

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

Amendment No. 2
to
FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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

Delaware
(State or other jurisdiction of
incorporation or organization)

4953
(Primary Standard Industrial
Classification Code Number)

03-0338873
(I.R.S. Employer
Identification Number)

Casella Waste Systems, Inc.
25 Greens Hill Lane
Rutland, Vermont 05701
(802) 772-0325

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

SEE TABLE OF ADDITIONAL REGISTRANTS

John W. Casella
Chairman and Chief Executive Officer
Casella Waste Systems, Inc.
25 Greens Hill Lane
Rutland, Vermont 05701
(802) 772-0325

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

With a copy to:
Jeffrey A. Stein, Esq.
Wilmer Cutler Pickering Hale & Dorr LLP
60 State Street
Boston, MA 02109
(617) 526-6000

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

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

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

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

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

Large accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

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

TABLE OF ADDITIONAL REGISTRANTS

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

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

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

EXPLANATORY NOTE

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

SIGNATURES

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

CASELLA WASTE SYSTEMS, INC.

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

SIGNATURES

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

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

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

SIGNATURES

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

ALL CYCLE WASTE, INC.

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

SIGNATURES

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

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

SIGNATURES

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

ATLANTIC COAST FIBERS, INC.

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

SIGNATURES

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

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

SIGNATURES

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

B. AND C. SANITATION CORPORATION

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

SIGNATURES

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

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

SIGNATURES

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

BRISTOL WASTE MANAGEMENT, INC.

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

SIGNATURES

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

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

SIGNATURES

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

C.V. LANDFILL, INC.

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

SIGNATURES

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

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

SIGNATURES

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

CASELLA ALBANY RENEWABLES, LLC

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

SIGNATURES

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

CASELLA RENEWABLE SYSTEMS, LLC

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

† Casella Albany Renewables, LLC has no directors or managers.

SIGNATURES

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

CASELLA MAJOR ACCOUNT SERVICES, LLC

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

SIGNATURES

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

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

CASELLA WASTE SYSTEMS, INC.

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

John W. Casella
Attorney-in-fact

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

SIGNATURES

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

CASELLA RECYCLING, LLC

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

SIGNATURES

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

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

SIGNATURES

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

CASELLA RENEWABLE SYSTEMS, LLC

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

SIGNATURES

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

CASELLA WASTE SYSTEMS, INC.

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

† Casella Renewable Services, LLC has no directors or managers.

SIGNATURES

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

CASELLA TRANSPORTATION, INC.

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

SIGNATURES

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

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

SIGNATURES

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

CASELLA WASTE MANAGEMENT OF
MASSACHUSETTS, INC.

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

SIGNATURES

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

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

*By: /s/ JOHN W. CASELLA

John W. Casella
Attorney-in-fact

SIGNATURES

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

CASELLA WASTE MANAGEMENT OF N.Y., INC.

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

SIGNATURES

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

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

SIGNATURES

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CASELLA WASTE MANAGEMENT OF
PENNSYLVANIA, INC.

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

SIGNATURES

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

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

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

SIGNATURES

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CASELLA WASTE MANAGEMENT, INC.

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

SIGNATURES

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

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

*By: /s/ JOHN W. CASELLA

John W. Casella
Attorney-in-fact

SIGNATURES

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

CASELLA WASTE SERVICES OF
ONTARIO, LLC

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

SIGNATURES

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

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

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

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

John W. Casella
Attorney-in-fact

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

SIGNATURES

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

CHEMUNG LANDFILL, LLC

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

SIGNATURES

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ JOHN W. CASELLA John W. Casella	President and Secretary (Principal Executive Officer)	December 14, 2012
* Edwin D. Johnson	Vice President and Treasurer (Principal Financial and Accounting Officer)	December 14, 2012
NEW ENGLAND WASTE SERVICES OF N.Y., INC.		
By: /s/ EDWIN D. JOHNSON Edwin D. Johnson <i>Vice President and Treasurer</i>	Sole Member†	December 14, 2012

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

† Chemung Landfill, Inc. has no directors or managers.

SIGNATURES

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

COLEBROOK LANDFILL LLC

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

SIGNATURES

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ JOHN W. CASELLA John W. Casella	President and Secretary (Principal Executive Officer)	December 14, 2012
* Edwin D. Johnson	Vice President and Treasurer (Principal Financial and Accounting Officer)	December 14, 2012
NEW ENGLAND WASTE SERVICES, INC.		
By: /s/ EDWIN D. JOHNSON Edwin D. Johnson <i>Vice President and Treasurer</i>	Sole Member†	December 14, 2012
*By: /s/ JOHN W. CASELLA _____ John W. Casella <i>Attorney-in-fact</i>		

† Colebrook Landfill LLC. has no directors or managers.

SIGNATURES

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

CWM ALL WASTE LLC

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

SIGNATURES

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ JOHN W. CASELLA John W. Casella	President (Principal Executive Officer)	December 14, 2012
* Edwin D. Johnson	Vice President and Treasurer (Principal Financial and Accounting Officer)	December 14, 2012
CASELLA WASTE MANAGEMENT, INC.		
By: /s/ EDWIN D. JOHNSON Edwin D. Johnson <i>Vice President and Treasurer</i>	Sole Member†	December 14, 2012

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

† CWM All Waste LLC has no directors or managers.

SIGNATURES

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

FOREST ACQUISITIONS, INC.

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

SIGNATURES

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

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

SIGNATURES

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

GRASSLANDS INC.

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

SIGNATURES

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

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

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

SIGNATURES

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

GROUNDSCO LLC

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

SIGNATURES

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

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

NEW ENGLAND WASTE SERVICES OF VERMONT, INC.

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

† GroundCo LLC has no directors or managers.

SIGNATURES

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

HAKES C & D DISPOSAL, INC.

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

SIGNATURES

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

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

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

SIGNATURES

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

HARDWICK LANDFILL, INC.

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

SIGNATURES

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

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

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

SIGNATURES

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

HIRAM HOLLOW REGENERATION CORP.

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

SIGNATURES

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

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

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

SIGNATURES

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

KTI BIO FUELS, INC.

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

SIGNATURES

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

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

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

SIGNATURES

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

KTI ENVIRONMENTAL GROUP, INC.

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

SIGNATURES

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

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

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

SIGNATURES

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

KTI NEW JERSEY FIBERS, INC.

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

SIGNATURES

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

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

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

SIGNATURES

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

KTI OPERATIONS INC.

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

SIGNATURES

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

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

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

SIGNATURES

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

KTI SPECIALTY WASTE SERVICES, INC.

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

SIGNATURES

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

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

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

SIGNATURES

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

KTI, INC.

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

SIGNATURES

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

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

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

SIGNATURES

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

MAINE ENERGY RECOVERY COMPANY, LIMITED
PARTNERSHIP

By: KTI Environmental Group, Inc.,
its general partner†

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

SIGNATURES

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

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

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

SIGNATURES

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

NEW ENGLAND WASTE SERVICES OF
MASSACHUSETTS, INC.

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

SIGNATURES

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

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

*By: /s/ JOHN W. CASELLA

John W. Casella
Attorney-in-fact

SIGNATURES

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

NEW ENGLAND WASTE SERVICES OF ME, INC.

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

SIGNATURES

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

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

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

SIGNATURES

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

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

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

SIGNATURES

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

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

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

SIGNATURES

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

NEW ENGLAND WASTE SERVICES OF VERMONT, INC.

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

SIGNATURES

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

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

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

SIGNATURES

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

NEW ENGLAND WASTE SERVICES, INC.

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

SIGNATURES

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

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

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

SIGNATURES

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

NEWBURY WASTE MANAGEMENT, INC.

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

SIGNATURES

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

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

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

SIGNATURES

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

NEWS OF WORCESTER LLC

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

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

SIGNATURES

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

CASELLA WASTE SYSTEMS, INC.

