggregate amount not to exceed $3,000,000 from and after the Closing Date; (xi) the non-recurring, non-cash write-off of debt issuance expenses related to the refinancing of the Second Lien Notes in an aggregate amount not to exceed $6,000,000; (xi) cash premium payments in connection with the early redemption and refinancing of the Second Lien Notes in an aggregate amount of up to $11,000,000; and minus (b) to the extent included in the calculation of Consolidated Net Income (or Loss) and without duplication: (i) non-cash extraordinary gains on the sale of assets including non-cash gains on the sale of assets outside the ordinary course of business, and (ii) non-cash extraordinary gains resulting from the application of FAS 133."

(v) Amending the definition of "Consolidated EBITDA" by restating the first sentence thereof in its entirety as follows:

""Consolidated EBITDA" means, for any period, Consolidated Adjusted Net Income plus, to the extent that such charge was deducted in determining Consolidated Adjusted Net Income in the relevant period and without duplication,

(a) interest expense (including accretion expense, original issue discount and costs in connection with the early extinguishment of debt) for such period; (b) income taxes for such period; (c) amortization expense for such period; and (d) depreciation expense and depletion expense for such period; provided that in the event that MERC is accounted for as a discontinued operation in accordance with GAAP, EBITDA for the operating assets that are the subject of the MERC Transaction and attributable to the 12-month period prior to the date of the MERC Transaction shall be included in the calculation of Consolidated EBITDA solely for the purposes of calculating the financial covenants set forth in Sections 7.11(b) and 7.11(c) and determining the Applicable Rate, in each case as at the end of the first fiscal quarter during which the Borrowers consummate such MERC Transaction or in which MERC is required to be treated as a discontinued operation (and for the three subsequent measurement dates), but for all other purposes hereunder shall be excluded from Consolidated EBITDA."

(vi) Amending the definition of "Consolidated Total Funded Debt" by inserting the following language immediately after clause (a)(iv) thereof:

"and (v) (x) Equity Related Purchase Obligations in respect of Non-Qualified Preferred Stock (including, for avoidance of doubt, Grandfathered Non-Qualified Preferred Stock) and (y) commencing on the date that is twelve months prior to the maturity of such Equity Related Purchase Obligations (assuming for this purpose the demand or exercise, if applicable, by the requisite holder or holders on the earliest date provided therefor), Equity Related Purchase Obligations in respect of Qualified Preferred Stock,"

(vii) Amending the definition of "Consolidated Total Interest Expense" by restating clause (d) thereof in its entirety as follows: "(d) dividends (including PIK Dividends) on Preferred Stock (if any) paid by the Borrowers and, to the extent deducted in calculating Consolidated Net Income (or Loss), the costs and expenses incurred by the Borrowers in connection with the issuance of Preferred Stock, in each case that are required by GAAP to be treated as interest expense".

(viii) Amending and restating the definition of "Distribution" in its entirety as follows:

""Distribution" means the declaration or payment of any dividend or other distribution (whether in cash, securities or other property) on or in respect of any Equity Interest of any Person, other than Qualified PIK Dividends and dividends payable solely in shares of common stock of such Person; the purchase, redemption, defeasance, retirement or other acquisition, cancellation or termination of any Equity Interests of such Person, directly or indirectly through a Subsidiary of such Person or otherwise and whether in the form of increases in the liquidation value of such Equity Interests (excluding increases in the liquidation value of Qualified Preferred Stock pursuant to the accrual of dividends thereon in accordance with its terms) or otherwise (including the setting apart of assets for a sinking or other analogous fund to be used for such purpose); or the return of capital by any Person to its shareholders, partners or members (or the equivalent thereof) as such."

(ix) Amending and restating the definition of "Excluded Asset Disposition" in its entirety as follows:

""Excluded Asset Disposition" means (i) the sale of inventory by any Borrower or Non-Borrower Subsidiary (with such inventory to include solid waste, recycleables and other byproducts of the wastestream collected by the Borrowers and the Non-Borrower Subsidiaries), (ii) the licensing of intellectual property, (iii) the disposition or replacement of equipment of the Borrowers or the Non-Borrower Subsidiaries that has become worn out, obsolete or damaged or otherwise unsuitable for use in connection with the business of the Borrowers and the Non-Borrower Subsidiaries, (iv) Permitted Investments, (v) Permitted Liens, (vi) solely in connection with Equipment Financing Indebtedness permitted under Section 7.03(e), assignments to lessors or other counterparties under contracts evidencing such Equipment Financing Indebtedness of rights to alterations to the applicable leased equipment to the extent such alteration is deemed to be part of the leased property by the express terms of such contract and such alteration is required by applicable law or a governmental body or (vii) solely in connection with Equipment Financing Indebtedness permitted under Section 7.03(e), the sale, immediately upon (and in connection with) the purchase thereof by the Borrowers, to the third party lessor under a equipment lease, of the equipment that is the subject of the applicable permitted Equipment Financing Indebtedness, and, in each case (other than the foregoing clauses (iv) and (v)) in the ordinary course of business consistent with past practices."

(x) Amending the definition of "Indebtedness" by (A) restating clause (h) thereof in its entirety as follows: "(h) every Equity Related Purchase Obligation of such Person," and (B) restating clause (y) of the last paragraph thereof as follows: "any Equity Related Purchase Obligation shall be (i) in the case of any obligation to purchase, redeem, retire or otherwise acquire for value, the maximum fixed redemption or purchase price thereof that is payable upon a mandatory redemption or purchase of such equity, or a redemption or purchase of such equity at the option of the holder or holders, inclusive of any accrued and unpaid dividends to be comprised in such redemption or purchase price, and (ii) in the case of any other payment obligation, the stated or determinable amount thereof or, if not stated or determinable, the maximum reasonably anticipated liability in respect thereof (assuming such Person is required to perform thereunder) as determined by such Person in good faith based upon the principles set forth in this paragraph".

(xi) Amending and restating clause (b) contained in the definition of "Restricted Payment" in its entirety as follows:

"(b) payment by any Borrower or Non-Borrower Subsidiaries to (i) such Borrower's or such Non-Borrower Subsidiary's shareholders (or other equity holders), or (ii) any Affiliate of such Borrower or such Non-Borrower Subsidiary or any Affiliate of such Borrower's or such Non-Borrower Subsidiary's shareholders (or other equity holders), in each case of this clause (b), other than to another Borrower and other than Qualified PIK Dividends and dividends payable solely in shares of common stock".

3. Amendment to Section 2.07 (Repayment of Loans) of the Credit Agreement. Section 2.07(a) of the Credit Agreement is amended to read in its entirety as follows:

"(a) Committed Loans. The Borrowers shall repay to the Revolving Lenders on the Maturity Date the aggregate principal amount of all Committed Loans outstanding on such date; provided, that if the Borrowers fail to consummate the Additional Debt Raise and refinance the Second Lien Notes in full (including principal, interest, premium and other amounts due thereunder and the fees, costs and expenses of such Additional Debt Raise) on or before March 1, 2014 (using, at the Borrower's election, proceeds of (i) the Additional Debt Raise, (ii) any Additional Equity Raise, (iii) the proceeds of any other Equity Issuance, (iv) subject to Section 5.04, Loans under this Agreement (including, without limitation, under Section 2.14 hereof) and/or (v) other Indebtedness having a maturity date occurring at least 91 days after the Maturity Date and permitted under Section 7.03(j) or (k)), the Maturity Date shall automatically be deemed to be March 31, 2014 and all amounts outstanding under the Committed Loans, plus accrued and unpaid interest thereon, and all (if any) other amounts payable in connection therewith and with the Aggregate Commitments, shall be due and payable in full on March 31, 2014.

4. Amendment to Section 2.14 (Accordion Advances) of the Credit Agreement. Section 2.14(a) of the Credit Agreement is hereby amended by amending the two provisos contained therein to read in their entirety as follows:

"provided that the aggregate amounts so requested under clauses (i) and (ii) above after the date hereof (excluding any such amounts to the extent used to prepay term loans or replace Revolving Commitments) shall not exceed $182,500,000 (or in the event that the Parent fails to consummate an Additional Equity Raise, $200,000,000 solely in connection with the exercise of an Accordion Advance in the form of a new term loan B the proceeds of which are used to refinance the Second Lien Notes (including related premium, fees costs and expenses) in accordance with Section 2.07(a)); and provided, further, that, after giving effect to any such Accordion Advance, the sum of the Total Facility Amount shall not at any time exceed $410,000,000 (or, as applicable pursuant to the foregoing proviso, $427,500,000) in the aggregate (minus any and all permanent reductions of the Aggregate Commitments previously voluntarily effected by the Borrowers pursuant to Section 2.06 or prepayments of any term loan advanced hereunder from time to time and then outstanding (other than in connection with a replacement term loan or a replacement revolving credit facility under this Section 2.14))"

5. Amendment to Section 2.14 (Accordion Advances) of the Credit Agreement. Section 2.14(a) of the Credit Agreement is hereby further amended by deleting the last paragraph thereof and replacing it with the following:

> "Any Accordion Advance will be subject to pricing (including original issue discount), interest, fees, and (if a term loan) amortization and optional and mandatory prepayment based on the then-current market for borrowers with similar credit profiles and ratings as mutually agreed to by the Borrowers, the Administrative Agent and the Lenders providing commitments for such Accordion Advance, as set forth in any applicable Conforming Amendment (defined below)."

6. Amendment to Section 2.14 (Accordion Advances) of the Credit Agreement. Section 2.14(f) of the Credit Agreement is hereby amended by adding the following at the end thereof:

> "Further, for the avoidance of doubt, provisions relating to optional prepayment, mandatory prepayment, amortization (provided, that the final maturity of any term loans is not earlier than the Maturity Date) and pricing (including original issue discount) shall not be deemed to be new or amended covenants or events of default and accordingly, may be included in a Conforming Amendment as mutually agreed to by the Borrowers, the Administrative Agent and the Lenders providing commitments for such term loans, and the applicable Conforming Amendment may give effect to such terms without the consent of the Required Lenders."

7. Amendment to Section 5.04 (Use of Proceeds) of the Credit Agreement. The first sentence of Section 5.04 of the Credit Agreement is hereby amended to read in its entirety as follows:

> "The proceeds of the Loans shall be used (a) to refinance the existing Indebtedness of the Borrowers under the Existing Credit Agreement, and (b) for working capital, Permitted Acquisitions and other general corporate purposes (including Sub Debt Repayments (to the extent permitted under Sections 7.14 and 7.16), Second Lien Repayments (subject to the following sentence) or payments of the Obligations). For the avoidance of doubt, in no event shall the Borrower request or use any Committed Loans to effect any Second Lien Repayments unless and until the Parent has consummated an Additional Equity Raise."

8. Amendment to Section 6.15 (Notice of Default or Material Adverse Effect) of the Credit Agreement. Section 6.15 of the Credit Agreement is hereby amended by restating clause (c) in the first sentence thereof in its entirety as follows: "(c) any event which would give rise to an obligation of the Borrowers to prepay, redeem or repurchase any of the Second Lien Notes, the Senior Subordinated Debt or any Preferred Stock."

9. Amendment to Section 7.02 (Investments) of the Credit Agreement. Section 7.02 of the Credit Agreement is hereby amended by restating clause (i) thereof in its entirety as follows: “(i) Investments in the form of (x) Permitted Acquisitions permitted pursuant to Section 7.04(a), (y) Indebtedness permitted under Section 7.03 when incurred and solely to the extent that such Indebtedness continues to be permitted under Section 7.03 and (z) Excluded Asset Dispositions and other Dispositions permitted under Section 7.04(b)”.

