

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

**SCHEDULE 13D**  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
§ 240.13d-2(a)

(Amendment No. 3)<sup>1</sup>

Casella Waste Systems, Inc.  
(Name of Issuer)

Class A Common Stock, \$0.01 par value per share  
(Title of Class of Securities)

147448104  
(CUSIP Number)

JAMES C. PAPPAS  
JCP INVESTMENT MANAGEMENT, LLC  
1177 West Loop South, Suite 1650  
Houston, TX 77027  
(713) 333-5540

STEVE WOLOSKY, ESQ.  
OLSHAN FROME WOLOSKY LLP  
Park Avenue Tower  
65 East 55th Street  
New York, New York 10022  
(212) 451-2300  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

November 4, 2015  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

<sup>1</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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

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1	NAME OF REPORTING PERSON JCP Investment Partnership, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) <input type="checkbox"/> OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION TEXAS	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 1,571,819
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 1,571,819
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,571,819	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.9%	
14	TYPE OF REPORTING PERSON PN	

1	NAME OF REPORTING PERSON JCP Single-Asset Partnership, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) <input type="checkbox"/> OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION TEXAS	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 754,851
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 754,851
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 754,851	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.9%	
14	TYPE OF REPORTING PERSON PN	

1	NAME OF REPORTING PERSON JCP Investment Partners, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) <input type="checkbox"/> OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION TEXAS	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 2,326,670
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 2,326,670
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,326,670	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.8%	
14	TYPE OF REPORTING PERSON PN	

1	NAME OF REPORTING PERSON JCP Investment Holdings, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) <input type="checkbox"/> OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION TEXAS	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 2,326,670
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 2,326,670
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,326,670	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.8%	
14	TYPE OF REPORTING PERSON OO	

1	NAME OF REPORTING PERSON JCP Investment Management, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) <input type="checkbox"/> OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION TEXAS	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 2,326,670
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 2,326,670
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,326,670	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.8%	
14	TYPE OF REPORTING PERSON OO	

1	NAME OF REPORTING PERSON James C. Pappas	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) <input type="checkbox"/> OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 2,326,670
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 2,326,670
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,326,670	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.8%	
14	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSON Brett W. Frazier	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS PF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) <input type="checkbox"/> OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 40,000
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 40,000
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 40,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1%	
14	TYPE OF REPORTING PERSON IN	



The following constitutes Amendment No. 3 to the Schedule 13D filed by the undersigned (“Amendment No. 3”). This Amendment No. 3 amends the Schedule 13D as specifically set forth herein.

Item 2. Identity and Background.

Item 2 is hereby amended to add the following:

As discussed in greater detail in Item 4 below, in connection with the withdrawal of JCP Partnership’s nomination of director candidates for election at the 2015 annual meeting of stockholders (the “Annual Meeting”), Mr. Frazier is no longer a member of the Section 13(d) group and shall cease to be a Reporting Person immediately upon the filing of this Amendment No. 3. The remaining Reporting Persons will continue filing statements on Schedule 13D with respect to their beneficial ownership of securities of the Issuer to the extent required by applicable law. Each of the remaining Reporting Persons is party to the Joint Filing Agreement, as further described in Item 6.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The securities of the Issuer purchased by JCP Partnership and JCP Single-Asset were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted. The aggregate purchase price of the 1,559,319 Shares owned directly by JCP Partnership is approximately \$7,848,960, excluding brokerage commissions. The aggregate purchase price of certain call options exercisable into 12,500 Shares beneficially owned by JCP Partnership is approximately \$12,500, excluding brokerage commissions. The aggregate purchase price of the 742,351 Shares owned directly by JCP Single-Asset is approximately \$4,066,779, excluding brokerage commissions. The aggregate purchase price of certain call options exercisable into 12,500 Shares beneficially owned by JCP Single-Asset is approximately \$12,500, excluding brokerage commissions.

The Shares purchased by Mr. Frazier were purchased in the open market with personal funds. The aggregate purchase price of the 40,000 Shares owned directly by Mr. Frazier is approximately \$230,000, excluding brokerage commissions.