By:

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

Sole Member

December 14, 2012

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

* NEWS of Worcester LLC has no officers or directors.

SIGNATURES

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

NEWSME LANDFILL OPERATIONS LLC

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

SIGNATURES

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

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

NEW ENGLAND WASTE SERVICES OF ME, INC.

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

† NEWSME Landfill Operations LLC has no directors or managers.

SIGNATURES

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

NORTH COUNTRY ENVIRONMENTAL
SERVICES, INC.

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

SIGNATURES

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

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

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

SIGNATURES

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

NORTHERN PROPERTIES CORPORATION OF
PLATTSBURGH

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

SIGNATURES

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

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

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

SIGNATURES

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

PINE TREE WASTE, INC.

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

SIGNATURES

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

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

*By: /s/ JOHN W. CASELLA

John W. Casella
Attorney-in-fact

SIGNATURES

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

RESOURCE WASTE SYSTEMS, INC.

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

SIGNATURES

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

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

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

SIGNATURES

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

SCHULTZ LANDFILL, INC.

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

SIGNATURES

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

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

*By: /s/ JOHN W. CASELLA

John W. Casella
Attorney-in-fact

SIGNATURES

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

SOUTHBRIDGE RECYCLING & DISPOSAL
PARK, INC.

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

SIGNATURES

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

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

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

SIGNATURES

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

SUNDERLAND WASTE MANAGEMENT, INC.

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

SIGNATURES

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

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

*By: /s/ JOHN W. CASELLA

John W. Casella
Attorney-in-fact

SIGNATURES

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

THE HYLAND FACILITY ASSOCIATES

By: Casella Waste Management of N.Y., Inc.
its managing partner†

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

SIGNATURES

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

CASELLA WASTE MANAGEMENT OF N.Y., INC.

BY: /s/ JOHN W. CASELLA John W. Casella <i>President and Director</i>	General Partner†	December 14, 2012
/s/ JOHN W. CASELLA John W. Casella	Director of Casella Waste Management of N.Y., Inc.	December 14, 2012
* Douglas R. Casella	Director of Casella Waste Management of N.Y., Inc.	December 14, 2012

*By: /s/ JOHN W. CASELLA

John W. Casella
Attorney-in-fact

† The Hyland Facility Associates has no officers or directors.

SIGNATURES

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

U.S. FIBER, LLC

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

SIGNATURES

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

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

*By: /s/ JOHN W. CASELLA

John W. Casella
Attorney-in-fact

SIGNATURES

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

WASTE-STREAM INC.

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

SIGNATURES

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

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

*By: /s/ JOHN W. CASELLA

John W. Casella
Attorney-in-fact

SIGNATURES

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

WINTERS BROTHERS, INC.

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

SIGNATURES

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

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

*By: /s/ JOHN W. CASELLA

John W. Casella
Attorney-in-fact

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
3.1	Second Amended and Restated Certificate of Incorporation of the Registrant, as amended (incorporated herein by reference to Exhibit 3.1 to the quarterly report on Form 10-Q of the Registrant, as filed December 7, 2007 (file no. 000-23211)).
3.2	Third Amended and Restated By-Laws of the Registrant, (incorporated herein by reference to Exhibit 3.1 to the quarterly report on Form 8-K of the Registrant as filed February 27, 2009 (file no. 000-23211)).
3.3	Articles of Incorporation of All Cycle Waste, Inc., as amended (Incorporated herein by reference to Exhibit 3.1 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.4	By-Laws of All Cycle Waste, Inc. (Incorporated herein by reference to Exhibit 3.2 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.5	Certificate of Incorporation of Atlantic Coast Fibers, Inc., as amended. (Incorporated herein by reference to Exhibit 3.5 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.6	By-Laws of Atlantic Coast Fibers, Inc. (Incorporated herein by reference to Exhibit 3.6 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.7	Certificate of Incorporation of B. and C. Sanitation Corporation, as amended. (Incorporated herein by reference to Exhibit 3.7 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.8	Amended and Restated By-Laws of B. and C. Sanitation Corporation. (Incorporated herein by reference to Exhibit 3.8 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.9	Articles of Association of Bristol Waste Management, Inc. (Incorporated herein by reference to Exhibit 3.11 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.10	By-Laws of Bristol Waste Management, Inc. (Incorporated herein by reference to Exhibit 3.12 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.11	Articles of Association of C.V. Landfill, Inc. (Incorporated herein by reference to Exhibit 3.129 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed February 20, 2004 (file no. 333-112996)).
3.12	By-Laws of C.V. Landfill, Inc. (Incorporated herein by reference to Exhibit 3.130 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed February 20, 2004 (file no. 333-112996)).
3.13*	Certificate of Formation of Casella Albany Renewables, LLC.
3.14*	Limited Liability Company Agreement of Casella Albany Renewables, LLC.
3.15*	Articles of Organization of Casella Major Account Services, LLC.
3.16*	Limited Liability Company Agreement of Casella Major Account Services, LLC.

<u>Exhibit Number</u>	<u>Description</u>
3.17*	Certificate of Organization of Casella Recycling, LLC (formerly KTI Recycling of New England, Inc.)
3.18*	Amended and Restated Limited Liability Company Agreement of Casella Recycling, LLC (formerly KTI Recycling of New England, Inc.)
3.19*	Certificate of Formation of Casella Renewable Systems, LLC.
3.20*	Limited Liability Company Agreement of Casella Renewable Systems, LLC.
3.21	Articles of Incorporation of Casella Transportation, Inc. (Incorporated herein by reference to Exhibit 3.19 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.22	By-Laws of Casella Transportation, Inc. (Incorporated herein by reference to Exhibit 3.20 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.23	Articles of Organization of Casella Waste Management of Massachusetts, Inc., as amended. (Incorporated herein by reference to Exhibit 3.21 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.24	By-Laws of Casella Waste Management of Massachusetts, Inc. (Incorporated herein by reference to Exhibit 3.22 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.25	Certificate of Incorporation of Casella Waste Management of N.Y., Inc., as amended. (Incorporated herein by reference to Exhibit 3.23 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.26	By-Laws of Casella Waste Management of N.Y., Inc. (Incorporated herein by reference to Exhibit 3.24 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.27	Articles of Incorporation of Casella Waste Management of Pennsylvania, Inc. (Incorporated herein by reference to Exhibit 3.25 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.28	By-Laws of Casella Waste Management of Pennsylvania, Inc. (Incorporated herein by reference to Exhibit 3.26 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.29	Articles of Association of Casella Waste Management, Inc. (Incorporated herein by reference to Exhibit 3.27 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.30	By-Laws of Casella Waste Management, Inc. (Incorporated herein by reference to Exhibit 3.28 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.31*	Articles of Organization of Casella Waste Services of Ontario LLC.
3.32*	Limited Liability Company Agreement of Casella Waste Services of Ontario LLC.
3.33*	Articles of Organization of Chemung Landfill LLC.
3.34*	Limited Liability Company Agreement of Chemung Landfill LLC.