10. **Amendment to Section 7.02 (Investments) of the Credit Agreement**. Section 7.02 of the Credit Agreement is hereby amended by restating clause (y) in the first proviso of clause (j) thereof in its entirety as follows: “(y) to the extent that the Borrowers have received dividends or distributions in cash from any Excluded Subsidiary or Foreign Subsidiary in connection with any such Investment or have received Net Cash Proceeds in connection with the Disposition of any such Investment, the amount of such cash or Net Cash Proceeds shall, without duplication, reduce the amount of the outstanding Investments under this clause (y) by an amount not to exceed the original amount of such Investment”.

11. **Amendment to Section 7.02 (Investments) of the Credit Agreement**. Section 7.02 of the Credit Agreement is hereby amended by inserting at the end of clause (j) thereof the following new parenthetical:

> “(it being agreed, however, for purposes of this clause (j), that if, as of the date any Investment is made in an Excluded Subsidiary or Foreign Subsidiary (or, if earlier, the date of any commitment to make such Investment), the ratio of (a) Consolidated Total Funded Debt as of such date to (b) Consolidated EBITDA for the four consecutive fiscal quarters ended immediately prior to such date, in each case on a pro forma basis both before and after giving effect to such Investment, is less than 3.75 to 1.00, then the Investment Basket shall be deemed to be $60,000,000, provided, however, that if, after such date, such ratio is equal to or exceeds 3.75 to 1.00, then the Investment Basket shall revert to $50,000,000, it being acknowledged, however, that the Borrowers shall not be in breach of this provision due to any Investment that was made, or is the subject of a legally binding commitment made, under such higher basket)”

12. **Amendment to Section 7.03 (Indebtedness) of the Credit Agreement**. Section 7.03 of the Credit Agreement is hereby amended by replacing the reference to “Schedule 7.03” in clause (e) thereof with a reference to “part B of Schedule 7.03”. Schedule 7.03B to the Credit Agreement, in the form delivered on the Closing Date, is attached hereto as Annex 1.

13. **Amendment to Section 7.03 (Indebtedness) of the Credit Agreement**. Section 7.03 of the Credit Agreement is hereby further amended by restating clauses (n) and (o) thereof in their entirety as follows:

> “(n) Equity Related Purchase Obligations of the Parent in respect of Qualified Preferred Stock or Grandfathered Non-Qualified Preferred Stock;

> “(o) Indebtedness with respect to IRBs; provided, that IRBs are only permitted under this clause (o) to the extent that the Borrower is the recipient, directly or indirectly, of the proceeds of such IRB and owns or operates the project financed thereby (provided, however, that Indebtedness in an aggregate principal amount

not to exceed $3,600,000 with respect to the 2005 Fame Bonds may, to the extent (and for so long as) permitted by the applicable bond indenture, remain outstanding after the MERC Transaction notwithstanding the fact that none of the Borrowers will own or operate MERC); and provided, further, that, other than with respect to L/C Supported IRBs, such Indebtedness (including, without limitation, Indebtedness of such type listed on Schedule 7.03) shall not exceed $75,000,000 at any time outstanding;".

14. Amendment to Section 7.03 (Indebtedness) of the Credit Agreement. Section 7.03 of the Credit Agreement is hereby further amended by restating clause (q) thereof in its entirety as follows:

> "(q) Guarantees of or similar arrangements with respect to Indebtedness of the Excluded Subsidiaries and Foreign Subsidiaries in an amount not to exceed $50,000,000 in the aggregate outstanding at any time (less, but without duplication, the aggregate amount of all outstanding Investments in Excluded Subsidiaries and Foreign Subsidiaries in accordance with Section 7.02(j)), it being agreed, however, for purposes of this clause (q), that if, as of the date any Guarantee or similar arrangement is made in an Excluded Subsidiary or Foreign Subsidiary (or, if earlier, the date of any commitment to make such Guarantee or similar arrangement), the ratio of (a) Consolidated Total Funded Debt as of such date to (b) Consolidated EBITDA for the four consecutive fiscal quarters ended immediately prior to such date, in each case on a pro forma basis both before and after giving effect to such Guarantee or similar arrangement, is less than 3.75 to 1.00, then the $50,000,000 basket referred to above shall be deemed to be $60,000,000, provided, however, that if, after such date, such ratio is equal to or exceeds 3.75 to 1.00, then such basket shall revert to $50,000,000 (it being acknowledged, however, that the Borrowers shall not be in breach of this provision due to any Guarantee or similar arrangement that was made, or is the subject of a legally binding commitment made, under such higher basket)".

15. Amendment to Section 7.04(a) (Mergers and Acquisitions) of the Credit Agreement. Clause (ix) of Section 7.04(a) of the Credit Agreement is hereby amended in its entirety as follows:

> "(ix) total consideration to be paid by any one or more Borrowers in connection with any acquisition or series of related acquisitions (including cash, deferred payments, contingent or otherwise, and the aggregate amount of all Indebtedness assumed or, in the case of any acquisition of Equity Interests, including all Indebtedness of the target company) shall not exceed $20,000,000 without the consent of the Administrative Agent and the Required Lenders, provided that if, as of the date of any such acquisition, the ratio of (a) Consolidated Total Funded Debt as of such date (after giving pro forma effect to such acquisition and all Indebtedness assumed or incurred in connection therewith) to (b) Consolidated EBITDA for the four consecutive fiscal quarters ended immediately prior to such date is less than 3.75 to 1.00, then the $20,000,000 threshold referred to above shall be deemed to be a reference to $25,000,000 for purposes of such acquisition.

16. Amendment to Section 7.04(b) (Disposition of Assets) of the Credit Agreement. Section 7.04(b) of the Credit Agreement is hereby amended by restating the last sentence thereof in its entirety as follows: "Following the consummation of any Disposition permitted under this Agreement, the Borrowers shall not Guarantee the Indebtedness of, or otherwise maintain any Investment in, the Persons or assets sold in connection therewith except as expressly permitted in (x) Sections 7.02(c) and 7.03(r) as to the FCR Disposition, (y) Section 7.03(o) as to Indebtedness with respect to certain IRBs which may remain outstanding after the MERC Transaction, and (z) Sections 7.02(n), 7.02(j), 7.03(q) and 7.03(s)."

17. Amendment to Section 7.06 (Restricted Payments) of the Credit Agreement. Section 7.06 of the Credit Agreement is hereby amended by restating the last sentence thereof in its entirety as follows: "In addition the Borrowers shall not prepay, redeem, convert, retire, repurchase or otherwise acquire shares of any class of Equity Interests of the Borrowers or Non-Borrower Subsidiaries without the prior written consent of the Administrative Agent and the Required Lenders; provided, however, that Preferred Stock of the Parent may be converted in accordance with its terms into other classes of Qualified Preferred Stock and into common stock of the Parent without such consent."

18. Amendments to Section 7.11 of the Credit Agreement. Section 7.11 of the Credit Agreement is hereby amended by deleting such Section in its entirety and substituting in lieu thereof the following:

"7.11 Financial Covenants. For the avoidance of doubt, notwithstanding anything to the contrary in the Agreement, it is understood that the following financial covenants shall be calculated exclusive of the assets, liabilities (except for liabilities of the Excluded Subsidiaries that are recourse to the Borrowers), net worth and operations of the Excluded Subsidiaries.

(a) Minimum Interest Coverage Ratio.

(1) As at the end of any fiscal quarter ending before the date on which the Borrowers have consummated the Additional Equity Raise, the Borrowers shall not permit the ratio of (a) Consolidated EBITDA for the period of four (4) consecutive fiscal quarters then ending to (b) Consolidated Total Interest Expense for such period to be less than the ratio set forth below opposite such fiscal quarter:

Four Fiscal Quarters Ending	Minimum Interest Coverage Ratio
April 30, 2012 through July 31, 2012	2.15:1.00
October 31, 2012 through January 31, 2013	2.25:1.00
April 30, 2013 and thereafter	2.50:1.00

(2) As at the end of any fiscal quarter ending on or after the date on which the Borrowers have consummated the Additional Equity Raise, the Borrowers shall not

permit the ratio of (a) Consolidated EBITDA for the period of four (4) consecutive fiscal quarters then ending to (b) Consolidated Total Interest Expense for such period to be less than the ratio set forth below opposite such fiscal quarter:

Four Fiscal Quarters Ending	Minimum Interest Coverage Ratio
April 30, 2012 through July 31, 2012	2.15:1.00
October 31, 2012	2.25:1.00
January 31, 2013	2.35:1.00
April 30, 2013 and thereafter	2.50:1.00

(b) Maximum Consolidated Total Funded Debt to Consolidated EBITDA.

(1) As at the end of any fiscal quarter ending before the date on which the Borrowers have consummated the Additional Equity Raise, the Borrowers shall not permit the ratio of (a) Consolidated Total Funded Debt as of such date to (b) Consolidated EBITDA for the period of four (4) consecutive fiscal quarters then ending to exceed the ratio set forth below opposite such fiscal quarter, as such ratio is lowered in accordance with the following sentence. In the event that the Borrowers receive gross cash proceeds as a result of one or more Equity Issuances in an aggregate amount less than the amount that would constitute an Additional Equity Raise, and (i) the Borrowers have consummated the Target Acquisition on or before the last day of the applicable fiscal quarter, the maximum ratios set forth in the table below shall be 0.25 lower (based on the table as in effect on the First Amendment Date) for each $25,000,000 of gross cash proceeds received from Equity Issuances on or before the last day of the applicable fiscal quarter in excess of the first $25,000,000 so received or (ii) the Borrowers have not consummated the Target Acquisition on or before the last day of the applicable fiscal quarter, the maximum ratios set forth in the table below shall be 0.25 lower for each $25,000,000 of gross cash proceeds received from Equity Issuances on or before the last day of the applicable fiscal quarter; provided that in no event shall any ratio for any quarter be lowered below the ratio that would be required under subparagraph (2) immediately below in this clause (b) for the same quarter assuming the Additional Equity Raise had been consummated.

Four Fiscal Quarters Ending	Maximum Consolidated Total Funded Debt to Consolidated EBITDA
April 30, 2012 through January 31, 2014	5:25:1.00
April 30, 2014 through January 31, 2015	5.00:1.00
April 30, 2015 through January 31, 2016	4.75:1.00

Four Fiscal Quarters Ending	Maximum Consolidated Total Funded Debt to Consolidated EBITDA
April 30, 2016 and thereafter	4.50:1.00

(2) As at the end of any fiscal quarter ending on or after the date on which the Borrowers have consummated the Additional Equity Raise, the Borrowers shall not permit the ratio of (a) Consolidated Total Funded Debt as of such date to (b) Consolidated EBITDA for the period of four (4) consecutive fiscal quarters then ending to exceed the ratio set forth below opposite such fiscal quarter:

Four Fiscal Quarters Ending	Maximum Consolidated Total Funded Debt to Consolidated EBITDA
April 30, 2012	5.25:1.00
July 31, 2012 through January 31, 2013	4.50:1.00
April 30, 2013 through January 31, 2014	4.25:1.00
April 30, 2014 and thereafter	4.00:1.00

Notwithstanding the foregoing, solely for the purposes of calculating Consolidated Total Funded Debt to Consolidated EBITDA pursuant to this Section 7.11(b), Excluded Interim Sub Debt shall not be included in Consolidated Total Funded Debt during any period in which (and for so long as) such Excluded Interim Sub Debt is properly designated as such under and in accordance with Section 7.03(k).

