UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended October 31, 2006

OR

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

For the transition period from to

Commission file number 000-23211

CASELLA WASTE SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

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

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in rule 12b-2 of the Exchange Act. (Check One):

Large accelerated filer ☐ Accelerated filer ☒ Non-accelerated filer ☐

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of November 30, 2006:

Class A Common Stock	24,273,330
Class B Common Stock	988,200

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

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

	April 30, 2006	October 31, 2006
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 7,429	$ 8,744
Restricted cash	72	73
Accounts receivable - trade, net of allowance for doubtful accounts of $661 and $1,529	56,269	62,227
Notes receivable - officers/employees	87	87
Refundable income taxes	—	380
Prepaid expenses	5,126	6,396
Inventory	2,975	3,048
Deferred income taxes	5,034	10,580
Other current assets	1,982	2,089
Total current assets	78,974	93,624
Property, plant and equipment, net of accumulated depreciation and amortization of $388,808 and $408,373	481,284	503,452
Goodwill	171,258	171,841
Intangible assets, net	2,762	2,343
Restricted cash	17,887	12,405
Notes receivable - officers/employees	916	916
Investments in unconsolidated entities	44,491	46,110
Net assets under contractual obligation	937	161
Other non-current assets	12,602	12,366
	732,137	749,594
	$ 811,111	$ 843,218

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

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

	April 30, 2006	October 31, 2006
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Current maturities of long-term debt	$ 527	$ 1,130
Current maturities of capital lease obligations	1,061	1,085
Accounts payable	46,364	50,653
Accrued payroll and related expenses	6,818	6,640
Accrued interest	6,650	9,146
Accrued income taxes	200	—
Current accrued capping, closure and post-closure costs	4,771	3,968
Other accrued liabilities	28,374	25,905
Total current liabilities	94,765	98,527
Long-term debt, less current maturities	452,720	470,418
Capital lease obligations, less current maturities	1,747	1,202
Accrued capping, closure and post-closure costs, less current portion	23,245	23,422
Deferred income taxes	6,957	14,048
Other long-term liabilities	11,757	11,445
COMMITMENTS AND CONTINGENCIES		
Series A redeemable, convertible preferred stock - Authorized - 55,750 shares, issued and outstanding - 53,000 as of April 30, 2006 and October 31, 2006, liquidation preference of $1,000 per share plus accrued but unpaid dividends	70,430	72,202
STOCKHOLDERS' EQUITY:		
Class A common stock - Authorized - 100,000,000 shares, $0.01 par value; issued and outstanding - 24,185,000 and 24,273,000 shares as of April 30, 2006 and October 31, 2006, respectively	242	243
Class B common stock - Authorized - 1,000,000 shares, $0.01 par value, 10 votes per share, issued and outstanding - 988,000 shares	10	10
Accumulated other comprehensive income	159	361
Additional paid-in capital	274,297	274,222
Accumulated deficit	(125,218)	(122,882)
Total stockholders' equity	149,490	151,954
	$ 811,111	$ 843,218

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

CASELLA WASTE SYSTEMS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)
(in thousands)

	Three Months Ended October 31,		Six Months Ended October 31,	
	2005	2006	2005	2006
Revenues	$ 136,795	$ 147,817	$ 268,795	$ 291,336
Operating expenses:				
Cost of operations	87,985	94,182	173,670	189,917
General and administration	18,132	19,746	35,350	40,924
Depreciation and amortization	16,914	19,292	33,047	37,235
	123,031	133,220	242,067	268,076
Operating income	13,764	14,597	26,728	23,260
Other expense/(income), net:				
Interest income	(184)	(267)	(350)	(597)
Interest expense	8,005	10,079	15,522	19,912
Income from equity method investments	(1,513)	(867)	(1,443)	(990)
Other income	(75)	(248)	(123)	(302)
Other expense, net	6,233	8,697	13,606	18,023
Income before income taxes	7,531	5,900	13,122	5,237
Provision for income taxes	3,374	3,510	5,857	2,901
Net income	4,157	2,390	7,265	2,336
Preferred stock dividend	854	892	1,704	1,772
Net income available to common stockholders	$ 3,303	$ 1,498	$ 5,561	$ 564