<u>Exhibit Number</u>	<u>Description</u>
3.35*	Certificate of Formation of Colebrook Landfill LLC.
3.36*	Limited Liability Company Agreement of Colebrook Landfill LLC.
3.37	Certificate of Formation of CWM All Waste LLC. (Incorporated herein by reference to Exhibit 3.131 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed February 20, 2004 (file no. 333-112996)).
3.38*	Limited Liability Company Agreement of CWM All Waste LLC.
3.39	Articles of Incorporation of Forest Acquisitions, Inc. (Incorporated herein by reference to Exhibit 3.49 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.40	By-Laws of Forest Acquisitions, Inc. (Incorporated herein by reference to Exhibit 3.50 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.41	Certificate of Incorporation of Grasslands Inc. (Incorporated herein by reference to Exhibit 3.51 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.42	By-Laws of Grasslands Inc. (Incorporated herein by reference to Exhibit 3.52 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.43	Articles of Organization of GroundCo LLC. (Incorporated herein by reference to Exhibit 3.132 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed February 20, 2004 (file no. 333-112996)).
3.44*	Limited Liability Company Agreement of Ground Co LLC.
3.45	Certificate of Incorporation of Hakes C & D Disposal, Inc. (Incorporated herein by reference to Exhibit 3.53 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.46	By-Laws of Hakes C & D Disposal, Inc. (Incorporated herein by reference to Exhibit 3.54 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.47	Articles of Organization of Hardwick Landfill, Inc. (Incorporated herein by reference to Exhibit 3.133 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed February 20, 2004 (file no. 333-112996)).
3.48	By-Laws of Hardwick Landfill, Inc. (Incorporated herein by reference to Exhibit 3.134 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed February 20, 2004 (file no. 333-112996)).
3.49	Certificate of Incorporation of Hiram Hollow Regeneration Corp. (Incorporated herein by reference to Exhibit 3.55 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.50	By-Laws of Hiram Hollow Regeneration Corp. (Incorporated herein by reference to Exhibit 3.56 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).
3.51	Articles of Incorporation of KTI Bio Fuels, Inc. (Incorporated herein by reference to Exhibit 3.60 to Amendment No. 2 to Form S-4 Registration Statement of Casella Waste Systems, Inc., as filed July 24, 2003 (file no. 333-103106)).

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

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

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

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

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

Filed herewith

† Filed with Registration Statement on November 2, 2012

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



Fox Rothschild LLP
ATTORNEYS AT LAW

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December 14, 2012

Casella Waste Systems, Inc.
25 Green Hill Lane
Rutland, Vermont 05701

Re: Guarantees by wholly-owned New Jersey subsidiaries of Casella Waste Systems, Inc., a Delaware corporation (the “Parent”), of up to \$128,035,000 aggregate principal amount of 7.75% Senior Subordinated Notes due 2019 (the “Exchange Notes”) of the Parent, which are to be issued pursuant to an indenture, dated as of February 7, 2011 (the “Indenture”), among the Parent, the guarantors listed therein and U.S. Bank National Association, as trustee (the “Trustee”), in an exchange offer (the “Exchange Offer”), for a like aggregate principal amount of outstanding 7.75% Senior Subordinated Notes due 2019 as to which such New Jersey subsidiaries are included as guarantors.

Ladies and Gentlemen:

We have served as local New Jersey counsel for the following corporations:

- (i) KTI, Inc., a New Jersey corporation (“KTI”), and
- (ii) KTI Environmental Group, Inc., a New Jersey corporation (“KTIEG”).

KTI and KTIEG are herein sometimes referred to collectively as the “NJ Subsidiaries”). Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Indenture.

This opinion letter (this “Opinion”) is being furnished to you at your request as the Parent in connection with the Registration Statement on Form S-4 (the “Registration Statement”), filed with the United States Securities and Exchange Commission (the “Commission”) relating to the registration under the federal Securities Act of 1933, as amended (the “Securities Act”), of the issuance and exchange of the Exchange Notes in the Exchange Offer.

A Pennsylvania Limited Liability Partnership

California	Colorado	Connecticut	Delaware	District of Columbia
Florida	Nevada	New Jersey	New York	Pennsylvania

In rendering the opinions set forth herein, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents solely:

- (a) The Indenture;
- (b) The form of Exchange Notes;
- (c) The Subsidiary Guarantee of the Exchange Notes, dated October 9, 2012, made by each of the NJ Subsidiaries and the other Guarantors under Article Eleven of the Indenture in favor of the Holder of the Note and the Trustee (the "Guarantee");
- (d) Amendment No. 2 to the Registration Statement;
- (e) The Restated Certificate of Incorporation of KTI (with the previous names of KTI Holdings, Inc. and KTI Environmental Group, Inc.), filed in the Department of State of the State of New Jersey on July 12, 1994, as amended through and including February 7, 2011;
- (f) The Bylaws of KTI as amended through and including February 7, 2011;
- (g) Certificate of Incorporation of KTIEG (with the previous name of Kuhr Technologies, Inc.), filed in the Department of State of the State of New Jersey on November 9, 1962, as amended through and including February 7, 2011;
- (h) The Bylaws of KTIEG as amended through and including February 7, 2011;
- (i) Good Standing Certificate for KTI, certified by the Department of the Treasury of the State of New Jersey on November 29, 2012;
- (j) Good Standing Certificate for KTIEG, certified by the Department of the Treasury of the State of New Jersey on November 29, 2012; and
- (k) Certificate of Secretary of Applicable Subsidiaries, dated December 3, 2012, including Annexes thereto (the "Secretary's Certificate").

The documents in (a) through (c) above are herein referred to as collectively, as the "Transaction Documents." The documents in (e) through (h) above are herein referred to as the "NJ Subsidiary Documents." We call to your attention that we have not examined any court, real estate or commercial financing records. We have also made such examination of law as we have deemed necessary for purposes of this Opinion.

In our examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to the original documents of all documents submitted to us as certified or photocopies, the authenticity of the originals of such latter documents, the accuracy and completeness of all documents and records reviewed by us, the accuracy, completeness and authenticity of each certificate issued by any government official, office or agency and the absence of change in the information contained therein from the effective date of any such certificate.

In rendering this opinion, except for the specific opinions covered by this Opinion, we have relied upon the opinion issued on December 3, 2012 by Wilmer Cutler Pickering Hale and Dorr LLP to you as of such date.

We have assumed that, except to the extent of the specific opinions contained herein applicable to each of the NJ Subsidiaries, each of the NJ Subsidiaries and each of the parties to the Transaction Documents other than the NJ Subsidiaries (collectively, the "Other Parties"), has satisfied all applicable legal requirements necessary to make the Transaction Documents enforceable against it, and each of the Other Parties has complied with all legal requirements pertaining to its status as such status relates to its rights to enforce the Transaction Documents against the NJ Subsidiaries. We have also assumed that the conduct of the parties to the Transaction Documents complies with any requirements of good faith, fair dealing and absence of unconscionability, and there has not been any mutual mistake of fact, fraud, duress or undue influence. We have also assumed that there have been no undisclosed modifications of any document reviewed by us in connection with the rendering of this Opinion and no undisclosed prior waiver of any right or remedy contained in the Transaction Documents.

As to any facts material to our opinions expressed herein, we have relied upon the representations and warranties of the NJ Subsidiaries contained in the Transaction Documents and upon the Secretary's Certificate with respect to certain factual matters. In this regard, we have assumed: (i) the due authorization, execution and delivery of the Transaction Documents by all of the Other Parties thereto; (ii) that all of the Other Parties thereto have full power and legal right to enter into the Transaction Documents and to consummate the transactions contemplated thereby; and (iii) that the Transaction Documents constitute a legal, valid and binding obligation of each of the NJ Subsidiaries and each of the Other Parties thereto.

To the extent that a statement herein is qualified by the phrases "to our knowledge" or "known to us," or by similar phrases, it is intended to indicate that, during the course of our representation of the NJ Subsidiaries in connection with the Transaction Documents, no information that would give us current actual knowledge of the inaccuracy of such statement has come to the attention of those attorneys presently in this firm who have rendered substantive legal services in connection with the representation of the NJ Subsidiaries with respect to the Transaction Documents. However, we have not undertaken any independent investigation or review to determine the accuracy of any such statement, and any limited inquiry undertaken by us during the preparation of this Opinion should not be regarded as such an investigation or review. No inference as to our knowledge of any matters bearing on the accuracy of any such statement should be drawn from the fact of our representation of the NJ Subsidiaries.

This Opinion is limited in all respects to the laws of the State of New Jersey and we express no opinion as to the laws of any other jurisdiction.