(c) Maximum Consolidated Senior Funded Debt to Consolidated EBITDA.

(1) As at the end of any fiscal quarter ending before the date on which the Borrowers have consummated the Additional Equity Raise, the Borrowers shall not permit the ratio of (a) Consolidated Senior Funded Debt as of such date to (b) Consolidated EBITDA for the period of four (4) consecutive fiscal quarters then ending to exceed the ratio set forth below opposite such fiscal quarter, as such ratio is lowered in accordance with the following sentence. In the event that the Borrowers receive gross cash proceeds as a result of one or more Equity Issuances in an aggregate amount less than the amount that would constitute an Additional Equity Raise, and (i) the Borrowers have consummated the Target Acquisition on or before the last day of the applicable fiscal quarter, the maximum ratios set forth in the table below shall be 0.25 lower (based on the table as in effect on the First Amendment Date) for each $25,000,000 of gross cash proceeds received from Equity Issuances on or before the last day of the applicable fiscal

quarter in excess of the first $25,000,000 so received or (ii) the Borrowers have not consummated the Target Acquisition on or before the last day of any applicable fiscal quarter, the maximum ratios set forth in the table below shall be 0.25 lower for each $25,000,000 of gross cash proceeds received from Equity Issuances on or before the last day of the applicable fiscal quarter; provided that in no event shall any ratio for any quarter be lowered below the ratio that would be required under subparagraph (2) immediately below in this clause (c) for the same quarter assuming the Additional Equity Raise had been consummated.

Four Fiscal Quarters Ending	Maximum Consolidated Senior Funded Debt to Consolidated EBITDA
April 30, 2012 through January 31, 2014	3.25:1.00
April 30, 2014 through January 31, 2016	3.00:1.00
April 30, 2016 and thereafter	2.75:1.00

(2) As at the end of any fiscal quarter ending on or after the date on which the Borrowers have consummated the Additional Equity Raise, the Borrowers shall not permit the ratio of (a) Consolidated Senior Funded Debt as of such date to (b) Consolidated EBITDA for the period of four (4) consecutive fiscal quarters then ending to exceed the ratio set forth below opposite such fiscal quarter:

Four Fiscal Quarters Ending	Maximum Consolidated Senior Funded Debt to Consolidated EBITDA
April 30, 2012	3.25:1.00
July 31, 2012 through January 31, 2014	3.00:1.00
April 30, 2014 and thereafter	2.75:1.00

(d) Maximum Capital Expenditures. During any fiscal year and tested at the end of each fiscal year, the Borrowers and Non-Borrower Subsidiaries shall not make any Capital Expenditure (or become legally obligated to make such expenditures during such fiscal year) other than Capital Expenditures for properties and assets used in the operation of the Borrowers' or Non-Borrowers' business not exceeding 1.5 times the sum of the Borrowers' and the Non-Borrower Subsidiaries' consolidated depreciation expenses, depletion expenses and landfill amortization expenses in such fiscal year."

19. Amendment to Section 7.14 (Actions Otherwise Prohibited By Subordinated Debt or Second Lien Notes) of the Credit Agreement. Section 7.14 of the Credit Agreement is hereby amended and restated in its entirety as follows:

"**7.14 Actions Otherwise Prohibited By Subordinated Debt, Second Lien Notes or Preferred Stock**. Notwithstanding anything contained in this Article VII that permits the Borrowers or any of their Subsidiaries to enter into transactions or take certain actions, the Borrowers shall not enter into such transactions or take such actions if otherwise prohibited from so doing by the terms of (x) the Senior Subordinated Debt or the Second Lien Notes, after giving effect to any effective and irrevocable written amendment to or waiver of the terms thereof, a copy of which has been furnished to the Administrative Agent and which is in form satisfactory to the Administrative Agent or (y) any Preferred Stock outstanding from time to time, after giving effect to any effective written amendment to or waiver of the terms thereof, a copy of which has been furnished to the Administrative Agent."

20. Amendment to Section 7.17 (Upstream Limitations) of the Credit Agreement. Section 7.17 of the Credit Agreement is hereby amended and restated in its entirety as follows:

"**7.17 Upstream Limitations**. None of the Borrowers shall enter into any agreement, contract or arrangement (excluding this Agreement, the other Loan Documents, the Senior Subordinated Debt Documents and the Second Lien Notes Documents) restricting the ability of (i) the Borrowers to amend or modify this Agreement or any other Loan Document, or (ii) any Borrower to pay or make dividends or distributions in cash or kind to any Borrower or to make loans, advances or other payments of whatsoever nature to any Borrower or to make transfers or distributions of all or any part of such Borrower's assets to a Borrower; in each case other than (x) subject to the limitations in Section 7.01(a) and (f), restrictions on specific assets which assets are the subject of Equipment Financing Indebtedness to the extent permitted under Section 7.03(c) or (e), and (y) customary anti-assignment provisions contained in leases and licensing agreements entered into by such Borrower in the ordinary course of its business."

21. Amendment to Article VII (Negative Covenants) of the Credit Agreement. Article VII of the Credit Agreement is hereby amended by appending to the end thereof the following new Section 7.19:

"**7.19 Preferred Stock**. None of the Borrowers (i) shall authorize or designate any new class of Preferred Stock or (ii) shall, directly or indirectly (whether by merger, consolidation, share exchange or otherwise), amend, supplement or otherwise modify the terms of any Preferred Stock, in each case unless the Administrative Agent shall have been provided reasonable prior written notice thereof (including copies of the Organizational Documents and other documents evidencing the terms thereof). None of the Borrowers, shall, in any event, make any amendment, supplement or modification to the Preferred Stock that would cause a Qualified Preferred Stock to become a Non-Qualified Preferred Stock. In no event may the Parent issue any Preferred Stock at any time when a Default or Event of Default exists or could reasonably be expected to result therefrom or that would be prohibited by the terms of the Second Lien Notes or any Subordinated Debt (after giving effect to any effective and irrevocable written amendment to or waiver of the terms thereof, a copy of which has been furnished to the Administrative Agent and which is in form satisfactory to the Administrative Agent)."

22. Amendment to Section 8.01 (Events of Default) of the Credit Agreement. Section 8.01 of the Credit Agreement is hereby amended by restating clause (n) thereof in its entirety as follows: "(n) if any event or condition occurs that enables or permits (with all applicable grace periods having expired) (i) any holder or the holders of the Second Lien Notes or any trustee or agent on their behalf to cause the Second Lien Notes to become due, or to require the prepayment, repurchase, redemption or defeasance thereof, prior to their scheduled maturity date or (ii) any holder or the holders of any Preferred Stock of the Borrowers to cause any liquidating payment or distribution on such Preferred Stock to become due in cash, securities or other property of any Borrower other than Equity Interests of Parent, or to require the prepayment, redemption or repurchase thereof, in whole or in part, in cash, securities or other property of any Borrower other than Equity Interests of Parent prior to its scheduled maturity date, if any".

23. Amendment to Section 9.10 (Collateral Matters) of the Credit Agreement. Section 9.10 of the Credit Agreement is hereby amended by restating clause (a)(ii) thereof in its entirety as follows: "(ii) that is sold or to be sold as part of or in connection with any sale (other than to a Borrower) permitted hereunder or under any other Loan Document or that is transferred or to be transferred as part of or in connection with any Investment (other than an Investment in a Borrower) permitted hereunder or upon any Borrower being released from its Obligations hereunder".

24. Amendment to Form of Compliance Certificate. Exhibit D to the Credit Agreement (Form of Compliance Certificate) is hereby amended and restated in its entirety by the Exhibit D attached hereto as Annex 2.

25. Consent to the Target Acquisition. As more particularly described in the Transaction Summary, the Borrower intends to consummate the Target Acquisition for aggregate total consideration not to exceed $25,100,000, with $22,600,000 anticipated to be paid in cash at closing and $2,500,000 of contingent holdbacks under the Asset Purchase Agreement entered into in connection therewith. In reference to Section 7.04(a)(ix) of the Credit Agreement, the Borrowers hereby request the written consent of the Administrative Agent and the Lenders to the Target Acquisition, and each of the Administrative Agent and the Lenders party hereto hereby consents to the Target Acquisition on the terms, in all material respects, and for the aggregate consideration, described in the Transaction Summary, subject to the satisfaction of the conditions set forth in Annex 3 hereto, including that no Default or Event of Default has occurred and is continuing or would result from the consummation of the Target Acquisition.

26. Consent to EBITDA Credits in connection with the Target Acquisition. The Borrowers hereby request the written consent of the Administrative Agent to a pro forma credit to "Consolidated EBITDA" of $3,800,000 (the "EBITDA Credit") relating to the earnings of the Target for the twelve months preceding the Target Acquisition, in each case for purposes of the financial covenant calculations under Section 7.11 of the Credit Agreement (other than for purposes of the covenant set forth in Section 7.11(a)), all as more particularly set forth in the definition of Consolidated EBITDA. Based on the information contained in the Transaction Summary and the Borrowers' representations and warranties made hereby that the EBITDA Credit and all corresponding calculations are in conformity with the Credit Agreement, and subject to the conditions set forth on Annex 3 having been met, the Administrative Agent hereby approves the EBITDA Credit.

27. **No Waiver**. Nothing contained herein shall be deemed to (i) constitute a waiver of any Default or Event of Default that may heretofore or hereafter occur or have occurred and be continuing or to otherwise modify any provision of the Credit Agreement or any other Loan Document, or (ii) give raise to any defenses or counterclaims to the Administrative Agent's or any of the Lenders' right to compel payment of the Obligations when due or to otherwise enforce their respective rights and remedies under the Credit Agreement and the other Loan Documents.

28. **Amendment Fee**. The Borrowers hereby jointly and severally promise to pay to each existing Lender which consents to this First Amendment, in consideration of each such Lender entering into this First Amendment, a fee in an amount equal to 25 basis points of such Lender's Revolving Commitment as of the date hereof (the "Amendment Fees"). The Amendment Fees shall be fully-earned as of the date hereof and shall be non-refundable.

29. **Conditions to Effectiveness**. This First Amendment (other than Paragraphs 25 and 26 hereof) shall become effective as of the date when each of the following conditions is satisfied (with Paragraphs 25 and 26 hereof becoming effective upon the satisfaction of the additional conditions set forth on Annex 3 hereto relating to the Target Acquisition):

(a) The Administrative Agent's receipt of the following, each of which shall be originals or telecopies (followed promptly by originals) unless otherwise specified, each dated as of the date hereof and each in form and substance satisfactory to the Administrative Agent unless otherwise specified:

(i) counterparts of this First Amendment, properly executed by a Responsible Officer of each of the Borrowers, and sufficient in number for distribution to each party hereto;

(ii) such certificates of resolutions or other action, incumbency certificates and/or other certificates of Responsible Officers of each Borrower as the Administrative Agent may reasonably require evidencing the identity, authority and capacity of each Responsible Officer thereof authorized to act as a Responsible Officer in connection with this First Amendment;

(iii) a favorable opinion of Wilmer, Cutler, Pickering, Hale and Dorr, LLP, counsel to the Parent and the other Borrowers organized in New York, Delaware, Virginia and Massachusetts, addressed to the Administrative Agent and the Lenders, in form and substance satisfactory to the Administrative Agent;

(iv) a certificate signed by a Responsible Officer of each Borrower certifying (A) that the conditions specified in this Paragraph 29 and Section 4.02(a) and (b) of the Credit Agreement have been satisfied and (B) that there has been no event or condition since the date of the audited financial statements of the Parent and its Subsidiaries for the fiscal year ended April 30, 2011, that has had or could be reasonably expected to have, either individually or in the aggregate, a Material Adverse Effect; and

(v) such other assurances, certificates, documents, consents or opinions as the Administrative Agent reasonably may require.