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

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

	Three Months Ended October 31,		Six Months Ended October 31,	
	2005	**2006**	**2005**	**2006**
Earnings Per Share:				
Basic:				
Net income per common share available to common stockholders	$ 0.13	$ 0.06	$ 0.22	$ 0.02
Basic weighted average common shares outstanding	24,925	25,261	24,889	25,249
Diluted:				
Net income per common share available to common stockholders	$ 0.13	$ 0.06	$ 0.22	$ 0.02
Diluted weighted average common shares outstanding	25,358	25,510	25,277	25,667

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

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

	Six Months Ended October 31, 2005	Six Months Ended October 31, 2006
Cash Flows from Operating Activities:		
Net income	$ 7,265	$ 2,336
Adjustments to reconcile net income to net cash provided by operating activities -		
Depreciation and amortization	33,047	37,235
Depletion of landfill operating lease obligations	2,974	3,861
Income from equity method investments	(1,443)	(990)
(Gain) loss on sale of equipment	41	(439)
Stock-based compensation	—	321
Excess tax benefit on the exercise of stock options	—	(141)
Deferred income taxes	3,993	1,077
Changes in assets and liabilities, net of effects of acquisitions and divestitures -		
Accounts receivable	(5,735)	(5,781)
Accounts payable	(2,820)	4,289
Other assets and liabilities	(718)	(2,368)
	29,339	37,064
Net Cash Provided by Operating Activities	36,604	39,400
Cash Flows from Investing Activities:		
Acquisitions, net of cash acquired	(15,507)	(1,034)
Additions to property, plant and equipment - growth	(25,878)	(18,220)
- maintenance	(39,021)	(42,035)
Payments on landfill operating lease contracts	(5,869)	(2,033)
Proceeds from sale of equipment	762	752
Restricted cash from revenue bond issuance	—	5,535
Investment in unconsolidated entities	—	(670)
Proceeds from assets under contractual obligation	429	776
Net Cash Used In Investing Activities	(85,084)	(56,929)
Cash Flows from Financing Activities:		
Proceeds from long-term borrowings	111,672	188,900
Principal payments on long-term debt	(64,807)	(171,097)
Proceeds from exercise of stock options	616	900
Excess tax benefit on the exercise of stock options	—	141
Net Cash Provided by Financing Activities	47,481	18,844
Net increase (decrease) in cash and cash equivalents	(999)	1,315
Cash and cash equivalents, beginning of period	8,578	7,429
Cash and cash equivalents, end of period	$ 7,579	$ 8,744

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

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

	Six Months Ended October 31, 2005	Six Months Ended October 31, 2006
Supplemental Disclosures of Cash Flow Information:		
Cash paid during the period for -		
Interest	$ 12,823	$ 16,627
Income taxes, net of refunds	$ 1,059	$ 1,592
Supplemental Disclosures of Non-Cash Investing and Financing Activities:		
Summary of entities acquired in purchase business combinations -		
Fair value of assets acquired	$ 17,482	$ 1,134
Cash paid, net	(15,507)	(1,034)
Liabilities assumed and holdbacks to sellers	$ 1,975	$ 100

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

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

1. ORGANIZATION

The consolidated balance sheets of Casella Waste Systems, Inc. (the “Parent”) and Subsidiaries (collectively, the “Company”) as of April 30, 2006 and October 31, 2006, the consolidated statements of operations for the three and six months ended October 31, 2005 and 2006 and the consolidated statements of cash flows for the six months ended October 31, 2005 and 2006 are unaudited. In the opinion of management, such financial statements include all adjustments (which include normal recurring and nonrecurring adjustments) necessary for a fair presentation of the financial position, results of operations, and cash flows for the periods presented. The consolidated financial statements presented herein should be read in conjunction with the Company’s audited consolidated financial statements as of and for the twelve months ended April 30, 2006 included as part of the Company’s Annual Report on Form 10-K for the year ended April 30, 2006 (the “Annual Report”). The results for the three and six month periods ended October 31, 2006 may not be indicative of the results that may be expected for the fiscal year ending April 30, 2007.