Based upon and subject to the foregoing and the qualifications hereinafter set forth, we are of the opinion that:

1. Based solely upon the Good Standing Certificate in (i) above, KTI is a corporation duly incorporated and in good standing under the laws of the State of New Jersey.
2. Based solely upon the Good Standing Certificate in (j) above, KTIEG is a corporation duly incorporated and in good standing under the laws of the State of New Jersey.
3. Each of KTI and KTIEG has the corporate power to carry on any lawful business for which a corporation may be formed in the State of New Jersey and to execute and deliver the Transaction Documents and to perform its obligations thereunder.
4. The execution and delivery by each of KTI and KTIEG of the Transaction Documents to which it is a party and the performance by each of them of its obligations thereunder have been duly authorized by all necessary corporate action of each of KTI and KTIEG.
5. The Transaction Documents to which each of KTI and KTIEG is a party have been duly executed and delivered by each of them.
6. The execution and delivery by each of KTI and KTIEG of the Transaction Documents to which it is a party and the performance by each of them of its obligations thereunder do not: (i) violate any of the terms, conditions or provisions of its respective NJ Subsidiary Documents; (ii) violate any New Jersey law applicable to KTI or KTIEG; or (iii) to our knowledge, violate any order, rule or regulation of any New Jersey governmental authority or agency having jurisdiction over KTI or KTIEG or its respective properties or by which it is bound.
7. No consent, authorization, approval, license, permit or other action by, and no notice to or filing with, any New Jersey governmental authority or judicial or regulatory body is required (or, if required, such consent, authorization, approval, license, permit, action, notice or filing has been duly made or obtained) for the due execution and delivery and performance of the obligations of each of KTI and KTIEG under the Transaction Documents, or the consummation of the transactions contemplated thereby.
8. No taxes or other charges, including, without limitation, intangible or documentary stamp taxes, recording taxes, transfer taxes or similar charges, are payable to New Jersey on account of the execution and delivery by each of KTI and KTIEG of the Transaction Documents or the creation of the indebtedness evidenced under the Transaction Documents.

Our opinions expressed above are subject to the following additional qualifications:

(a) We express no opinion as to the effect of any law, rule or regulation concerning securities; trademarks, patents, copyrights and trade secrets; antitrust; taxes; pollution, hazardous substances or environmental protection; zoning, land use, building, or construction; labor; or protection of disabled persons or occupational health and safety in respect of the transactions contemplated by or referred to in any of the Transaction Documents, or as to any statutes, ordinances, administrative decisions, rules or regulations of any county, town, municipality or special political subdivision (whether created or enabled through legislative action at the state or regional level).

(b) We express no opinion as to the existence of or title to property or encumbrances thereon, the description of any property or the creation or the perfection of any security interest or the priority of any security interest or the perfection or the priority of any mortgage or other lien.

(c) Our opinions in paragraph 7 above as to compliance with certain statutes, rules and regulations and as to required permits, consents or approvals of, authorizations by, or registrations, declarations or filings with certain governmental authorities are based upon a review (as limited by (a) above) of those New Jersey statutes, rules and regulations which, in our experience, are normally applicable to transactions of the type contemplated by the Transaction Documents.

(d) Our opinion is based upon and relies upon the current status of law, and in all respects is subject to and may be limited by future legislation or case law.

The opinions expressed herein represent our reasonable professional judgment as to the matters of law addressed herein, based upon the facts presented or assumed, and are not guarantees that a court will reach any particular result.

This Opinion is limited to the matters stated herein, and no opinion is implied or may be inferred beyond the matters expressly stated. This Opinion is given as of the date hereof, and we expressly disclaim any obligation to update or supplement our opinions contained herein to reflect any facts or circumstances that may hereafter come to our attention or any changes in laws that may hereafter occur.

It is understood that this opinion is to be used only in connection with the Exchange Offer and exchange of the Exchange Notes while the Registration Statement is in effect.

Casella Waste Systems, Inc.
December 14, 2012
Page 6 of 6

We hereby consent to the filing of this Opinion with the Commission as an exhibit to Amendment No. 2 to the Registration Statement filed by the Parent in connection with the registration of the Exchange Notes, and to the use of our name therein and in the related prospectus under the caption "Legal Matters." In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Fox Rothschild LLP

December 14, 2012

Casella Waste Systems, Inc.
25 Green Hill Lane
Rutland, Vermont 05701

Re: Vermont Guarantors that are Additional Registrants to the Registration Statement dated November 2, 2012 issued by CASELLA WASTE SYSTEMS, INC.

Ladies and Gentlemen:

We act as special counsel to the following Vermont entities (collectively, the "Vermont Guarantors" and each, a "Vermont Guarantor"):

1. All Cycle Waste, Inc.
2. Bristol Waste Management, Inc.
3. C.V. Landfill, Inc.
4. Casella Waste Management, Inc.
5. New England Waste Services, Inc.
6. New England Waste Services of Vermont, Inc.
7. Newbury Waste Management, Inc.
8. Sunderland Waste Management, Inc.
9. Winters Brothers, Inc.
10. Casella Transportation, Inc.
11. Casella Major Account Services, LLC

The first ten Vermont Guarantors listed above are Vermont corporations and are referred to as the "Corporate Vermont Guarantors". The remaining Vermont Guarantor is a Vermont limited liability company and is referred to as the "LLC Vermont Guarantor".

This opinion is furnished to you in connection with the Registration Statement on Form S-4, as amended (the "Registration Statement"), filed with the Securities and Exchange Commission (the "Commission") relating to the registration under the Securities Act of 1933, as amended (the "Securities Act"), of the issuance and exchange of up to \$128,035,000 aggregate principal amount of 7.75% Senior Subordinated Notes due 2019 (the "Exchange Notes") of Casella Waste Systems, Inc., a Delaware corporation (the "Company"). The Exchange Notes are to be issued pursuant to an indenture, dated as of February 7, 2011, among the Company, the guarantors listed therein and U.S. Bank National Association, as trustee (the "Trustee") (the "Indenture").

For the purpose of this opinion, we have examined and relied upon originals or copies, certified or otherwise identified to our satisfaction, of the following documents:

- a) The Articles of Association or Articles of Incorporation (as amended, if applicable), as the case may be, of each Corporate Vermont Guarantor;
- b) The Articles of Organization of the LLC Vermont Guarantor;
- c) Each Corporate Vermont Guarantor's Bylaws;
- d) The LLC Vermont Guarantor's Limited Liability Company Operating Agreement;
- e) The resolutions adopted by the directors of each Corporate Vermont Guarantor and by the member of the LLC Vermont Guarantor authorizing each Vermont Guarantor to execute the Transaction Documents to which it is a party and to take the actions contemplated therein;
- f) Certificates of Good Standing regarding each of the Vermont Guarantors issued by the Vermont Secretary of State dated November 28, 2012 (the "Good Standing Certificates");
- g) A certificate dated as of December 3, 2012 and executed by an officer of each Vermont Guarantor certifying certain factual matters (the "Officer's Certificates");
- h) The Registration Statement;
- i) The Indenture;
- j) The Exchange Notes; and
- k) The Subsidiary Guarantee of the Exchange Notes.

Documents (a) through (g) are referred to collectively as the "Business Entity Documents." Copies of Documents (a) through (d) were provided to us by an associate general counsel for Casella Waste Systems, Inc., and we have relied on Casella Waste Systems, Inc. to provide us with true and complete copies of such documents. Documents (h) through (k) are referred to collectively as the "Transaction Documents." The Business Entity Documents and the Transaction Documents are referred collectively as the "Documents."

In rendering the opinions set forth below, we have, with your consent, relied only upon the examination of the Documents and have made no independent verification or investigation as to the factual matters set forth in the Documents.

In our examination, we have assumed the genuineness of all signatures, the legal competence of all natural persons signing documents, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies, email and facsimile transmissions thereof, and the authenticity of the originals of such documents. We have assumed that the Business Entity Documents provided to us are complete and current.