(b) The Borrowers shall have paid to the Administrative Agent, for the accounts of the applicable Lenders, the Amendment Fee.

(c) The Borrowers shall have paid all fees, charges and disbursements of counsel (including any local counsel) to the Administrative Agent (directly to such counsel if requested by the Administrative Agent) to the extent invoiced prior to or on the date hereof.

30. Representations and Warranties. The Borrowers represent and warrant to the Administrative Agent and the Lenders as follows:

(a) The execution, delivery and performance of this First Amendment and the transactions contemplated hereby (i) are within the corporate (or the equivalent company or partnership) authority of each of the Borrowers, (ii) have been duly authorized by all necessary corporate (or other) proceedings, (iii) do not conflict with or result in any material breach or contravention of any provision of law, statute, rule or regulation to which any of the Borrowers is subject or any judgment, order, writ, injunction, license or permit applicable to any of the Borrowers so as to materially adversely affect the assets, business or any activity of the Borrowers, and (iv) do not conflict with any provision of the corporate charter, articles or bylaws (or equivalent other company or partnership documents) of the Borrowers or any agreement or other instrument binding upon the Borrowers, including, without limitation, the Senior Subordinated Notes Indenture, the Second Lien Notes Indenture and the Indenture governing the 2005 Fame Bonds.

(b) The execution, delivery and performance of this First Amendment will result in valid and legally binding obligations of the Borrowers enforceable against each in accordance with the respective terms and provisions hereof and thereof, except as enforceability is limited by bankruptcy, insolvency, reorganization, moratorium or other Applicable Laws relating to or affecting generally the enforcement of creditors' rights and except to the extent that availability of the remedy of specific performance or injunctive relief or other equitable remedy is subject to the discretion of the court before which any proceeding therefor may be brought.

(c) The execution, delivery and performance by the Borrowers of this First Amendment and the transactions contemplated hereby do not require any approval or consent of, or filing with, any governmental agency or authority other than those already obtained (copies of which have been delivered to the Administrative Agent), if any.

(d) The representations and warranties contained in Article V of the Credit Agreement are true and correct in all material respects as of the date hereof as though made on and as of the date hereof, except to the extent that such representations and warranties specifically refer to an earlier date, in which case they shall be true and correct as of such earlier date and except to the extent of changes resulting from transactions contemplated or permitted by this Agreement (as amended by the First Amendment) and changes occurring in the ordinary course of business which singly or in the aggregate do not have a Material Adverse Effect. For purposes of this Paragraph 30(d), the representations and warranties contained in Section 5.05(a) of the Credit Agreement shall be deemed to refer to the most recent statements furnished pursuant to Section 6.04(a) of the Credit Agreement.

(e) Both before and after giving effect to this First Amendment, no Default or Event of Default under the Credit Agreement has occurred and is continuing.

31. Ratification, etc. Except as expressly amended hereby, the Credit Agreement, the other Loan Documents and all documents, instruments and agreements related thereto are hereby ratified and confirmed in all respects and shall continue in full force and effect. This First Amendment and the Credit Agreement shall hereafter be read and construed together as a single document, and all references in the Credit Agreement, any other Loan Document or any agreement or instrument related to the Credit Agreement shall hereafter refer to the Credit Agreement as amended by this First Amendment.

32. GOVERNING LAW. THIS FIRST AMENDMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK.

33. Counterparts. This First Amendment may be executed in any number of counterparts and by different parties hereto on separate counterparts, each of which when so executed and delivered shall be an original, but all of which counterparts taken together shall be deemed to constitute one and the same instrument. Delivery of an executed counterpart of a signature page of this First Amendment by telecopy shall be as effective as delivery of an original executed counterpart of this First Amendment.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, each of the undersigned has duly executed this First Amendment to Amended and Restated Credit Agreement and Consent as a sealed instrument as of the date first set forth above.

BORROWERS:

CASELLA WASTE SYSTEMS, INC.

By: /S/ Edwin Johnson
Name: Edwin Johnson
Title: Chief Financial Officer and Treasurer

ALL CYCLE WASTE, INC.
ATLANTIC COAST FIBERS, INC.
B. AND C. SANITATION CORPORATION
BRISTOL WASTE MANAGEMENT, INC.
C.V. LANDFILL, INC.
CASELLA ALBANY RENEWABLES, LLC
CASELLA MAJOR ACCOUNT SERVICES, LLC
CASELLA RECYCLING, LLC
CASELLA RENEWABLE SYSTEMS, LLC
CASELLA TRANSPORTATION, INC.
CASELLA WASTE MANAGEMENT OF MASSACHUSETTS, INC.
CASELLA WASTE MANAGEMENT OF N.Y., INC.
CASELLA WASTE MANAGEMENT OF PENNSYLVANIA, INC.
CASELLA WASTE MANAGEMENT, INC.
CASELLA WASTE SERVICES OF ONTARIO LLC
CHEMUNG LANDFILL LLC
COLEBROOK LANDFILL LLC
CWM ALL WASTE LLC
FOREST ACQUISITIONS, INC.
GRASSLANDS INC.
GROUNDCO LLC
HAKES C&D DISPOSAL, INC.
HARDWICK LANDFILL, INC.
HIRAM HOLLOW REGENERATION CORP.
KTI BIO FUELS, INC.
KTI ENVIRONMENTAL GROUP, INC.

By: /S/ Edwin Johnson
Name: Edwin Johnson
Title: Vice President and Treasurer

KTI NEW JERSEY FIBERS, INC.
KTI OPERATIONS, INC.
KTI SPECIALTY WASTE SERVICES, INC.
KTI, INC.
MAINE ENERGY RECOVERY COMPANY, LIMITED PARTNERSHIP
NEW ENGLAND WASTE SERVICES OF MASSACHUSETTS, INC.
NEW ENGLAND WASTE SERVICES OF ME, INC.
NEW ENGLAND WASTE SERVICES OF N.Y., INC.
NEW ENGLAND WASTE SERVICES OF VERMONT, INC.
NEW ENGLAND WASTE SERVICES, INC.
NEWBURY WASTE MANAGEMENT, INC.
NEWSME LANDFILL OPERATIONS LLC
NEWS OF WORCESTER LLC
NORTH COUNTRY ENVIRONMENTAL SERVICES, INC.
NORTHERN PROPERTIES CORPORATION OF PLATTSBURGH
PINE TREE WASTE, INC.
RESOURCE WASTE SYSTEMS, INC.
SCHULTZ LANDFILL, INC.
SOUTHBRIDGE RECYCLING & DISPOSAL PARK, INC.
SUNDERLAND WASTE MANAGEMENT, INC.
THE HYLAND FACILITY ASSOCIATES
U.S. FIBER, LLC
WASTE-STREAM INC.
WINTERS BROTHERS, INC.

By: /S/ Edwin Johnson
Name: Edwin Johnson
Title: Vice President and Treasurer

BANK OF AMERICA, N.A.,
as Administrative Agent

By: /S/ Maria F. Maia
Name: Maria F. Maia
Title: Managing Director

Bank of America, N.A., as a Revolving Lender, L/C Issuer and Swing Line Lender

By: /S/ Maria F. Maia
Name: Maria F. Maia
Title: Managing Director

COMERICA BANK,
As a Revolving Lender

By: /S/ Tony G. Rice
Name: Tony G. Rice
Title: Vice President

Credit Agricole Corporate & Investment Bank,
As a Lender

By: /S/ Michael Madnick
Name: Michael Madnick
Title: Managing Director

By: /S/ Yuri Muzichenko
Name: Yuri Muzichenko
Title: Director

JP Morgan Chase Bank, N.A.
As a Lender

By: /S/ Sonia E. Young
Name: Sonia E. Young
Title: Underwriter I

TD Bank, N. A.
As a Lender

By: /S/ E. Kirke Harte
Name: E. Kirke Hart
Title: Senior Vice President

KEYBANK NATIONAL ASSOCIATION,
As a Lender

By: /S/ Frank J. Jancar
Name: Frank J. Jancar
Title: Vice President

Union Bank N.A.
As a Lender

By: /S/ Peter Thompson
Name: Peter Thompson
Title: Vice President

ANNEX 1

(Schedule 7.03B)

[See Attached]

Annex 1

Casella Waste Systems, Inc.
SCHEDULE 7.03 - PART B
Existing Indebtedness
Capital Lease Obligations / Financing Lease Obligations
February 28, 2011

Borrower	Lender	Description	Interest Rate	Maturity Date	Total Note Amount	Periodic Payment Amount	1/31/2011	Principal Payments	Balance 2/28/11
1. Casella Waste Systems, Inc.	Deere Credit, Inc.	Machinery and Equipment	4.72%	Jan-15	403,864	6,418	339,585	5,082	334,503
					403,864		339,585	5,082	334,503
2. Now England* Waste *Services of N.Y., Inc.	Caterpillar Financial Services Corp.	Clinton County LFGTE Engine Financing Lease Oblig.	6.70%	Sep-15	3,196,600	39,352	2,547,355	25,114	2,522,241
					3,196,600		2,547,355	25,114	2,522,241
3. Casella Waste Management, Inc.	Casella Associates	Rutland Building Lease	4.50%	Apr-13	474,903	10,789	305,031	10,384	294,647
4. Casella Waste Management, Inc.	Casella Associates	Montpeller Building Lease	4.50%	Apr-13	485,037	11,019	311,566	10,606	300,960
					959,940		616,597	20,990	595,607
		Grand Totals					3,503,537	51,185	3,452,352

ANNEX 2

(Revised Form of Compliance Certificate)

[See Attached]

EXHIBIT D

FORM OF COMPLIANCE CERTIFICATE

Financial Statement Date: ,

To: Bank of America, N.A., as Administrative Agent

Ladies and Gentlemen:

Reference is made to that certain Amended and Restated Credit Agreement, dated as of March 18, 2011 (as amended, restated, extended, supplemented or otherwise modified in writing from time to time, the "Credit Agreement;" the terms defined therein being used herein as therein defined), among Casella Waste Systems, Inc., a Delaware corporation (the "Parent") and each of its direct and indirect Subsidiaries (other than Excluded Subsidiaries and Non-Borrower Subsidiaries) identified therein (collectively, the "Borrowers"), the Lenders from time to time party thereto, and Bank of America, N.A., as Administrative Agent, L/C Issuer, and Swing Line Lender.

The undersigned Responsible Officer hereby certifies as of the date hereof that he/she is the of the Parent, and that, as such, he/she is authorized to execute and deliver this Certificate to the Administrative Agent on behalf of the Borrowers, and that:

[Use following paragraph 1 for fiscal year-end financial statements]

1. The Borrowers have delivered the year-end audited financial statements required by Section 6.04(a) of the Credit Agreement for the fiscal year of the Borrowers ended as of the above date, together with the report and opinion of an independent certified public accountant required by such section.

[Use following paragraph 1 for fiscal quarter-end financial statements]

1. The Borrowers have delivered the unaudited financial statements required by Section 6.04(b) of the Credit Agreement for the fiscal quarter of the Parent and its Subsidiaries ended as of the above date. Such consolidated financial statements were prepared in accordance with GAAP and fairly present the consolidated financial condition of the Parent and its Subsidiaries as at the close of business on the date thereof and the results of operations for the period then ended, subject only to normal year-end audit adjustments and the absence of footnotes.