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

On November 4, 2015, JCP Management (together with its affiliates, “JCP”) issued a press release announcing that, after JCP’s activist campaign served as the catalyst for the Issuer’s recent corporate improvements, including the (i) addition of two new independent directors replacing long-tenured incumbents, (ii) replacement of the Issuer’s Lead Director, (iii) adoption of numerous corporate governance improvements and (iv) release of guidance with clear targets for cash flow and debt reduction, JCP has decided to withdraw its slate of director nominees for election to the Issuer’s Board of Directors (the “Board”) at the Annual Meeting, but it intends to continue to invest in the Issuer. JCP encouraged the Issuer to continue in the right direction by declassifying the Board and increasing the representation on the Board of the Issuer’s Class A public shareholders. In addition to thanking fellow shareholders for their support, JCP announced that it intends to closely monitor the Board’s progress and will do whatever is necessary to protect shareholder rights and maximize value for all shareholders. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer.

Items 5(a) – (c) are hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 39,978,784 Shares outstanding as of October 15, 2015, which is the total number of Shares outstanding as reported in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on October 23, 2015.

A. JCP Partnership

- (a) As of the close of business on November 5, 2015, JCP Partnership beneficially owned 1,571,819 Shares, including 12,500 Shares underlying certain call options exercisable within 60 days of the date hereof.

Percentage: Approximately 3.9%

- (b) 1. Sole power to vote or direct vote: 1,571,819  
2. Shared power to vote or direct vote: 0  
3. Sole power to dispose or direct the disposition: 1,571,819  
4. Shared power to dispose or direct the disposition: 0

- (c) JCP Partnership has not entered into any transactions in the Shares since the filing of Amendment No. 2 to the Schedule 13D.

B. JCP Single-Asset

- (a) As of the close of business on November 5, 2015, JCP Single-Asset beneficially owned 754,851 Shares, including 12,500 Shares underlying certain call options exercisable within 60 days of the date hereof.

Percentage: Approximately 1.9%

- (b) 1. Sole power to vote or direct vote: 754,851  
2. Shared power to vote or direct vote: 0  
3. Sole power to dispose or direct the disposition: 754,851  
4. Shared power to dispose or direct the disposition: 0

- (c) The transactions in the Shares by JCP Single-Asset since the filing of Amendment No. 2 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

C. JCP Partners

- (a) JCP Partners, as the general partner of each of JCP Partnership and JCP Single-Asset, may be deemed the beneficial owner of the (i) 1,571,819 Shares owned by JCP Partnership and (ii) 754,851 Shares owned by JCP Single-Asset.

Percentage: Approximately 5.8%

- (b) 1. Sole power to vote or direct vote: 2,326,670  
2. Shared power to vote or direct vote: 0  
3. Sole power to dispose or direct the disposition: 2,326,670  
4. Shared power to dispose or direct the disposition: 0

- (c) JCP Partners has not entered into any transactions in the Shares since the filing of Amendment No. 2 to the Schedule 13D. The transactions in the Shares on behalf of JCP Single-Asset since the filing of Amendment No. 2 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

D. JCP Holdings

- (a) JCP Holdings, as the general partner of JCP Partners, may be deemed the beneficial owner of the (i) 1,571,819 Shares owned by JCP Partnership and (ii) 754,851 Shares owned by JCP Single-Asset.

Percentage: Approximately 5.8%

- (b) 1. Sole power to vote or direct vote: 2,326,670  
2. Shared power to vote or direct vote: 0  
3. Sole power to dispose or direct the disposition: 2,326,670  
4. Shared power to dispose or direct the disposition: 0
- (c) JCP Holdings has not entered into any transactions in the Shares since the filing of Amendment No. 2 to the Schedule 13D. The transactions in the Shares on behalf of JCP Single-Asset since the filing of Amendment No. 2 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

E. JCP Management

- (a) JCP Management, as the investment manager of each of JCP Partnership and JCP Single-Asset, may be deemed the beneficial owner of the (i) 1,571,819 Shares owned by JCP Partnership and (ii) 754,851 Shares owned by JCP Single-Asset.

Percentage: Approximately 5.8%

- (b) 1. Sole power to vote or direct vote: 2,326,670  
2. Shared power to vote or direct vote: 0  
3. Sole power to dispose or direct the disposition: 2,326,670  
4. Shared power to dispose or direct the disposition: 0
- (c) JCP Management has not entered into any transactions in the Shares since the filing of Amendment No. 2 to the Schedule 13D. The transactions in the Shares on behalf of JCP Single-Asset since the filing of Amendment No. 2 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

F. Mr. Pappas

- (a) Mr. Pappas, as the managing member of JCP Management and sole member of JCP Holdings, may be deemed the beneficial owner of the (i) 1,571,819 Shares owned by JCP Partnership and (ii) 754,851 Shares owned by JCP Single-Asset.