2. BUSINESS COMBINATIONS

During the six months ended October 31, 2006, the Company acquired eight solid waste hauling operations. These transactions were in exchange for total consideration of $1,134, including $1,034 in cash and $100 in liabilities assumed. During the six months ended October 31, 2005, the Company acquired one recycling operation, seven solid waste hauling operations and recorded additional expenditures for a landfill closure project acquired in the fourth quarter of fiscal year 2005. These transactions were in exchange for total consideration of $17,482 including $15,507 in cash and $1,975 in capital leases, debt and other liabilities assumed. The operating results of these businesses are included in the consolidated statements of operations from the dates of acquisition. The purchase prices have been allocated to the net assets acquired based on their fair values at the dates of acquisition, including the value of non-compete agreements, with the residual amounts allocated to goodwill.

The following unaudited pro forma combined information shows the results of the Company’s operations as though each of the acquisitions made in the six months ended October 31, 2005 and 2006 had been completed as of May 1, 2005.

	Three Months Ended October 31,		Six Months Ended October 31,	
	2005	2006	2005	2006
Revenue	$ 138,543	$ 147,911	$ 273,826	$ 291,637
Net income	4,234	2,398	7,482	2,364
Diluted net income per common share	$ 0.17	$ 0.09	$ 0.30	$ 0.09

The foregoing pro forma results have been prepared for comparative purposes only and are not necessarily indicative of the actual results of operations had the acquisitions taken place as of May 1, 2005 or the results of future operations of the Company. Furthermore, such pro forma results do not give effect to all cost savings or incremental costs that may occur as a result of the integration and consolidation of the completed acquisitions.

In late September 2005 the Company commenced operations at the Chemung County Landfill, after executing a twenty-five year operation, management and lease agreement with Chemung County, New York.

The Company made initial payments of $4,931 related to this transaction.

3. GOODWILL AND INTANGIBLE ASSETS

The following table shows the activity and balances related to goodwill from April 30, 2006 through October 31, 2006:

	North Eastern Region	South Eastern Region	Central Region	Western Region	FCR Recycling	Total
Balance, April 30, 2006	$ 25,327	$ 31,645	$ 31,106	$ 55,696	$ 27,484	$ 171,258
Acquisitions	139	—	281	159	4	583
Balance, October 31, 2006	$ 25,466	$ 31,645	$ 31,387	$ 55,855	$ 27,488	$ 171,841

Intangible assets at April 30, 2006 and October 31, 2006 consist of the following:

	Covenants not to compete	Licensing Agreements	Total
Balance, April 30, 2006			
Intangible assets	$ 16,654	$ 920	$ 17,574
Less accumulated amortization	(14,771)	(41)	(14,812)
	$ 1,883	$ 879	$ 2,762
Balance, October 31, 2006			
Intangible assets	$ 16,765	$ 920	$ 17,685
Less accumulated amortization	(15,275)	(67)	(15,342)
	$ 1,490	$ 853	$ 2,343

Intangible amortization expense for the three months ended October 31, 2005 and 2006 was $326 and $260, respectively. Intangible amortization expense for the six months ended October 31, 2005 and 2006 was $649 and $538, respectively. The intangible amortization expense estimated as of October 31, 2006, for the five years following fiscal year 2006 is as follows:

2007	2008	2009	2010	2011
$800	$563	$382	$270	$179

4. NEW ACCOUNTING STANDARDS

In May 2005, the FASB issued SFAS No. 154, *Accounting Changes and Error Corrections* (SFAS No. 154) which replaces APB Opinion No. 20, *Accounting Changes* (APB No. 20), and SFAS No. 3, *Reporting Accounting Changes in Interim Financial Statements — An Amendment of APB Opinion No. 28*. SFAS No. 154 provides guidance on the accounting for and reporting of accounting changes and error corrections. Specifically, this statement requires "retrospective application" of the direct effect for a voluntary change in accounting principle to prior periods' financial statements, if it is practicable to do so. SFAS No. 154 also strictly redefines the term "restatement" to mean the correction of an error by revising previously issued financial statements. SFAS No. 154 replaces APB No. 20, which required that most voluntary changes in accounting principles be recognized by including in net income of the period of the change the cumulative effect of changing to the new accounting principle. The adoption of SFAS No. 154 effective May 1, 2006 had no impact on the Company's financial position or results of operations.

On July 13, 2006, the FASB issued FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* (FIN No. 48.) FIN No. 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with SFAS No. 109, *Accounting for Income Taxes*. FIN No. 48 requires a company to evaluate whether the tax positions taken by a company will more likely than not be sustained upon examination by the appropriate taxing authority. FIN No. 48 also provides guidance on how a company should measure the amount of benefit that the company is to recognize in its financial statements. Under FIN No. 48, a company should also classify a liability for unrecognized tax benefits as current to the extent the company anticipates making a payment within one year. FIN No. 48 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. FIN No. 48 is effective for fiscal years beginning after December 15, 2006. The Company is currently evaluating the impact this statement will have on its financial position and results of operations.

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements* (SFAS No. 157), which defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. SFAS No. 157 applies to other existing accounting pronouncements that require or permit fair value measurements. SFAS No. 157 does not require any new fair value measurements. However, the application of this statement may change the current practice for fair value measurements. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. The Company is currently evaluating the impact this statement will have on its financial position and results of operations.

In September 2006, the SEC issued Staff Accounting Bulletin No. 108, *Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements* (SAB No. 108). SAB No. 108 provides guidance on the consideration of the effects of prior year misstatements in quantifying current year misstatements for the purpose of a materiality assessment. SAB No. 108 is effective for fiscal years ending after November 15, 2006. The Company is currently evaluating the impact this bulletin will have on its financial position and results of operations.

5. LEGAL PROCEEDINGS

The New Hampshire Superior Court in Grafton County, NH (the "Superior Court") ruled on February 1, 1999 that the Town of Bethlehem, NH (the "Town") could not enforce an ordinance purportedly prohibiting expansion of the Company's landfill owned by its subsidiary North Country Environmental Services, Inc. ("NCES"), at least with respect to 51 acres of NCES's 105 acre parcel, based upon certain existing land-use approvals. As a result, NCES was able to construct and operate "Stage II, Phase II" of the landfill. In May 2001, the New Hampshire Supreme Court (the "Supreme Court") denied the Town's appeal. Notwithstanding the Supreme Court's 2001 ruling, the Town continued to assert jurisdiction to conduct unqualified site plan review with respect to Stage III (which is within the 51 acres) and further stated that the Town's height ordinance and building permit process may apply to Stage III. On September 12, 2001, the Company filed a petition for, among other things, declaratory relief. On December 4, 2001, the Town filed an answer to the Company's petition asserting counterclaims seeking, among other things, authorization to assert site plan review over Stage III, which commenced operation in December 2000, as well as the methane gas utilization/leachate handling facility operating in connection with Stage III, and also an order declaring that an ordinance prohibiting landfills applies to Stage IV expansion. The trial on these claims was held in December 2002 and on April 24, 2003, the Grafton Superior Court upheld the Town's 1992 ordinance preventing the location or expansion of any landfill, ruling that the ordinance may be applied to any part of Stage IV that goes beyond the 51 acres; ruling that the Town's height ordinance is valid within the 51 acres;