2. The undersigned has reviewed and is familiar with the terms of the Credit Agreement and has made, or has caused to be made under his/her supervision, a detailed review of the transactions and condition (financial or otherwise) of the Parent and its Subsidiaries during the accounting period covered by such financial statements.

3. A review of the activities of the Parent and its Subsidiaries during such fiscal period has been made under the supervision of the undersigned with a view to determining

whether during such fiscal period the Parent and its Subsidiaries performed and observed all its Obligations under the Loan Documents, and

[select one:]

[to the best knowledge of the undersigned, no Default or Event of Default has occurred and is continuing.]

—or—

[to the best knowledge of the undersigned, the following covenants contained in Article VI and Article VII of the Credit Agreement as of the end of such fiscal period have not been performed or observed and the following is a list of each such Default or Event of Default and its nature and period of existence and a summary of what actions the Borrowers propose to take with respect thereto and attaching, in the event that such Default or Event of Default relates to environmental matters, an Environmental Compliance Certificate:] and

4. [Except to the extent described below, the] [The] representations and warranties of the Borrowers contained in Article V of the Credit Agreement or any other Loan Document are true and correct on the date hereof, except to the extent that such representations and warranties specifically refer to an earlier date, in which case they shall be true and correct as of such earlier date and except to the extent of changes resulting from transactions contemplated or permitted by the Credit Agreement and changes occurring in the ordinary course of business which singly or in the aggregate do not have a Material Adverse Effect. For purposes of this Compliance Certificate, the representations and warranties contained in Section 5.05(a) of the Credit Agreement shall be deemed to refer to [the most recent audited financial statements furnished pursuant to Section 4.01(a)(ix) or Section 6.04(a) of the Credit Agreement, as applicable][the statements in connection with which this Compliance Certificate is delivered].

[Describe any exceptions.] [For the avoidance of doubt, none of the foregoing disclosures shall constitute an amendment or supplement to the disclosure schedules attached to the Credit Agreement or any other Loan Document.]

5. The financial covenant analyses and information set forth on Schedule 1 attached hereto are true and accurate on and as of the Financial Statement Date.

IN WITNESS WHEREOF, the undersigned has executed this Compliance Certificate as of , .

CASELLA WASTE SYSTEMS, INC., for
itself and each of the Borrowers referred to herein

By: ______________________________
Name:
Title:

ANNEX 3

(Conditions to Effectiveness of Target Acquisition)

[See Attached]

Annex 3

Conditions to Effectiveness of Target Acquisition

The effectiveness of the consents provided pursuant to Paragraphs 25 and 26 of the First Amendment to which this Annex 3 is attached is subject to the following (capitalized terms used herein shall have the meanings set forth in the Credit Agreement, as amended by this First Amendment):

1. Receipt by the Administrative Agent of counterparts of this First Amendment, properly executed by a Responsible Officer of the Borrowers, the Administrative Agent and the Required Lenders;

2. Evidence satisfactory to the Administrative Agent that the Parent has received at least $25,000,000 in gross cash proceeds as a result of an Equity Issuance and has used (or will use pursuant to any holdback payments made after the initial closing) the proceeds thereof to pay the purchase consideration for the Target Acquisition (including holdbacks as described in the Transaction Summary).

3. Receipt by the Administrative Agent of a certificate signed by a Responsible Officer of the Parent and each other Borrower party to the Target Acquisition certifying that: (a) the Borrowers are in current compliance with and, giving effect to the Target Acquisition (including any borrowings made or to be made in connection therewith), will continue to be in compliance with all of their covenants and agreements contained in the Credit Agreement, including the financial covenants contained in Section 7.11 of the Credit Agreement on a pro forma historical combined basis as if the transaction occurred on the first day of the period of measurement, (b) no Default or Event of Default has occurred and is continuing, and the Target Acquisition will not otherwise create a Default or Event of Default under the Credit Agreement (including by way of a cross-default to any other Indebtedness that would constitute an Event of Default thereunder), (c) the Target is predominantly in the same lines of business as the Borrowers, or businesses reasonably related or incidental thereto, and (d) the business to be acquired operates predominantly in the United States or Canada;

4. After giving effect to the Target Acquisition, all representations and warranties contained in the Loan Documents shall continue to be true and correct in all material respects, except to the extent that such representations and warranties specifically refer to an earlier date, in which case they shall be true and correct as of such earlier date, with any necessary updates to the schedules thereto approved by the Administrative Agent;

5. Evidence that the Security Documents shall be effective to create in favor of the Administrative Agent, for the benefit of the Secured Parties, a first-priority, legal, valid and enforceable first security interest and Lien upon the assets of the Target consistent with the requirements of Section 7.04(a) of the Credit Agreement, including, without limitation, (a) UCC searches in the jurisdiction of organization or formation of the Target and in each other jurisdiction, if any, requested by the Administrative Agent, (b) copies of the financing statements on file in such jurisdictions and evidence that no Liens exist other than Liens permitted under the Credit Agreement (together with satisfactory payoff and/or release letters and related lien

terminations in connection with any Indebtedness being paid off pursuant to the Target Acquisition or otherwise securing any of the assets being acquired), and (c) tax, litigation, judgment, bankruptcy and/or intellectual property searches requested by the Administrative Agent with respect to the Target, and (d) duly filed UCC-1 financing statements for the Target (as deemed necessary by the Administrative Agent) in each appropriate jurisdiction and office under the Uniform Commercial Code and evidence of the completion of all other actions, recordings and filings of or with respect to the Security Documents that the Administrative Agent may deem necessary or desirable in order to perfect the Liens created thereby, and payment of all filing and recording fees and taxes related thereto;

6. Not later than seven (7) days prior to the proposed acquisition date, delivery of: (a) a copy of the purchase agreement, (b) the audited (if available, or otherwise unaudited) financial statements for the preceding two (2) fiscal years (or such shorter period of time as such entity has been in existence), (c) a summary of the Borrowers' due diligence review, (d) a Compliance Certificate demonstrating compliance with Section 7.11 of the Credit Agreement on a pro forma historical combined basis as if the transaction occurred on the first day of the period of measurement, (e) written evidence that the board of directors and (if required by Applicable Law) the shareholders, or equivalent thereof, of the Target have approved the Target Acquisition and (f) such other information as the Administrative Agent may reasonably request, which in each case shall be in form and substance acceptable to the Administrative Agent;

7. Written evidence of the receipt of all applicable third party consents to the transfer of any acquired permits, licenses and contracts (subject to waiver of the parties pursuant to the purchase agreement, any such waiver to be approved by the Administrative Agent); and

8. Written evidence that the board of directors, or equivalent thereof, of each of the applicable Borrowers have approved the Target Acquisition.

If practicable, the Borrowers shall also deliver to the Administrative Agent a duly executed Joinder Agreement (and related deliverables) executed by any new direct or indirect Subsidiary (other than any Excluded Subsidiary or Non-Borrower Subsidiary) of the Parent formed or acquired in connection with the Target Acquisition (it being agreed that the Borrowers shall have up to 10 Business Days after the acquisition to provide the Joinder Agreement and related deliverables in accordance with Section 6.19 of the Credit Agreement).

Exhibit 12.1

Casella Waste Systems, Inc.

Statement of Computation of Ratio of Earnings to Fixed Charges and Earnings to Combined Fixed Charges and Preferred Stock Dividends
(in thousands, except ratios)

	Twelve Months Ended April 30,				
	2012	2011	2010	2009	2008
Loss from continuing operations before income taxes, discontinued operations and cumulative effect of change in accounting principle	$ (77,136)	$ (27,921)	$ (13,807)	$ (65,871)	$ (14,655)
Noncontrolling interests	—	—	—	—	—
Loss from equity method investments	9,994	4,096	2,690	2,157	6,077
Impairment of equity method investment	10,680				
Distributed income of equity method investees	—	—	—	—	—
Fixed charges	48,087	48,676	46,411	35,673	35,721
Less: interest capitalized	(407)	(1,078)	(349)	(214)	(1,275)
Earnings	$ (8,782)	$ 23,773	$ 34,945	$ (28,255)	$ 25,868
Interest expense (includes amortization of premium and discounts and deferred financing charges)	$ 45,541	$ 45,912	$ 44,375	$ 33,840	$ 33,282
Estimate of interest within rental expense	2,139	1,686	1,687	1,619	1,164
Interest capitalized	407	1,078	349	214	1,275
Fixed charges	$ 48,087	$ 48,676	$ 46,411	$ 35,673	$ 35,721
Ratio of earnings to fixed charges	—	—	—	—	—
Deficiency of earnings to fixed charges	$ (56,869)	$ (24,903)	$ (11,466)	$ (63,928)	$ (9,853)
Fixed charges from above	$ 48,087	$ 48,676	$ 46,411	$ 35,673	$ 35,721
Preferred stock dividends	—	—	—	—	—
Combined fixed charges and preferred stock dividends	$ 48,087	$ 48,676	$ 46,411	$ 35,673	$ 35,721
Ratio of earnings to combined fixed charges and preferred stock dividends	—	—	—	—	—
Deficiency of earnings to combined fixed charges and preferred stock dividends	$ (56,869)	$ (24,903)	$ (11,466)	$ (63,928)	$ (9,853)

Exhibit 21.1

Subsidiaries of Registrant

Name	Jurisdiction of Incorporation
AGreen Energy, LLC	Massachusetts
All Cycle Waste, Inc.	Vermont
Atlantic Coast Fibers, Inc.	Delaware
B. and C. Sanitation Corporation	New York
Better Bedding Corp.	New York
Bristol Waste Management, Inc.	Vermont
C.V. Landfill, Inc.	Vermont
CARES McKean, LLC	Pennsylvania
Casella Major Account Services LLC	Vermont
Casella Albany Renewables, LLC	Delaware
Casella Renewable Systems, LLC	Delaware
Casella Recycling, LLC	Maine
Casella-Altela Regional Environmental Services, LLC	Delaware
Casella Transportation, Inc.	Vermont
Casella Waste Management of Massachusetts, Inc.	Massachusetts
Casella Waste Management of N.Y., Inc.	New York
Casella Waste Management of Pennsylvania, Inc.	Pennsylvania
Casella Waste Management, Inc.	Vermont
Casella Waste Services of Ontario LLC	New York
Chemung Landfill LLC	New York
Colebrook Landfill LLC	New Hampshire
Corning Community Disposal Service, Inc.	New York
CWM All Waste LLC	New Hampshire
EcoGas, LLC	Maine
Evergreen National Indemnity Company	Ohio
Forest Acquisitions, Inc.	New Hampshire
Grasslands, Inc.	New York
GreenerU, Inc.	Delaware
GroundCo LLC	New York
Hakes C & D Disposal, Inc.	New York
Hardwick Landfill, Inc.	Massachusetts
Hiram Hollow Regeneration Corp.	New York
KTI Bio-Fuels, Inc.	Maine
KTI Environmental Group, Inc.	New Jersey
KTI New Jersey Fibers, Inc.	Delaware
KTI Operations, Inc.	Delaware
KTI Specialty Waste Services, Inc.	Maine
KTI, Inc.	New Jersey
Maine Energy Recovery Company, Limited Partnership	Maine
New England Waste Services of Massachusetts, Inc.	Massachusetts
New England Waste Services of ME, Inc.	Maine
New England Waste Services of N.Y., Inc.	New York
New England Waste Services of Vermont, Inc.	Vermont
New England Waste Services, Inc.	Vermont
Newbury Waste Management, Inc.	Vermont
NEWS of Worcester LLC	Massachusetts
NEWSME Landfill Operations LLC	Maine
North Country Composting Services, Inc.	New Hampshire
North Country Environmental Services, Inc.	Virginia
North Country Trucking, Inc.	New York
Northern Properties Corporation of Plattsburgh	New York
Pine Tree Waste, Inc.	Maine
Portland C&D Site, Inc.	New York
Recycle Rewards, Inc.	Delaware
ReSource Waste Systems, Inc.	Massachusetts
Schultz Landfill, Inc.	New York
Southbridge Recycling & Disposal Park, Inc.	Massachusetts
Sunderland Waste Management, Inc.	Vermont
The Hyland Facility Associates	New York
Tompkins County Recycling LLC	Delaware
U.S. GreenFiber, LLC	North Carolina
Waste-Stream, Inc.	New York
Winters Brothers, Inc.	Vermont