We express no opinion as to the laws of any jurisdiction other than the State of Vermont and the federal laws applicable to the State of Vermont. The opinions expressed herein are made as of the date of this opinion, and are limited to the laws of effect on the date of this opinion.

We are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. Furthermore, we express no opinion (i) as to any federal or state securities or blue sky laws, including without limitation, the securities laws of the State of Vermont, (ii) as to the tax good standing of the Vermont Guarantors in any jurisdiction, including without limitation, the State of Vermont, (iii) as to the enforceability of the Transaction Documents, (iv) as to the permissibility of the method of the computation of interest made pursuant to the Transaction Documents, and (v) as to the permissibility of any charges made pursuant to the Transaction Documents. Additionally, we have, with your consent, assumed and relied to the extent we have deemed appropriate upon the following:

A) the accuracy and completeness of all certificates and other statements, documents, and records reviewed by us, and the accuracy and completeness of all representations, warranties, schedules, and exhibits contained in the Transaction Documents, with respect to the factual matters set forth therein; and

B) each Transaction Document constitutes the legal, valid, and binding obligation of each party thereto enforceable against such party in accordance with its terms.

We have not undertaken any independent investigation, examination, or inquiry to determine the existence or absence of any facts (and have not caused the review of any court files or indices), and no inference as to our knowledge concerning any facts should be drawn as a result of the limited representation undertaken by us.

No specific assumption or qualification contained herein may be interpreted to restrict the generality of an assumption or qualification expressed in general terms that may include the subject matter of such specific assumption or qualification.

Based upon and subject to the foregoing, we are of the opinion that:

1. Each Vermont Guarantor has been duly organized and is validly existing and in good standing under the laws of the State of Vermont.
2. Each Vermont Guarantor has the corporate or limited liability company power, as the case may be, and authority to own, lease, and operate its properties and to conduct its business as described in the Registration Statement and to enter into and to perform its obligations under each of the Transaction Documents. Based solely upon the Officer's Certificates and the copies of executed Transaction Documents provided to us, the Transaction Documents have been duly authorized by all requisite corporate or limited liability company action, duly authorized, duly executed and delivered by each Vermont Guarantor.

Casella Waste Systems, Inc.

December 14, 2012

Page 4 of 4

3. The execution and delivery of, and each Vermont Guarantor's performance of its obligations under, the Transaction Documents do not conflict with or breach any Vermont Guarantor's Articles of Incorporation, Articles of Organization, bylaws, limited liability company operating agreement, or other organizational or governing documents and do not violate the provisions of any law, rule, regulation or administrative or court decree of the State of Vermont.
4. The Guarantees of the Notes by the Vermont Guarantors are in the respective forms contemplated by the Indenture, have been duly authorized for issuance pursuant to the Registration Rights Agreement and the Indenture and have been duly executed by each Vermont Guarantor.

We are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing statutes, rules, regulations, and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments that might affect any matters or opinions set forth herein.

It is understood that this opinion is to be used only in connection with the Exchange Offer and exchange of the Exchange Notes while the Registration Statement is in effect. We hereby consent to the filing of this opinion with the Securities and Exchange Commission as an exhibit to Amendment No. 2 to the Registration Statement on Form S-4, filed by the Company in connection with the registration of the Exchange Notes, and to the use of our name therein and in the related prospectus under the caption "Legal Matters." In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

PAUL FRANK + COLLINS P.C.

/s/ Paul Frank + Collins P.C.



December 14, 2012

Casella Waste Systems, Inc.
25 Green Hill Lane
Rutland, Vermont 05701

Re: Subsidiary Guarantee of Casella Waste Management of Pennsylvania, Inc.

Ladies and Gentlemen:

We have acted as special Pennsylvania counsel to Casella Waste Management of Pennsylvania, Inc., a Pennsylvania corporation (the "**Company**") in connection with the Subsidiary Guarantee (defined below). This Opinion Letter is being delivered to the addressee (the "**Opinion Recipient**") in connection with the Registration Statement on Form S-4 (the "**Registration Statement**"), filed with the Securities and Exchange Commission (the "**Commission**") relating to the registration under the Securities Act of 1933, as amended, of the issuance and exchange of up to \$128,035,000 aggregate principal amount of 7.75% Senior Subordinated Notes due 2019 (the "**Exchange Notes**") of Casella Waste Systems, Inc., a Delaware corporation ("**Parent**"). The Exchange Notes are to be issued pursuant to an Indenture, dated as of February 7, 2011, among Parent, the guarantors listed therein and U.S. Bank National Association, as trustee (the "**Indenture**").

A. DOCUMENTS EXAMINED

In rendering our Opinions, we have made no investigation or inquiry other than review of the following documents:

1. The Subsidiary Guarantee dated October 9, 2012 by the Company and the other Guarantors party thereto in favor of the holders of the Exchange Notes (the "**Subsidiary Guarantee**").
2. The Indenture.
3. The forms of Exchange Notes.
4. The Subsistence Certificate of the Company issued by the Commonwealth of Pennsylvania Department of State on November 27, 2012 (the "**Subsistence Certificate**").

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5. The Certificate of Secretary of Applicable Subsidiaries dated December 3, 2012 (the "**Secretary Certificate**"), and the Written Action of the Subsidiaries of Casella Waste Systems, Inc. dated September 12, 2012 (the "**Resolutions**") and the Incumbency Certificate, each as attached to the Secretary Certificate.

6. The Articles of Incorporation of the Company filed with the Department of State of the Commonwealth on January 17, 1997, and the Statements of Change of Registered Office filed with the Department of State of the Commonwealth on May 9, 2011, January 21, 2005 and January 26, 2006.

7. The By-Laws of the Company adopted January 17, 1997.

8. Amendment No. 2 to the Registration Statement on Form S-4 to be filed with the Commission on December 14, 2012 relating to the registration of the Exchange Notes of Parent.

B. ASSUMPTIONS, QUALIFICATIONS AND EXCLUSIONS

In rendering our Opinions we have made the assumptions listed on Exhibit A. Our Opinions are subject to the qualifications and exclusions listed on Exhibit B.

C. OPINIONS

Based upon and subject to such assumptions, qualifications and exclusions, we are of the opinion that:

1. The Company is a corporation presently subsisting under the laws of the Commonwealth of Pennsylvania (the "**Commonwealth**").

2. The Company (a) has the corporate power to execute, deliver and perform the Subsidiary Guarantee, (b) has obtained all corporate authorizations and approvals which are necessary for it to execute, deliver and perform the Subsidiary Guarantee and (c) has duly executed and delivered the Subsidiary Guarantee.

We hereby consent to the filing of this Opinion Letter with the Commission as an exhibit to Amendment No. 2 to the Registration Statement on Form S-4, filed by Parent in connection with the registration of the Exchange Notes, and to the use of our name therein and in the related prospectus under the caption "Legal Matters".

This Opinion Letter is given solely as of the date hereof and is limited to the matters expressly set forth herein. This Opinion Letter is subject to future changes in applicable law, and we do not undertake to update this Opinion Letter. It is understood that this Opinion Letter is to be used only in connection with the exchange of the Exchange Notes while the Registration Statement is in effect.

Very truly yours,

/s/ COHEN & GRIGSBY, P.C.

COHEN & GRIGSBY, P.C.

ASSUMPTIONS

1. Each document submitted to us for review and each document obtained by us from any governmental authority is accurate and complete, each such document that is an original is authentic, each such document that is a copy conforms to an authentic original and all signatures on each such document are genuine. All official public records from which any such document, or the information contained in any such document, was obtained are accurate and complete and have been properly indexed and filed.

2. There are no agreements or understandings among the parties, written or oral, and there is no usage of trade or course of dealing among the parties that would, in either case, define, supplement or qualify the terms of the Subsidiary Guarantee.