upholding the Town's right to require Site Plan Review, except that there are certain areas within the Town's Site Plan Review regulation that are preempted; and ruling that the methane gas utilization/leachate handling facility is not subject to the Town's ordinance forbidding incinerators. On May 27, 2003, NCES appealed the Superior Court's ruling to the Supreme Court. On March 1, 2004, the Supreme Court issued an opinion affirming that NCES has all of the local approvals that it needs to operate within the 51 acres and that the Town cannot therefore require site plan review for landfill development within the 51 acres. The Supreme Court's opinion left open for further review the question of whether the Town's 1992 ordinance can prevent expansion of the facility outside the 51 acres, remanding to the Superior Court four issues, including two defenses raised by NCES as grounds for invalidating the 1992 ordinance. On April 19, 2005, the Superior Court judge granted NCES' motion for partial summary judgment, ruling that the 1992 ordinance is invalid because it distinguishes between "users" of land rather than "uses" of land, and that a state statute preempts the Town's ability to issue a building permit for the methane gas utilization/leachate handling facility to the extent the Town's regulations relate to design, installation, construction, modification or operation. After this ruling, the Town amended its counterclaim to request a declaration that another zoning ordinance it enacted in March of 2005 is lawful and prevents the expansion of the landfill outside of the 51 acres. In the fall of 2005 NCES and the Town engaged in private mediation in an effort to resolve the disputes between them, but the mediation was unsuccessful. NCES filed a motion with the court on December 15, 2005 for partial summary judgment asserting six different arguments challenging the lawfulness of the March 2005 amendment to the zoning ordinance, and the town filed a cross-motion on January 13, 2006 for partial summary judgment on the same issue. On February 13, 2006, NCES filed its objection with the Grafton Superior Court to the Town's cross-motion for summary judgment. In April 2006, the court ruled against NCES on the applicability of all six arguments challenging the lawfulness of the March 2005 ordinance and NCES filed a motion for reconsideration. On May 30, 2006, the judge issued a ruling on the motion for reconsideration, reversing her prior ruling with respect to two of the six arguments she ruled earlier to be invalid, thereby preserving such arguments for trial. Additionally, several issues related to the March 2005 amendment that were not the subject of such motions remain to be decided by a trial, in addition to the issues remanded by the Supreme Court, which include whether the Town can impose site plan review requirements outside the 51 acres, and whether the 1992 ordinance contravenes the general welfare of the community. On June 6, 2006, the Town rejected a settlement proposal from NCES at a special town meeting. A conference was held on June 30, 2006 with the judge to establish a discovery schedule and a trial date has been set for the second quarter of calendar year 2007.

The Company offers no prediction of the outcome of these proceedings. However, there can be no guarantee that the Company will prevail or that any judgments against the Company, if sustained on appeal, will not have a material adverse effect on its business, financial condition or results of operations.

The Company is a defendant in certain other lawsuits alleging various claims incurred in the ordinary course of business, none of which, either individually or in the aggregate, it believes are material to its business, financial condition, results of operations or cash flows.

6. ENVIRONMENTAL LIABILITIES

The Company is subject to liability for any environmental damage, including personal injury and property damage, that its solid waste, recycling and power generation facilities may cause to neighboring property owners, particularly as a result of the contamination of drinking water sources or soil, possibly including damage resulting from conditions existing before the Company acquired the facilities. The Company may also be subject to liability for similar claims arising from off-site environmental contamination caused by pollutants or hazardous substances if the Company or its predecessors arrange or arranged to transport, treat or dispose of those materials. Any substantial liability incurred by the Company arising from environmental damage could have a material adverse effect on the Company's business, financial condition and results of operations. The Company is not presently aware of any situations that it expects would have a material adverse impact on its results of operations or financial condition.