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statements on Form S-8 (Nos. 333-40267, 333-43537, 333-43539, 333-43541, 333-43543, 333-43635, 333-67487, 333-92735, 333-31022, 333-100553, 333-141038, 333-163645 and 333-175010) and on Form S-3(Nos. 333-85279, 333-88097, 333-95841, 333-31268, 333-121088, 333-154309 and 333-175107) of Casella Waste Systems, Inc. and its subsidiaries of our report dated June 28, 2012, relating to our audits of the consolidated financial statements and the financial statement schedule as of and for the years ended April 30, 2012 and 2011 and the effectiveness of the Company's internal control over financial reporting for the year ended April 30, 2012, which appears in this Annual Report on Form 10-K of Casella Waste Systems, Inc. and its subsidiaries for the year ended April 30, 2012, including the adjustments that were applied to the 2010 consolidated financial statements to retrospectively reflect discontinued operations.

/s/ McGladrey LLP

Boston, Massachusetts
June 28, 2012

Exhibit 23.2

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-40267, 333-43537, 333-43539, 333-43541, 333-43543, 333-43635, 333-67487, 333-92735, 333-31022, 333-100553, 333-141038, 333-163645 and 333-175010) and Form S-3 (Nos. 333-85279, 333-88097, 333-95841, 333-31268, 333-121088, 333-154309 and 333-175107) of the report of Caturano and Company, P.C. (whose name has since been changed to Caturano and Company, Inc.) dated June 10, 2010 relating to the consolidated financial statements and financial statement schedule for the year ended April 30, 2010 of Casella Waste Systems, Inc. and its subsidiaries, which appears in this Annual Report on Form 10-K. We were not engaged to audit, review, or apply any procedures to the adjustments to retroactively reflect the discontinued operations described in Note 16 and, accordingly, we do not express an opinion or any other form of assurance about whether such adjustments are appropriate and have been properly applied. Those adjustments were audited by McGladrey LLP, as stated in their report appearing herein.

/s/ Caturano and Company, Inc.

Boston, Massachusetts
June 28, 2012

Exhibit 23.3

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-141038, 333-31022, 333-40267, 333-43537, 333-43539, 333-43541, 333-43543, 333-43635, 333-67487, 333-92735, 333-100553, 333-163645 and 333-175010) and on Form S-3 (Nos. 333-31268, 333-121088, 333-85279, 333-88097, 333-154309, 333-95841 and 333-175107) of Casella Waste Systems, Inc. of our report dated June 11, 2012 relating to the financial statements of US GreenFiber, LLC, which appears in this Form 10-K.

PricewaterhouseCoopers LLP

Charlotte, North Carolina
June 28, 2012

EXHIBIT 31.1

CERTIFICATIONS

I, John W. Casella, certify that:

1. I have reviewed this Annual Report on Form 10-K of Casella Waste Systems, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 28, 2012

By: /s/ JOHN W. CASELLA
John W. Casella
Chairman and Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 31.2

CERTIFICATIONS

I, Edwin D. Johnson, certify that:

1. I have reviewed this Annual Report on Form 10-K of Casella Waste Systems, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 28, 2012

By: /s/ EDWIN D. JOHNSON
Edwin D. Johnson
Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

STATEMENT PURSUANT TO 18 U.S.C. §1350

Pursuant to 18 U.S.C. §1350, each of the undersigned certifies that, to his knowledge, this Annual Report on Form 10-K for the year ended April 30, 2012 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in this report fairly presents, in all material respects, the financial condition and results of operations of Casella Waste Systems, Inc.

Dated: June 28, 2012	/s/ JOHN W. CASELLA John W. Casella *Chairman and Chief Executive Officer* *(Principal Executive Officer)*
Dated: June 28, 2012	/s/ EDWIN D. JOHNSON Edwin D. Johnson *Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)*

Exhibit 99.1

US GreenFiber, LLC
Consolidated Financial Statements
December 31, 2011, January 1, 2011 and December 26, 2009

US GreenFiber, LLC
Index
December 31, 2011, January 1, 2011 and December 26, 2009

Report of Independent Auditors

To the Board of Managers
US GreenFiber, LLC

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of comprehensive income (loss) and members' equity and of cash flows present fairly, in all material respects, the financial position of US GreenFiber, LLC and its subsidiaries (the "Company") at December 31, 2011 and January 1, 2011 and the results of their operations and their cash flows for the each of the three years in the period ended December 31, 2011, in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

/s/ PricewaterhouseCoopers LLP

Charlotte, North Carolina
June 11, 2012

US GreenFiber, LLC
Consolidated Balance Sheets
December 31, 2011, and January 1, 2011

	2011	2010
Assets		
Current assets		
Cash	$ 147,769	$ 43,863
Accounts receivable, less allowance for doubtful accounts of $344,873 and $362,911 in 2011 and 2010, respectively	12,946,255	15,812,168
Prepaids and other assets	1,381,296	1,482,173
Futures contracts	1,395,000	785,000
Inventories	6,026,601	5,240,585
Deferred tax asset	54,230	63,903
Total current assets	21,951,151	23,427,692
Property, plant and equipment, net	32,166,854	38,675,869
Goodwill	—	10,180,421
Intangible assets, net	2,653,786	2,916,543
Deferred financing costs, net	366,636	200,046
Deferred tax asset	1,401,321	—
Total assets	$ 58,539,748	$ 75,400,571
Liabilities and Members' Equity		
Current liabilities		
Accounts payable	$ 4,099,349	$ 6,419,465
Accrued liabilities	5,783,056	5,794,996
Current portion of capital lease obligation	425,391	367,364
Current portion of long-term debt	7,323,985	2,000,000
Total current liabilities	17,631,781	14,581,825
Capital lease obligation	377,782	567,683
Other liabilities	250,000	396,517
Deferred tax liability	—	941,565
Long-term debt	4,726,163	9,831,062
Total liabilities	22,985,726	26,318,652
Commitments and contingencies		
Members' equity	35,554,022	49,081,919
Total liabilities and members' equity	$ 58,539,748	$ 75,400,571

The accompanying notes are an integral part of these consolidated financial statements.

US GreenFiber, LLC
Consolidated Statements of Comprehensive Income (Loss) and Members' Equity
Years Ended December 31, 2011, January 1, 2011 and December 26, 2009

	2011	2010	2009
Sales	$ 75,153,071	$ 80,942,670	$ 99,039,503
Cost of sales	66,841,068	70,983,769	80,151,937
Gross profit	8,312,003	9,958,901	18,887,566
Selling, general and administrative expenses	20,628,947	16,830,876	19,892,459
Goodwill impairment	10,180,421	—	—
Loss from operations	(22,497,365)	(6,871,975)	(1,004,893)
Interest expense, net	(648,054)	(485,557)	(1,427,539)
Other (expense) income, net	(269,434)	126,520	(111,087)
Loss before income taxes	(23,414,853)	(7,231,012)	(2,543,519)
Income tax (expense) provision	2,276,956	(224,902)	(406,925)
Net loss	(21,137,897)	(7,455,914)	(2,950,444)
Other comprehensive income	610,000	981,000	3,975,000
Comprehensive income (loss)	(20,527,897)	(6,474,914)	1,024,556
Members' equity			
Beginning of year	49,081,919	55,556,833	54,532,277
Contributions	7,000,000	—	—
End of year	$ 35,554,022	$ 49,081,919	$ 55,556,833

The accompanying notes are an integral part of these consolidated financial statements.

US GreenFiber, LLC
Consolidated Statements of Cash Flows
Years Ended December 31, 2011, January 1, 2011 and December 26, 2009

	2011	2010	2009
Cash flows from operating activities			
Net loss	$ (21,137,897)	$ (7,455,914)	$ (2,950,444)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities			
Goodwill impairment	10,180,421	—	—
Depreciation	8,154,127	8,960,483	9,906,578
Amortization	269,349	327,101	328,394
Amortization of deferred financing costs	116,620	103,805	272,339
Deferred taxes	(2,333,213)	167,237	110,833
Gain on disposal of assets	165,467	(126,520)	(34,979)
Provision for accounts receivable	(18,038)	77,606	135,305
Changes in operating assets and liabilities			
Accounts receivable	2,883,951	271,286	3,048,545
Inventories	(786,016)	661,234	2,556,598
Accounts payable	(2,406,694)	(377,168)	(1,227,477)
Accrued expenses	(386,940)	(1,928,673)	138,581
Other assets	100,877	(506,977)	543,289
Other liabilities	228,483	(1,394,025)	1,145,605
Net cash (used in) provided by operating activities	(4,969,503)	(1,220,525)	13,973,167
Cash flows from investing activities			
Purchases of property, plant and equipment	(1,726,796)	(1,894,756)	(2,307,621)
Purchases of intangible assets	(6,592)	(37,741)	(45,215)
Proceeds from sale of property and equipment	256,023	178,567	211,928
Net cash used in investing activities	(1,477,365)	(1,753,930)	(2,140,908)
Cash flows from financing activities			
Line of credit borrowings	31,701,543	3,997,000	29,000
Line of credit payments	(28,524,578)	(29,000)	(17,777,856)
Loan borrowings	560,000	—	10,000,000
Loan payments	(3,517,879)	(1,999,271)	(2,166,667)
Repayments on capital lease obligations	(385,102)	(347,148)	(315,631)
Debt issuance costs	(283,210)	(8,700)	(210,000)
Member contributions	7,000,000	—	—
Net cash provided by (used in) financing activities	6,550,774	1,612,881	(10,441,154)
Net increase (decrease) in cash	103,906	(1,361,574)	1,391,105
Cash			
Beginning of year	43,863	1,405,437	14,332
End of year	$ 147,769	$ 43,863	$ 1,405,437
Supplemental disclosure of cash flow information			
Cash paid during the year for interest	$ 490,735	$ 465,794	$ 1,158,368
Cash paid for income taxes	60,274	66,143	261,656
Supplemental schedule of noncash investing transactions			
Purchase of equipment under capital leases	$ 253,228	$ 579,998	$ 59,554
Assets acquired through accounts payable	86,578	—	77,951

The accompanying notes are an integral part of these consolidated financial statements.

1. Summary of Significant Accounting Policies and Description of the Business

Description of the Business

US GreenFiber, LLC (the "Company") was incorporated in July 2000 under the state laws of Delaware. The Company is an equally-owned joint venture formed by Louisiana-Pacific ("LP") and Casella Waste Systems, Inc. ("Casella") whereby each contributed certain cellulose manufacturing operations to the joint venture.