Percentage: Approximately 5.8%

- (b) 1. Sole power to vote or direct vote: 2,326,670  
2. Shared power to vote or direct vote: 0  
3. Sole power to dispose or direct the disposition: 2,326,670  
4. Shared power to dispose or direct the disposition: 0
- (c) Mr. Pappas has not entered into any transactions in the Shares since the filing of Amendment No. 2 to the Schedule 13D. The transactions in the Shares on behalf of JCP Single-Asset since the filing of Amendment No. 2 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

G. Mr. Frazier:

(a) As of the close of business on November 5, 2015, Mr. Frazier directly owned 40,000 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 40,000  
2. Shared power to vote or direct vote: 0  
3. Sole power to dispose or direct the disposition: 40,000  
4. Shared power to dispose or direct the disposition: 0

(c) Mr. Frazier has not entered into any transactions in the Shares since the filing of Amendment No. 2 to the Schedule 13D.

The Reporting Persons, as members of a “group” for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed the beneficial owner of the Shares directly owned by the other Reporting Persons. Each Reporting Person disclaims beneficial ownership of such Shares except to the extent of his or its pecuniary interest therein.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 is hereby amended to add the following:

On November 6, 2015, the Reporting Persons entered into a Joint Filing Agreement in which the Reporting Persons who will remain Reporting Persons subsequent to this Amendment No. 3 agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer to the extent required by applicable law. A copy of this agreement is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibits:

- 99.1 Press Release, dated November 4, 2015.  
99.2 Joint Filing Agreement, dated November 6, 2015.

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: November 6, 2015

JCP Investment Partnership, LP

By: JCP Investment Management, LLC  
Investment Manager

By: /s/ James C. Pappas

Name: James C. Pappas  
Title: Managing Member

JCP Single-Asset Partnership, LP

By: JCP Investment Management, LLC  
Investment Manager

By: /s/ James C. Pappas

Name: James C. Pappas  
Title: Managing Member

JCP Investment Partners, LP

By: JCP Investment Holdings, LLC  
General Partner

By: /s/ James C. Pappas

Name: James C. Pappas  
Title: Sole Member

JCP Investment Holdings, LLC

By: /s/ James C. Pappas

Name: James C. Pappas  
Title: Sole Member

JCP Investment Management, LLC

By: /s/ James C. Pappas

Name: James C. Pappas  
Title: Managing Member

/s/ James C. Pappas

James C. Pappas  
Individually and as attorney-in-fact for Brett W. Frazier

CUSIP NO. 147448104

**SCHEDULE A**

**Transactions in the Shares Since the Filing of Amendment No. 2 to the Schedule 13D**

<b><u>Shares of Class A Common Stock Purchased/(Sold)</u></b>	<b><u>Price Per Share(\$)</u></b>	<b><u>Date of Purchase/Sale</u></b>
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**JCP SINGLE-ASSET PARTNERSHIP, LP**

20,000	6.0332	11/05/2015
20,000	6.0256	11/05/2015

**JCP INVESTMENT MANAGEMENT ISSUES STATEMENT REGARDING CASELLA'S ANNUAL MEETING AND CORPORATE IMPROVEMENTS DUE TO JCP'S PROXY CONTEST**

HOUSTON, TX – November 4, 2015 - JCP Investment Management, LLC (together with its affiliates, “JCP”), the beneficial owner of approximately 5.7% of the outstanding Class A shares of Casella Waste Systems, Inc. (NASDAQ: CWST) (“Casella” or the “Company”), issued the following statement regarding the November 6, 2015 Annual Meeting of Casella.