7. EARNINGS PER SHARE

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

	Three Months Ended October 31,		Six Months Ended October 31,	
	2005	2006	2005	2006
Numerator:				
Net income	$ 4,157	$ 2,390	$ 7,265	$ 2,336
Less: preferred stock dividends	(854)	(892)	(1,704)	(1,772)
Net income available to common stockholders	$ 3,303	$ 1,498	$ 5,561	$ 564
Denominator:				
Number of shares outstanding, end of period:				
Class A common stock	24,014	24,273	24,014	24,273
Class B common stock	988	988	988	988
Effect of weighted average shares outstanding during period	(77)	—	(113)	(12)
Weighted average number of common shares used in basic EPS	24,925	25,261	24,889	25,249
Impact of potentially dilutive securities:				
Dilutive effect of options and contingent stock	433	249	388	418
Weighted average number of common shares used in diluted EPS	25,358	25,510	25,277	25,667

For the three and six months ended October 31, 2005, 6,438 and 6,814 common stock equivalents related to options and redeemable convertible preferred stock, respectively, were excluded from the calculation of dilutive shares since the inclusion of such shares would be anti-dilutive.

For the three and six months ended October 31, 2006, 8,012 and 7,055 common stock equivalents related to options and redeemable convertible preferred stock, respectively, were excluded from the calculation of dilutive shares since the inclusion of such shares would be anti-dilutive.

8. LONG TERM DEBT

On July 25, 2006, the Company amended its existing senior credit facility utilizing the accordion feature and borrowed an additional $100,000 in the form of an increase of $10,000 in the revolving facility, under terms consistent with the existing credit facility, and a senior secured term B loan in the principal amount of $90,000. The proceeds from the issuance of the term B loan were utilized to repay outstanding revolver borrowings under the credit facility. The term B loan matures on April 28, 2010 and bears interest at LIBOR plus 2.00%, with annual principal payments of $900 for three years, beginning July 31, 2007, with the remaining principal balance due at maturity. The interest rate drops to LIBOR plus 1.75% after the first six months, as long as the consolidated total funded debt to consolidated EBITDA ratio is below 4.75 times.

9. COMPREHENSIVE INCOME

Comprehensive income is defined as the change in net assets of a business enterprise during a period from transactions generated from non-owner sources. It includes all changes in equity during a period except those resulting from investments by owners and distributions to owners. Accumulated other comprehensive income included in the accompanying balance sheets consists of changes in the fair value of the Company’s interest rate swap and commodity hedge agreements. Also included in accumulated other comprehensive income is the change in fair value of certain securities classified as available for sale as well as the Company’s portion of the change in the fair value of commodity hedge agreements of the Company’s equity method investment, US GreenFiber, LLC (“GreenFiber”).

Comprehensive income for the three and six months ended October 31, 2005 and 2006 is as follows:

	Three Months Ended October 31,		Six Months Ended October 31,	
	2005	2006	2005	2006
Net income	$ 4,157	$ 2,390	$ 7,265	$ 2,336
Other comprehensive income	34	265	7	202
Comprehensive income	$ 4,191	$ 2,655	$ 7,272	$ 2,538

The components of other comprehensive income for the three and six months ended October 31, 2005 and 2006 are shown as follows:

	Three Months Ended October 31,					
	2005			2006		
	Gross	Tax effect	Net of Tax	Gross	Tax effect	Net of Tax
Changes in fair value of marketable securities during the period	$ (37)	$ (13)	$ (24)	$ 120	$ 42	$ 78
Change in fair value of interest rate swaps and commodity hedges during period	403	164	239	608	246	362
Reclassification to earnings for interest rate swaps and commodity hedge contracts	(213)	(32)	(181)	(295)	(120)	(175)
	$ 153	$ 119	$ 34	$ 433	$ 168	$ 265