The Company based in Charlotte, North Carolina, manufactures and supplies cellulose insulation nation-wide to contractors, manufactured home builders and home improvement retailers. The Company has manufacturing facilities located in Albany, New York; Charlotte, North Carolina; Delphos, Ohio; Elkwood, Virginia; Norfolk, Nebraska; Phoenix, Arizona; Salt Lake City, Utah; Tampa, Florida and Waco, Texas.

Under the terms of the joint venture agreement (the "Agreement"), net profits and losses are to be allocated first to each member based on their respective Adjusted Capital Account and secondly, in accordance with their Percentage Interests, as defined in the Agreement.

Principles of Consolidation

The consolidated financial statements include the accounts of US GreenFiber, LLC and its wholly owned subsidiaries, GreenFiber Albany, Inc. and GreenFiber Salt Lake City, Inc. All significant intercompany accounts and transactions have been eliminated.

Inventories

Inventories consist primarily of raw material (recycled newspaper) and finished goods (cellulose insulation) and are valued at the lower of average cost or market.

As of December 31, 2011, the Company had entered into five raw material contracts with various suppliers in order to mitigate supply risk on recovered paper. These contracts, with various expiration dates through June 30, 2019, require the Company to purchase approximately 2,950 short tons of raw material per month at various prices.

The Company uses commodity futures contracts to manage price exposures on anticipated purchases of raw material (Note 5).

Property, Plant and Equipment

Property, plant and equipment is recorded at cost. Expenditures for maintenance, repairs and minor renewals are expensed as incurred. Depreciation is computed on the straight-line method over the estimated useful lives of assets as follows:

Asset Classification	Estimated Useful Lives
Buildings and improvements	15–20 years
Furniture and fixtures	3–10 years
Machinery and equipment	1–13 years
Trucks and trailers	4–8 years

When assets are sold or retired, the related cost and accumulated depreciation and amortization are removed from the respective accounts and any resulting gain or loss is included in the determination of income.

During 2008, the Company temporarily halted manufacturing at the Elkwood facility. In the first quarter of 2009, the Company temporarily halted manufacturing at the Sacramento, East St. Louis and Atlanta plants due to the slowdown in the economy. During 2011, the Company fully exited the East St. Louis location. The Company sublet the Sacramento manufacturing facility and assets during 2011 and exited a lease on the warehouse in Sacramento (Note 7). During the first quarter of 2012, the Atlanta location was sublet. For the Elkwood location, the Company plans to resume production when business activity increases to an acceptable level. Ongoing maintenance and upkeep of facilities and equipment continues at this location in anticipation of eventual reopening. Depreciation of equipment continues during the shutdown period.

The Company reviews for impairment including idle assets, the carrying value of property, plant and equipment whenever events and circumstances indicate that the carrying value of an asset may not be recoverable from the estimated future cash flows expected to result from its use and eventual disposition. In cases where undiscounted expected future cash flows are less than the carrying value, an impairment loss is recognized equal to an amount by which the carrying value exceeds the fair value of assets. Management concluded that no impairment charges are required for 2011, 2010, and 2009.

Goodwill and Intangible Assets

Goodwill consists of the excess of purchase price over the fair value of the tangible and intangible assets acquired through acquisitions in 2006 and 2005. The Company evaluates the recoverability of goodwill on an annual basis, or when events or circumstances indicate a possible inability to recover carrying amounts. Such evaluation for goodwill is based on the estimated fair value of implied goodwill using a discounted cash flow model. A full impairment charge of $10,180,421 was recorded in 2011. (See Note 10.)

The Company's intangible assets subject to amortization consist of non-compete agreements, patents and customer lists, which are amortized on a straight line method over useful lives ranging from 5 to 20 years. The Company evaluates the recoverability of intangible assets when events or circumstances indicate a possible inability to recover carrying amounts. Such evaluation is based on various analyses, including cash flows and profitability projections. These analyses necessarily involve management judgment. No impairment charges were recorded in 2011, 2010 or 2009.

Debt Financing Costs

Debt financing costs that are capitalized are amortized using the effective interest method over the estimated term of the related debt. During 2011, the Company capitalized additional debt financing costs associated with the Company's current credit agreements of approximately $283,000.

Income Taxes

The Company is a limited liability company. All income, losses, tax credits and deductions are allocated to the Company's members and reported on the income tax return of each member. The Company's GreenFiber Albany, Inc. subsidiary and GreenFiber Salt Lake City, Inc. subsidiary are taxed as corporations. Accordingly, a provision for income taxes is recognized in the 2011, 2010 and 2009 consolidated statements of comprehensive income (loss) and members' equity.

The Company is required to recognize a tax benefit from an uncertain tax position only if it is more likely than not that the position is sustainable, based solely on its technical merits and consideration of the relevant taxing authority's widely understood administrative practices and precedents. If this threshold is met, the Company measures the tax benefits as the largest amount of benefit that is greater than fifty percent likely of being realized upon settlement.

Concentration of Credit Risk

The Company maintains its cash in bank accounts that at times exceed federally insured limits. Financial instruments which potentially subject the Company to concentrations of credit risk consist primarily of cash and trade receivables. The Company's accounts receivable are derived from revenue earned from customers located in the United States. The Company performs ongoing credit evaluations of its customers and maintains an allowance for doubtful accounts receivable based upon the expected collectability of accounts receivable.

For the years ended December 31, 2011, January 1, 2011 and December 26, 2009 approximately 59%, 70% and 58% respectively, of sales were to six customers. As of December 31, 2011 and January 1, 2011, 59% and 62% of accounts receivable were from these 6 customers, respectively.

Book Overdraft

Under the Company's cash management system, checks issued that have not cleared the bank account frequently result in overdraft balances for accounting purposes and are classified as accounts payable in the consolidated balance sheets. The total amount of outstanding checks included in accounts payable is $0 and $1,731,712 at December 31, 2011 and January 1, 2011 respectively.

Revenue Recognition

Revenue is recognized at the time goods are shipped and title has transferred to the customer. The Company provides sales incentives in the form of rebates to certain customers. The rebates are presented as a reduction of sales in the consolidated statements of comprehensive income (loss) and members' equity.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S.GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

2. Inventories

Inventories consist of the following at December 31, 2011 and January 1, 2011:

	2011	2010
Parts	$ 387,773	$ 466,708
Raw material	3,690,482	3,347,815
Finished goods	1,948,346	1,426,062
	$ 6,026,601	$ 5,240,585

3. Property, Plant and Equipment

Property, plant and equipment consist of the following at December 31, 2011 and January 1, 2011:

	2011	2010
Land	$ 330,268	$ 330,268
Buildings and improvements	9,133,400	9,143,440
Furniture and fixtures	1,053,350	1,059,676
Machinery and equipment	84,328,822	85,775,496
Trucks and trailers	13,054,593	14,209,985
Construction in Progress	77,845	—
	107,978,278	110,518,865
Less: Accumulated depreciation	(75,811,424)	(71,842,996)
	$ 32,166,854	$ 38,675,869

4. Accrued Liabilities

Accrued liabilities consist of the following at December 31, 2011 and January 1, 2011:

	2011	2010
Accrued payroll, bonus and related items	$ 2,621,982	$ 1,661,556
Sales and other taxes	267,475	256,213
Customer rebate programs	1,076,123	2,250,370
Other	1,817,476	1,626,857
	$ 5,783,056	$ 5,794,996

5. Derivative Instruments

The Company actively monitors its exposure to commodity prices and uses derivative instruments to manage the impact of certain of these risks. The Company uses derivatives only for purposes of managing risk associated with underlying exposures. The Company does not trade or use instruments with the objective of earning financial gains on the commodity price nor does it use instruments where there are not underlying exposures. The Company's use of derivative financial instruments may result in short-term gains or losses and increased earnings volatility. Complex instruments involving leverage or multipliers are not used. Management believes that its use of derivative instruments to manage risk is in the Company's best interest.

At the date new derivatives are entered into, the Company designates the derivative as either (1) a hedge of a recognized asset or liability or an unrecognized firm commitment (fair value hedge), or (2) a hedge of a forecasted transaction or the variability of cash flows to be received or paid in the future related to a recognized asset or liability (cash flow hedge). The Company's commodity futures contracts have been designated as cash flow hedges as of December 31, 2011 and January 1, 2011. For cash flow hedges, the effective portion of the changes in the fair value of the derivative that is designated as a cash flow hedge is recorded in other comprehensive income. When the hedged item is realized, the gain or loss included in accumulated other comprehensive income is reported on the same line in the statements of comprehensive income (loss) and members' equity as the hedged item. In addition, the ineffective portion of the changes in the fair value of derivatives used as cash flow hedges are immediately recognized in cost of sales.

The Company formally documents its hedge relationships, including identifying the hedging instruments and hedged items, as well as the Company's risk management objectives and strategies for entering into the hedge relationship. This process includes matching the hedging instrument to the underlying hedged item (forecasted transactions). At hedge inception and at least quarterly thereafter, the Company assesses whether the derivatives used as hedges are highly effective in offsetting changes in either the fair value or cash flows of the hedged item. If it is determined that a derivative ceases to be a highly effective hedge, the Company discontinues hedge accounting, and any gains or losses on the derivative instrument are recognized in earnings during the period it no longer qualifies as a hedge.

The Company uses commodity futures contracts to manage price exposures on anticipated purchases of raw material. Of the 134,500 tons, 163,000 tons and 174,000 tons of raw materials purchased during 2011, 2010 and 2009, respectively, approximately 74,000 tons, 87,500 tons and 60,000 tons were hedged with contracts, respectively. The Company's strategy is to hedge certain production requirements for various periods up to 60 months. As of December 31, 2011 and January 1, 2011, approximately 37,000 tons and 74,000 tons or 27% and 45%, respectively, of projected production requirements for the next 12 months were hedged.

As of December 31, 2011 and January 1, 2011, the fair values of outstanding commodity futures contracts, based on quotes from brokers and observable market trading rates, reflected on the balance sheets as assets and (liabilities) were approximately $1,395,000 and 785,000, respectively. Realized gains and (losses) of approximately $2,104,000, ($816,000), and ($2,670,500) respectively, are included as a component of cost of sales in the statements of comprehensive income (loss) and members' equity for the years ended December 31, 2011, January 1, 2011 and December 26, 2009. Unrealized gains of approximately $610,000, $981,000, and $3,975,000 and respectively, are included in the financial statements as other comprehensive income in the statements of comprehensive income (loss) and members' equity for the years ended December 31, 2011, January 1, 2011 and December 26, 2009.

6. Fair Value Measurements

In accordance with the authoritative guidance on fair value measurements under GAAP the Company discloses the fair value of its financial assets and liabilities in a hierarchy that prioritizes the inputs to valuation techniques used to measure the fair value. The hierarchy gives the highest priority to valuations based upon unadjusted quoted prices in active markets for identical assets or liabilities (level one measurement) and the lowest priority to valuations based upon unobservable inputs that are significant to the valuation (Level 3 measurements). The guidance establishes three levels of the fair value hierarchy as follows:

Level 1 Observable inputs that reflect unadjusted quoted prices for identical assets or liabilities in active markets.

Level 2 Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 Unobservable inputs for the asset or liability.