3. All natural persons involved in the transactions contemplated by the Subsidiary Guarantee on the Company's behalf have sufficient legal capacity to carry out their roles in such transactions, and any signatures of such persons on the Subsidiary Guarantee or any certificate delivered in connection therewith are genuine.

4. An executed original of the Subsidiary Guarantee has been delivered to the person(s) to whom the Subsidiary Guarantee is required to be delivered under the terms of the Indenture.

5. The Exchange Notes are the "Exchange Notes" referred to in the Resolutions.

QUALIFICATIONS AND EXCLUSIONS

1. With respect to our Opinion in Paragraph C-1, we have relied exclusively upon the Subsistence Certificate without investigation.
2. With respect to our Opinions in Paragraph C-2, we have relied exclusively upon the Secretary Certificate, without investigation, insofar as the factual matters certified to therein relate to any of our Opinions herein.
3. Unless otherwise specifically addressed, our Opinions are subject to the qualification that no opinion is given with respect to the following legal issues:
 - (a) the applicability of, or compliance with, federal or state laws or regulations relating to securities regulation, antitrust, unfair competition, employee benefits, protection of the environment, land use, tax matters, public or employee health or safety, intellectual property, labor matters, usury, anti-terrorism, money laundering, filing or notice requirements or fraudulent transfer or conveyance;
 - (b) the applicability of, or compliance with, any federal or state statutes of general application to the extent that they provide for criminal prosecution;
 - (c) the applicability of, or compliance with, any county, city, municipality, borough, town, village or township law or regulation;
 - (d) the creation, attachment, perfection, priority or enforceability of any lien or security interest; or
 - (e) title to any real or personal property.
4. We are members of the Bar of the Commonwealth, and our Opinions expressed herein are limited to the laws of the Commonwealth and the United States, in each case as currently in effect, and we assume no responsibility as to the applicability to the matters covered hereby of the laws of any other jurisdiction. To the extent that the Subsidiary Guarantee, the Indenture, or the Exchange Notes or any of the transactions contemplated thereby are governed by the laws of a jurisdiction other than the Commonwealth, our Opinions herein as they relate to such items are given as if the laws of the Commonwealth govern such items; we express no opinion as to the jurisdiction whose laws actually govern such items.



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December 14, 2012

Casella Waste Systems, Inc.
25 Green Hill Lane
Rutland, VT 05701

Re: Casella Waste Systems, Inc. 7^{3/4}% Senior Subordinated Notes Due 2019

Ladies and Gentlemen:

We have acted as special Maine counsel for the guarantors listed on Exhibit A attached hereto (the "Maine Guarantors"), in connection with the issuance and exchange of up to \$128,035,000 aggregate principal amount of 7^{3/4}% Senior Subordinated Notes due 2019 (the "Exchange Notes") of Casella Waste Systems, Inc., a Delaware corporation ("Casella"). The Exchange Notes are being issued under the Indenture, dated as of February 7, 2011 (the "Indenture"), among Casella, the Maine Guarantors and the other guarantors named therein, and U.S. Bank National Association, as trustee (the "Trustee"). Each of the Maine Guarantors is providing a guarantee of the Exchange Notes (collectively, the "Guarantees") as set forth in the indenture. The Exchange Notes are to be issued in an exchange offer for a Like aggregate principal amount of currently outstanding 7.75% Senior Subordinated Notes due 2019 of Casella. This opinion is furnished to you in connection with the Registration Statement on Form S-4 (the "Registration Statement"), filed with the Securities and Exchange Commission (the "Commission") relating to the registration under the Securities Act of 1933, as amended (the "Securities Act"), of the issuance and exchange of the Exchange Notes.

For purposes of giving the opinions hereinafter set forth, our examination of documents has been limited to the examination of originals or copies of the following:

- (a) The Articles of Incorporation of each Maine Guarantor that is a corporation, as certified by the office of the Secretary of State of the State of Maine (the "Secretary of State"), on February 3, 2011 (the "Articles of Incorporation");
- (b) The Bylaws of each Maine Guarantor that is a corporation as amended to date (as so amended, the "Bylaws");
- (c) The unanimous written consent of the board of directors of each Maine Guarantor that is a corporation, dated as of September 12, 2012, relating to certain matters (the "Board Consents");
- (d) The Articles of Organization and the Certificate of Formation of each Maine Guarantor that is a limited liability company, as certified by the Secretary of State on February 3, 2011 (the "Articles of Organization");
- (e) The operating agreement of each Maine Guarantor that is a limited liability company, as amended to date (as so amended, the "Operating Agreements");

(f) The Certificate of Limited Partnership of each Maine Guarantor that is a limited partnership, as certified by the Secretary of State on February 3, 2011 (the "Partnership Certificates");

(g) The limited partnership agreement of each Maine Guarantor that is a limited partnership, as amended to date (as so amended, the "Partnership Agreements");

(h) The unanimous written consent of the members of each Maine Guarantor that is a limited liability company, dated as of September 12, 2012, relating to certain matters (the "Member Consents");

(i) The unanimous written consent of the general partner(s) of each Maine Guarantor that is a limited partnership, dated as of September 12, 2012, relating to certain matters (the "Partner Consents" and, together with the Board Consents and the Member Consents, the "Consents");

(j) The Indenture;

(k) The Guarantees; and

(l) A Certificate of Good Standing for each Maine Guarantor, dated November 27, 2012, obtained from the Secretary of State (the "Certificates").

For purposes of this opinion, we have not reviewed any documents other than the documents listed in paragraphs (a) through (l) above and the Certificate of Secretary of Applicable Subsidiaries relating to the Maine Guarantors and other direct or indirect subsidiaries of affiliates of Casella, dated December 3, 2012 (the "Secretary's Certificate"). In particular, we have not reviewed any document (other than the documents listed in paragraphs (a) through (l) above and the Secretary's Certificate) that is referred to in or incorporated by reference into the documents reviewed by us. We have assumed that there exists no provision in any document that we have not reviewed that is inconsistent with the opinions stated herein.

We have assumed (a) the authenticity and completeness of documents purporting to be originals (whether examined in original or copy form), the conformity to originals of documents purporting to be photostatic copies of originals, and the genuineness of all signatures, (b) the accuracy and completeness of all statements contained in certificates of public officials, upon which we have relied in preparing this opinion, and (c) the completeness of all corporate, limited liability company or limited partnership records of the Maine Guarantors furnished to us, but which on their face appear to be complete.

In rendering the opinions set forth herein, we have also, with your approval, assumed the accuracy and completeness of all factual representations made by the parties in the Indenture and all statements of fact made to us by the Maine Guarantors. As to certain matters of fact, we have relied solely on factual representations by the Maine Guarantors, including the Secretary's Certificate, certifying as to the Consents, the Articles of Incorporation, the Bylaws, the Articles of Organization, the Operating Agreements, the Partnership Certificates, the Partnership Agreements and certain other matters, as specified therein, and our opinion is, therefore, as to such factual matters, based solely thereon. We have not undertaken any independent investigation to verify any matters of fact, representations or statements made to us.

This opinion is limited to the laws of the State of Maine, and we have not considered and express no opinion on the laws of any other jurisdiction, including federal Laws and rules and regulations relating thereto. Our opinions are rendered only with respect to Maine laws and rules, regulations and orders thereunder that are currently in effect. The opinions below are not intended to, and do not, address the enforceability as against the Maine Guarantors of any obligation contained in or arising under the Indenture or the Guarantees.

Our opinion expressed in paragraph 1 below as to the due organization, valid existence and good standing of the Maine Guarantors in the State of Maine is based solely upon the Certificates, is rendered as of the date of such Certificates, and is limited accordingly. We render no opinion as to the tax good standing of any of the Maine Guarantors in any jurisdiction.