James Pappas, Managing Member of JCP, said, “Over the course of this year, JCP has fought relentlessly to bring attention to the (1) sustained underperformance, (2) poor capital allocation, and (3) extremely weak corporate governance at Casella. We are encouraged that as a result of our campaign and the strong support we received from our fellow stockholders, Casella has made the following positive changes after our public announcement on April 28, 2015:

- July 7, 2015 – John Chapple stepped down as a director from the class of directors with terms ending at the Annual Meeting (the “2015 Class”) having been on the board since 1994; Jim O’Connor, a new independent director, joined the Board in the resulting vacancy in the 2015 Class.
- September 1, 2015 – Jim McManus stepped down as director in the 2015 Class having been on the board since 2005; Bill Hulligan, new independent director, joined the Board in the resulting vacancy in the 2015 Class.
- September 1, 2015 – Casella adopted a number of corporate governance changes including the following:
  - o Adoption of majority vote resignation policy for only uncontested elections, but not for contested elections;
  - o Adoption of stock ownership guidelines for executives;
  - o Adoption of policy restricting hedging and pledging activities
- September 2015 – Casella released earnings guidance for 2018, including:
  - o Commitment to a EBITDA guidance
  - o Commitment to a Free Cash Flow guidance
  - o Commitment to decrease leverage
- October 19, 2015 – Greg Peters stepped down as Lead Director; recent addition to the Board; Jim O’Connor, appointed Lead Director”

Pappas commented, “We are gratified to have served as the catalyst for these positive first steps in the right direction and are inclined to give the new Board a chance to deliver on its promises to shareholders. In that regard we have decided to withdraw our nomination of directors ensuring the election of the incumbent slate. We believe this will position us well to monitor the progress of the Board’s current plan and we fully expect shareholders to hold the Board and management accountable for any failure to deliver on their plan - now and in the future. Importantly, even with these big concessions, we estimate stockholders made a strong showing of support for the election of JCP’s nominees. **This strong support is a clear message: the Board must either deliver fully on their plan or shareholders expect to see a full strategic review process for the sale of the Company, not just undertaken but completed in a value-maximizing manner for Class A shareholders.** JCP intends to remain a vigilant and vocal shareholder of Casella. We will monitor the new Board’s progress executing on its commitments and we will do whatever is necessary to protect shareholder rights and maximize shareholder value at Casella.”

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“It is our hope that the Board will respond appropriately to shareholders’ strong support for JCP’s platform of stronger corporate governance by making voluntary enhancements to, at a minimum:

- (1) declassify the Board structure and allow for annual accountability of directors;
- (2) increase the representation on the Board of Class A public shareholders who currently have approximately 80% voting power, but only 1 of 9 Board seats (in contrast, Class B shareholders, John and Doug Casella, have only 20% of the vote yet have 2 of 9 Board seats).”

Pappas concluded, “One of the positive results of this process was that it caused the directors to hear firsthand the long-standing frustration of stockholders, and we expect that as a result they will objectively evaluate all strategies to unlock value at Casella. We want to thank our fellow stockholders for their support and contribution to this long overdue and healthy debate about the future of our Company, and encourage them to keep up the pressure through the 2016 annual meeting and beyond so that accountability for Casella management and the new Board continues beyond this annual meeting.”

Sincerely,

James Pappas

JCP Investment Management, LLC

**About JCP Investment Management:**

JCP Investment Management, LLC is an investment firm headquartered in Houston, TX that engages in value-based investing across the capital structure. JCP follows an opportunistic approach to investing across different equity, credit and distressed securities largely in North America.

**Contact:**

James Pappas  
JCP Investment Management, LLC  
(713) 333-5540



**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13D (including additional amendments thereto) with respect to the Class A common stock, \$0.01 par value per share, of Casella Waste Systems, Inc., a Delaware corporation. This Joint Filing Agreement shall be filed as an Exhibit to such Statement.

Dated: November 6, 2015

JCP Investment Partnership, LP

By: JCP Investment Management, LLC  
Investment Manager

By: /s/ James C. Pappas

Name: James C. Pappas  
Title: Managing Member

JCP Single-Asset Partnership, LP

By: JCP Investment Management, LLC  
Investment Manager

By: /s/ James C. Pappas

Name: James C. Pappas  
Title: Managing Member

JCP Investment Partners, LP

By: JCP Investment Holdings, LLC  
General Partner

By: /s/ James C. Pappas

Name: James C. Pappas  
Title: Sole Member

JCP Investment Holdings, LLC

By: /s/ James C. Pappas

Name: James C. Pappas  
Title: Sole Member

JCP Investment Management, LLC

By: /s/ James C. Pappas

Name: James C. Pappas  
Title: Managing Member

/s/ James C. Pappas

James C. Pappas