As of December 31, 2011 and January 1, 2011, the fair values of the Company's liabilities measured on a recurring basis are categorized as follows:

	2011			
	Level 1	Level 2	Level 3	Total
Assets				
Recycled paper hedges	$ —	$ 1,395,000	$ —	$ 1,395,000
Total assets at fair value	$ —	$ 1,395,000	$ —	$ 1,395,000

	2010			
	Level 1	Level 2	Level 3	Total
Assets				
Recycled paper hedges	$ —	$ 785,000	$ —	$ 785,000
Total assets at fair value	$ —	$ 785,000	$ —	$ 785,000

Recycled paper hedges are valued based on broker quotes and observable market trading rates, and are classified within Level 2 of the fair value hierarchy.

7. Debt

Outstanding debt obligations as of December 31, 2011 and January 1, 2011 are as follows:

	Outstanding Balance	
	2011	2010
Line of credit	$ 7,173,965	$ 3,997,000
Term loan	4,399,998	7,834,062
Note Payable	476,185	—
	12,050,148	11,831,062
Less: Current portion of debt	7,323,965	2,000,000
Long-term debt	$ 4,726,183	$ 9,831,062

The Company has a line of credit (LOC) and Term Loan with Wells Fargo Bank, N.A. These agreements were amended and restated in April and December 2011. Under the terms of the final amendment, the line of credit provides for borrowings up to $16,500,000 or lesser amount as defined in the agreement based on current values of certain of the Company's assets and the amount of outstanding letters of credit issued on the Company's behalf. As part of the modified and restated agreement, the Company was required to reduce the then outstanding obligation on the Term Loan to $4,400,000. Amounts outstanding under the LOC and Term Loan bear interest which is payable monthly at a rate of three month LIBOR plus an applicable margin as described in the agreement. The interest rate at December 31, 2011 was 4.33%. Amounts outstanding under the LOC and Term Loan are collateralized by the Company's property, plant and equipment, accounts receivable and inventory. The outstanding principal amount of the Term Loan shall be repaid in 20 consecutive monthly installments beginning March 1, 2013 in amount of $133,333 and the last installment shall be in amount of the entire unpaid balance of the Term Loan. The maturity date of the LOC and Term Loan was revised to December 1, 2014; however, the line of credit is classified as a current liability due to the lockbox requirement in the agreement. At December 31, 2011, the Company had available an unused borrowing capacity under the LOC of approximately $1,800,000.

The LOC and the Term Loan contain multiple financial covenants, the most restrictive of which is a monthly, cumulative EBITDA threshold. The agreements also contain various positive and negative operating and financial reporting covenants which are customary for such debt instruments. The Company failed to achieve the minimum EBITDA target for January 2012 and February 2012. The Company received a waiver from the bank dated May 8, 2012 for the violations of the financial covenants in January 2012 and February 2012. The agreement with the lender allows that equity contributions from the Company's members may occur up to four times in 2012 to fund any EBITDA shortfall on a dollar-for-dollar basis in order to assist in curing any violations. On April 23, 2012, the Company's members contributed $800,000 in order to cure the March 2012 violation. The Company's continued compliance with the related terms of the line of credit are dependent on the Company's ability to meet the minimum cumulative EBITDA threshold. If the Company does not meet the minimum thresholds, it will result in a debt covenant violation. Accordingly, the Company would need to restructure its operations in order to achieve compliance or obtain an amendment as noncompliance with such covenants would allow the Company's lenders to demand immediate repayment of all outstanding borrowings under the line of credit. Given the inherent uncertainties in estimates and assumptions in making financial projections, there can be no assurance that the Company will satisfy its financial covenants in future periods. In May 2012, the Company's members committed to make additional equity contributions to cure any future EBITDA shortfalls in 2012.

In November 2011, the Company terminated the lease of its Sacramento warehouse. In consideration for the early release from its obligations, the Company agreed to pay the landlord $560,000 plus interest at the rate of 4.5% per year. A promissory note with the landlord was entered into on November 1, 2011 which required an initial payment of $62,500 at the inception of the note and then monthly payments of $12,500 on the first day of each monthly beginning December 1, 2011 and continuing through December 1, 2013. All payments are applied to principal. The entire unpaid balance and all accrued interest is due and payable on January 1, 2014.

Aggregate maturities of outstanding borrowings and advances are as follows:

2012	$	150,000
2013		1,483,330
2014		10,416,818
	$	12,050,148

8. Income Taxes

Income tax benefit (provision) for the years ended December 31, 2011, January 1, 2011 and December 26, 2009 is comprised of the following:

	2011	2010	2009
Current			
Federal	$ (1,409)	$ —	$ —
State	(54,849)	(57,665)	(88,057)
Foreign	—	—	(208,035)
	(56,258)	(57,665)	(296,092)
Deferred			
Federal	1,747,069	(158,699)	(90,709)
State	586,145	(8,538)	(20,124)
	2,333,214	(167,237)	(110,833)
	$ 2,276,956	$ (224,902)	$ (406,925)

The components of net deferred taxes are as follows:

	2011	2010
Deferred tax assets		
Inventories	$ 54,230	$ 63,903
Net operating loss carryforwards	236,522	556,754
Amortization	1,750,169	—
	2,040,921	620,657
Deferred tax liabilities		
Depreciation	(585,370)	(774,221)
Amortization	—	(724,098)
	(585,370)	(1,498,319)
Net deferred tax asset (liability)	$ 1,455,551	$ (877,662)

The Company made cash payments (net of refunds) for income taxes of approximately $60,000, $66,000 and $262,000 in 2011, 2010 and 2009, respectively.

The Company has gross federal net operating loss carry forwards of approximately $642,000 and state net operating loss carry forwards totaling approximately $363,000 at December 31, 2011 which begin to expire in 2026.

The Company filed returns for prior years under a voluntary disclosure program with the Canadian government. As a result of those filings, the Company paid $208,035 in Canadian income taxes during 2009. Going forward, the Company will not be required to pay Canadian income taxes due to a treaty which provides an exemption for companies without a permanent business establishment in Canada.

9. Commitments and Contingencies

The Company leases property and equipment under noncancelable capital and operating lease agreements with various expiration dates through April 2019.

The following is a schedule, by year, of the future minimum payments under capital and operating leases as of December 31, 2011:

	Capital Leases	Operating Leases
Year Ending		
2012	$ 425,391	$ 879,647
2013	267,593	616,520
2014	90,553	607,511
2015	16,690	564,593
2016	2,946	540,604
Total minimum payments	803,173	$ 3,208,876
Less: Current portion of capital lease obligation	425,391	
Long-term capital lease obligation	$ 377,782	

Rent expense for the years ended December 31, 2011, January 1, 2011 and December 26, 2009 was approximately $4,026,000, $4,629,000 and $4,828,000 respectively.

The Company has no future capital expenditure commitments outstanding at December 31, 2011.

Other contingent liabilities with respect to product liabilities, legal proceedings and other matters arise in the normal course of business from time to time. The Company recorded liabilities totaling $2.2 million at December 26, 2009 related to product liability claims. These claims were settled during 2010 and the remaining accrual was reversed and recorded as a reduction of selling, general and administrative expenses in the statements of comprehensive income (loss). In the opinion of management, no such matters exist which, in the event of an unfavorable outcome, would have a material effect on the Company's financial position, results of operations and cash flows.

10. Intangible Assets and Goodwill

The following table summarizes the Company's intangible assets subject to amortization as of December 31, 2011 and January 1, 2011:

	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Estimated Amortizable Life (years)
2011				
Customer list	$ 2,812,000	$ 1,109,178	$ 1,702,822	15
Patents	1,721,460	770,496	950,964	20
Non-compete agreement	314,000	314,000	—	5
Total	$ 4,847,460	$ 2,193,674	$ 2,653,786	
2010				
Customer list	$ 2,812,000	$ 921,711	$ 1,890,289	15
Patents	1,714,868	692,014	1,022,854	20
Non-compete agreement	314,000	310,600	3,400	5
Total	$ 4,840,868	$ 1,924,325	$ 2,916,543	

The following table summarizes the Company's goodwill as of December 31, 2011 and January 1, 2011:

	Gross Carrying Amount	Impairment	Accumulated Amortization	Net Carrying Amount
2011				
Goodwill	$ 10,180,421	$ 10,180,421	$ —	$ —
Total	$ 10,180,421	$ 10,180,421	$ —	$ —
2010				
Goodwill	$ 10,180,421	$ —	$ —	$ 10,180,421
Total	$ 10,180,421	$ —	$ —	$ 10,180,421

The Company performed its annual goodwill impairment test as of December 31, 2011 and January 1, 2011. Management has determined there to be one reporting unit. The Company determines fair value based on estimated future cash flows the of the Company, discounted by an estimated weighted average cost of capital, which reflects the overall level of inherent risk and the rate of return an outside investor would expect to earn. Determining the fair value of a reporting unit is judgmental in nature and requires the use of significant estimates and assumptions, including revenue growth rates and operating margins, discount rates and future market conditions, among others. The Company's business is closely tied to the performance of the housing markets which have seen significant decline over the past several years. As a result of the challenging conditions, the Company's revenue has declined. In order to reduce costs and maximize efficiencies the Company implemented certain strategic and operational initiatives. For the annual test performed as of January 1, 2011, the estimated fair value of the Company exceeded the carrying value and no impairment was considered present. As a result of continued weakened economic conditions and the resulting lower than anticipated revenues, the annual test performed as of December 31, 2011 resulted in a fair value of the Company that did not exceed the carrying value. Accordingly, management performed step 2 of the impairment test and determined that a full impairment of goodwill was required. The impairment charge of $10,180,421 has been recorded in the accompanying statement of comprehensive income (loss) and members' equity as a component of loss from operations.

Amortization of intangible assets charged to operations amounted to approximately $270,000 for 2011, $327,000 for 2010 and $328,000 for 2009. Estimated amortization expense for each of the next five years and thereafter is as follows:

Year Ending December 31,		Amortization Expense
2012	$	265,000
2013		265,000
2014		265,000
2015		265,000
2016		243,726
Thereafter		1,350,060
Total estimated amortization expense	$	2,653,786

11. Benefit Plans

The Company's overall compensation and benefits program includes a nonqualified incentive bonus program for a select group of employees. Benefits payable under this plan are calculated on the successful execution and completion of certain strategic and financial goals. Liabilities associated with this plan totaled approximately $643,000, $370,000 and $980,000 at December 31, 2011, January 1, 2011 and December 26, 2009, respectively, and is included in accrued liabilities.

The Company has established a long-term incentive plan ("LIP") for certain directors and senior management designed to compensate these individuals for the creation of long-term business value. The Company has accrued $625,000 and $250,000 at December 31, 2011 and January 1, 2011, respectively, for the LIP.

Additionally, the Company sponsors a 401(k) defined contribution plan covering substantially all employees. Each year, participants may contribute amounts up to 15% of pretax compensation. Prior to March 2009, the Company contributed 100% of the first 3% of employee contributions and 50% of the next 2% of employee contributions. In March 2009, the Company's match was suspended. Total contributions to the plan were approximately $335,000, $335,000 and $91,000 during 2011, 2010 and 2009, respectively.

12. Related Party Transactions

The Company, in the normal course of business, incurred various charges from LP and Casella. These expenses, primarily for rent, shared customer rebate incentive programs, and shared personnel, for the years ended December 31, 2011, January 1, 2011 and December 26, 2009 totaled approximately $0, $163,000 and $44,000 respectively.

Additionally, the Company purchased raw materials (recycled newspaper) from FCR Recycling, a subsidiary of Casella, during 2011, 2010 and 2009 of approximately $110,000, $561,000 and $907,000 respectively.

13. Subsequent Events

The Company has performed an evaluation of subsequent events through June 11, 2012, which is the date the consolidated financial statements were made available for issuance.