Based upon the foregoing, and upon our examination of such questions of law and statutes of the State of Maine as we have considered necessary or appropriate, and subject to the assumptions, qualifications, limitations and exceptions set forth herein, we are of the opinion that:

1. Each Maine Guarantor has been duly organized and is validly existing as a corporation, limited liability company or limited partnership, as the case may be, in good standing under the laws of the State of Maine.

2. Each Maine Guarantor has corporate, limited liability company or limited partnership (as the case may be) power and authority to enter into and perform its obligations under the Guarantees.

3. The Guarantees have been duly authorized for issuance pursuant to the Indenture and have been duly executed and delivered by each Maine Guarantor.

This opinion is subject to the following assumptions, exceptions and qualifications:

The opinions expressed and the statements made herein are expressed and made as of the time of issuance of the Exchange Notes on the date hereof and we assume no obligation to advise you of changes in law, fact or other circumstances (or the effect thereof on such opinions or statements) that may come to our attention after such time.

We hereby consent to the filing of this opinion with the Commission as an exhibit to Amendment No. 2 to the Registration Statement, filed by the Casella in connection with the registration of Exchange Notes, and to the use of our name therein and in the related prospectus under the caption "Legal matters."

Very truly yours,

PIERCE ATWOOD LLP

By: /s/ David J. Champoux
A Partner

EXHIBIT A

The Maine Guarantors

- KTI Bio Fuels, Inc. Maine corporation
- KTI Specialty Waste Services, Inc. Maine corporation
- New England Waste Services of ME, Inc. Maine corporation
- Pine Tree Waste, Inc. Maine corporation
- NEWSME Landfill Operations LLC Maine limited liability company
- Maine Energy Recovery Company, Limited Partnership Maine limited partnership
- Casella Recycling, LLC Maine limited liability company

BRYAN K. GOULD, ESQUIRE
603-224-7761 EXT. 237

TWO CAPITAL PLAZA, P.O. BOX 1137
CONCORD, NEW HAMPSHIRE 03302-1137

December 14, 2012

Casella Waste Systems, Inc.
25 Greens Hill Lane
Rutland, Vermont 05701

Re: Casella Waste Systems, Inc. (the "Company")
Form S-4 Registration Statement Filed on November 2, 2012

Dear Ladies and Gentlemen:

We are special local counsel to Colebrook Landfill LLC, CWM All Waste LLC (collectively, the "New Hampshire LLCs"), and Forest Acquisitions, Inc. (the "New Hampshire Corporation"). Each of the New Hampshire LLCs and the New Hampshire Corporation (collectively, the "New Hampshire Subsidiaries") is a subsidiary of the Company.

This opinion is furnished to you in connection with the Registration Statement on Form S-4 (the "Registration Statement"), filed with the Securities and Exchange Commission (the "Commission") relating to the registration under the Securities Act of 1933, as amended (the "Securities Act"), of the issuance and exchange of up to \$128,035,000 aggregate principal amount of 7.75% Senior Subordinated Notes due 2019 (the "Exchange Notes") of the Company. The Exchange Notes are to be issued pursuant to an indenture, dated as of February 7, 2011, among the Company, the guarantors listed therein and U.S. Bank National Association, as trustee (the "Trustee") (the "Indenture").

In rendering this opinion, we have examined the following documents and instruments:

1. Certificate of Secretary of Applicable Subsidiaries (including, among others, the New Hampshire Subsidiaries) dated as of October 9, 2012, and executed by John W. Casella as Secretary, together with Annexes A, B, and C thereto;
2. Certificate of Secretary of Applicable Subsidiaries (including, among others, the New Hampshire Subsidiaries) dated as of December 3, 2012, and executed by John W. Casella as Secretary, together with Annexes A, B, C, and D thereto;

TELEPHONE: 1-800-370-7761

FAX: 603-224-6457

EMAIL: GOULDB@CWBPA.COM

3. Subsidiary Guarantee dated October 9, 2012 (the "Subsidiary Guarantee"), and executed by Edwin Johnson as Vice-President and Treasurer on behalf of the New Hampshire Subsidiaries, among others;
4. The Indenture;
5. Certificates of Legal Existence for each of the New Hampshire Subsidiaries from the New Hampshire Secretary of State, dated November 28, 2012;
6. Articles of Incorporation and Certificates of Formation, as applicable, for each of the New Hampshire Subsidiaries, certified by the New Hampshire Secretary of State on November 30, 2012;
7. Unanimous Written Consents of Board of Directors dated July 6, 2010, vesting Edwin Johnson with authority to execute documents on behalf of each of the New Hampshire Subsidiaries;
8. The form of Note attached as Exhibit A to the Indenture; and
9. The Registration Statement.

We have also examined and relied upon such other documents and made such other examination of law as we have deemed necessary in connection with this opinion.

In connection with our examination, we have assumed the authenticity of documents purporting to be the originals, the authenticity of all documents submitted to us as certified copies, the genuineness of all signatures on original documents and the conformity with original documents of all copies submitted to us as conformed or photostatic copies. We have also assumed that all documents submitted to us have remained in force since their execution without interruption and that they have not been revoked, rescinded, amended, or superseded in whole or in part. We have relied on certificates of public officers and the representations made by the Company and the New Hampshire Subsidiaries as set forth in the documents, instruments, and certificates enumerated above. Nothing has come to our attention to lead us to question the accuracy of such representations.

We are admitted to practice in the State of New Hampshire and express no opinion as to matters under or involving the laws of any jurisdiction other than the State of New Hampshire and its political subdivisions.

Based on the foregoing, and in reliance thereon, and subject to the foregoing exceptions, we are of the opinion that:

1. Each of the New Hampshire LLCs is a limited liability company validly existing under the laws of the State of New Hampshire. The New Hampshire Corporation is a corporation validly existing under the laws of the State of New Hampshire.
2. The New Hampshire Subsidiaries have the corporate or limited liability company power, as the case may be, to enter into the Subsidiary Guarantee.
3. The Subsidiary Guarantee has been duly authorized by all necessary corporate or limited liability company actions, as the case may be, on behalf of the New Hampshire Subsidiaries and has been duly executed and delivered on behalf of each of the New Hampshire Subsidiaries.

We express no opinion as to the validity or enforceability of the Subsidiary Guarantee or any other agreement or obligation undertaken by the New Hampshire Subsidiaries.

We hereby consent to the filing of this opinion with the Securities and Exchange Commission as an exhibit to Amendment No. 2 to the Registration Statement on Form S-4, filed by the Company in connection with the registration of the Exchange Notes, and to the use of our name therein and in the related prospectus under the caption "Legal Matters." In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

It is understood that this opinion is being delivered to the addressee hereof in connection with the Exchange Offer and exchange of the Exchange Notes while the Registration Statement is in effect and may be used only for that purpose. It may not be relied upon in connection with other matters. The limitations expressed herein are an integral part of this opinion, and no opinions on other matters not expressly stated herein are intended nor should they be inferred or implied herefrom.

Very truly yours,

CLEVELAND, WATERS AND BASS, P.A.

By: /s/ Bryan K. Gould
Bryan K. Gould, Esq.
A Director



2000 RENAISSANCE PLAZA
230 NORTH ELM STREET
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T 336.373.8850
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December 14, 2012

Casella Waste Systems, Inc.
25 Greens Hill Lane
Rutland, Vermont 05701

Re: U.S. Fiber, LLC, as a Subsidiary of Casella Waste Systems, Inc.

Ladies and Gentlemen:

This opinion is furnished to you in connection with the Registration Statement on Form S-4 (the "Registration Statement"), filed with the Securities and Exchange Commission (the "Commission") relating to the registration under the Securities Act of 1933, as amended (the "Securities Act"), of the issuance and exchange of up to \$128,035,000 aggregate principal amount of 7.75% Senior Subordinated Notes due 2019 (the "Exchange Notes") of Casella Waste Systems, Inc., a Delaware corporation ("Casella"). As set forth in the Registration Statement, the Exchange Notes are to be issued pursuant to an indenture (the "Indenture"), dated as of February 7, 2011, among Casella, the guarantors listed therein and U.S. Bank National Association, as trustee (the "Trustee").

You have represented that the Exchange Notes are to be issued in an exchange offer (the "Exchange Offer") for a like aggregate principal amount of currently outstanding 7.75% Senior Subordinated Notes due in 2019 (the "Old Notes") and the Old Notes are fully and unconditionally guaranteed by those subsidiaries of Casella (each individually a "Guarantor", and collectively the "Guarantors") who are parties to the Second Amended and Restated Revolving Credit and Term Loan Agreement, dated as of July 9, 2009, as amended by the Amended and Restated Credit Agreement, dated as of March 18, 2011, as amended, by and among Casella, the Guarantors, Bank of America, N.A., as administrative agent, and the lenders party thereto, and the Exchange Notes will be fully and unconditionally guaranteed by the Guarantors.

Solely for the purpose of furnishing this letter, we have acted as special North Carolina counsel to U.S. Fiber, LLC, a North Carolina limited liability company ("U.S. Fiber"), formerly U.S. Fiber, Inc., a North Carolina corporation, and currently a wholly owned subsidiary of KTI, Inc., a New Jersey corporation ("KTI"), which is a wholly owned subsidiary of Casella, in connection with the issuance by U.S. Fiber of that certain Subsidiary Guarantee Agreement dated October 9, 2012 (the "Guarantee").

In connection with our opinions below, we have examined and relied upon originals or copies, certified or otherwise identified to our satisfaction to be exact reproductions of the following documents (hereinafter the "Transaction Documents"):

1. The Indenture;
2. The Form of Exchange Note (as defined below);
3. The Guarantee;
4. Form of Amendment No. 1 to Form S-4 Registration Statement for Casella Waste Systems, Inc. (Registration No. 333-184735) filed December 3, 2012;
5. Articles of Organization of U.S. Fiber filed with the North Carolina Secretary of State on April 28, 2006 (the "Articles of Organization");
6. The Amended and Restated Operating Agreement of U.S. Fiber, LLC dated as of November 30, 2012, executed by KTI, as the sole member (the "Operating Agreement"), and collectively with the Articles of Organization, the "Organizational Documents";
7. The Certificate of Existence issued by the North Carolina Secretary of State for U.S. Fiber dated November 29, 2012 (the "North Carolina Certificate of Existence");
8. Written Action of the Subsidiaries of Casella Waste Systems, Inc. dated September 12, 2012, authorizing the transactions set forth in the Transaction Documents described in numbers 1 through 3 above (the "Written Consent"); and
9. The Certificate of the Secretary of Applicable Subsidiaries dated December 3, 2012 (the "Subsidiary Certificate").

In rendering the opinions set forth below, with your express permission and without independent verification or investigation, we have assumed each of the following:

- (a) Each person, other than U.S. Fiber, executing or delivering any of the Transaction Documents or Organizational Documents, whether individually or on behalf of an entity, is duly authorized to do so.
- (b) Each natural person executing any of the Transaction Documents or Organizational Documents has sufficient legal capacity to enter into such Transaction Documents and perform the transactions contemplated thereby.
- (c) All signatures are genuine. All documents submitted to us as originals are authentic, and all documents submitted to us as certified or photostatic copies conform to the original documents. In addition, we have assumed all facsimile, portable document format (pdf) or other copies of U.S. Fiber's signature are accurate.

(d) There are no agreements or understandings among the parties to or bound by the transactions contemplated by the Transaction Documents other than the Transaction Documents, and there is no usage of trade or course of prior dealing among such parties, that would define, modify, waive, or qualify the terms of the Transaction Documents.

(e) All certificates, representations, correspondences and other documents on which we have relied that were given or dated on or prior to the date hereof are and continue to remain accurate, insofar as is relevant to our opinions, from such earlier date through and including the date of this letter.

(f) KTI is the sole member of U.S. Fiber. KTI is a wholly owned subsidiary of Casella.

(g) As to all facts material to the opinions expressed below, we have relied upon the representations and warranties set forth in the Transaction Documents and written certifications and representations of officers, managers and other representatives of U.S. Fiber or others and have assumed, without independent inquiry, the accuracy of those certifications and representations. We have not attempted to independently verify any factual matters in connection with the giving of the opinions set forth below.

(h) The Exchange Notes will be issued in a form substantially similar to the form attached as Exhibit A to the Indenture (the "Form of Exchange Note").

Based upon the foregoing assumptions, and subject to the qualifications set forth herein, we are of the opinion that:

1. Based solely on the North Carolina Certificate of Existence, U.S. Fiber is a limited liability company duly organized, validly existing and in good standing under the laws of the State of North Carolina.

2. The Organizational Documents do not limit U.S. Fiber's limited liability company power and authority to guarantee the obligations set forth in the Exchange Notes, and U.S. Fiber is duly authorized to guarantee the Exchange Notes.

3. The Guarantee has been duly executed and delivered by U.S. Fiber.

All of the opinions set forth in this letter are expressly limited and qualified as follows:

a. The opinions expressed herein are limited to matters governed by the laws of the State of North Carolina only, and no opinion is expressed as to any issue which is governed by the laws of any other jurisdiction. We express no opinion concerning any matter respecting or affected by any laws other than laws that a lawyer in the State of North Carolina exercising customary professional diligence would reasonably recognize as being directly applicable to U.S. Fiber and/or the Transaction Documents.

b. We express no opinion as to U.S. Fiber's compliance with any representation, warranty, covenant, agreement, condition or other term of the Transaction Documents.

c. We express no opinion with respect to the enforceability of the Guarantee or any of the other Transaction Documents or any provision thereof.

d. This letter is limited to matters in existence as of the date of this letter, and we undertake no responsibility to revise or supplement this letter or our opinions herein to reflect any subsequent change in the law or facts.

e. We have acted as special North Carolina counsel to U.S. Fiber in connection with issuance by U.S. Fiber of the Guarantee, and this letter is given solely in our capacity as special North Carolina counsel to U.S. Fiber. We do not serve as general counsel for U.S. Fiber with respect to matters not related to the Transaction Documents. No opinion is expressed herein as to any matter relating to the Trustee, KTI, Casella, any other Guarantor or any other person or party.

f. We have not personally witnessed the execution or delivery of any Transaction Document by any party. With respect to our opinion on the delivery by U.S. Fiber of the Guarantee, we have relied solely on the Subsidiary Certificate with your permission and without independent inquiry as to the accuracy of the certifications made in the Subsidiary Certificate; however, we have no actual knowledge or reason to believe that such delivery was not performed.

g. Our opinions are limited to matters expressly stated herein, and no opinion may be inferred or implied beyond the matters expressly stated.

h. The opinions set forth herein are rendered as of the date set forth above, and we have no obligation to update or supplement our opinions to reflect any facts which may hereafter come to our attention or any changes in law which may hereafter occur.

i. The opinions set forth in this letter represent our professional judgment as to the matters described herein; they are not binding upon U.S. Fiber or any court or other tribunal; and they do not represent any guaranty of any particular result or circumstances.

The opinions contained herein are rendered solely for the purpose of the Exchange Offer and the transactions described herein, and may not be used for any other purpose whatsoever or referred to in any document without our prior written consent in each instance.

We hereby consent to the inclusion of this letter as an exhibit to Registration Statement, as the same may be amended or supplemented from time to time. We also consent to the references to our firm in the Prospectus contained in the Registration Statement under the caption "Legal Matters." In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended.

Very truly yours,

/s/ Brooks, Pierce, McLendon, Humphrey &
Leonard, L.L.P
BROOKS, PIERCE, MCLENDON, HUMPHREY
& LEONARD, L.L.P.