	Six Months Ended October 31,					
	2005			2006		
	Gross	Tax effect	Net of Tax	Gross	Tax effect	Net of Tax
Changes in fair value of marketable securities during the period	$ (86)	$ (30)	$ (56)	$ 137	$ 48	$ 89
Change in fair value of interest rate swaps and commodity hedges during period	609	240	369	850	345	505
Reclassification to earnings for interest rate swaps and commodity hedge contracts	(329)	(23)	(306)	(659)	(267)	(392)
	$ 194	$ 187	$ 7	$ 328	$ 126	$ 202

10. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

The Company’s strategy to hedge against fluctuations in the commodity prices of recycled paper is to enter into hedges to mitigate the variability in cash flows generated from the sales of recycled paper at floating prices, resulting in a fixed price being received from these sales. The Company was party to twenty-four commodity hedge contracts as of October 31, 2006. These contracts expire between November 2006 and November 2008. The Company has evaluated these hedges and believes that these instruments qualify for hedge accounting pursuant to SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities,* as amended. As of October 31, 2006 the fair value of these hedges was $112, with the net amount (net of taxes of $45) recorded as an unrealized gain in accumulated other comprehensive income.

The Company is party to three separate interest rate swap agreements with three banks for a notional amount of $75,000, which effectively fix the interest index rate on the entire notional amount at 4.4% from May 4, 2006 through May 5, 2008. These agreements are specifically designated to interest payments under the Company’s term B loan and are accounted for as effective cash flow hedges pursuant to SFAS No. 133. As of October 31, 2006, the fair value of these swaps was $678, with the net amount (net of taxes of $274) recorded as an unrealized gain in accumulated other comprehensive income.

On August 1, 2006, the Company entered into three separate interest rate zero-cost collars for a notional amount of $80,000. The collars have an interest index rate cap of 6.00% and an interest index rate floor of approximately 4.48% and will be effective from November 6, 2006 through May 5, 2009. These agreements will be specifically designated to interest payments under the revolving credit facility and will be accounted for as effective cash flow hedges pursuant to SFAS No. 133. As of October 31, 2006, the fair value of these collars was an obligation $240, with the net amount (net of taxes of $97) recorded as an unrealized loss in accumulated other comprehensive income.

11. STOCK-BASED COMPENSATION

Effective May 1, 2006, the Company adopted the provisions of SFAS No. 123 (revised 2004), *Share-Based Payment* ("SFAS No. 123(R)"). SFAS No. 123(R) establishes accounting for stock based awards exchanged for employee services. The Company previously accounted for these awards under the recognition and measurement principles of APB Opinion No. 25, *Accounting for Stock Issued to Employees* ("APB 25") and related interpretations and disclosure requirements established by SFAS No. 123, *Accounting for Stock-Based Compensation*.

Under APB 25, no expense was recorded in the income statement for the Company's stock options granted at fair market value. The pro forma effects on income for stock options and the Company's employee stock purchase plan were instead disclosed in a footnote to the financial statements.

The Company adopted SFAS No. 123(R) using the modified prospective method. Under this method, all share-based compensation cost is measured at the grant date, based on the estimated fair value of the award, and is recognized as expense over the specified vesting period. Prior periods are not restated. The following table illustrates the effect on net income and earnings per share as if the Company had applied the fair-value recognition provisions of SFAS No. 123 to stock options and the employee stock purchase program prior to adoption of SFAS No. 123(R).

	Three Months Ended October 31, 2005	Six Months Ended October 31, 2005
Net income available to common stockholders, as reported	$ 3,303	$ 5,561
Deduct: Total stock-based compensation expense determined under fair value based method, net	465	833
Net income available to common stockholders, pro forma	$ 2,838	$ 4,728
Basic income per common share:		
As reported	$ 0.13	$ 0.22
Pro forma	$ 0.11	$ 0.19
Diluted income per common share:		
As reported	$ 0.13	$ 0.22
Pro forma	$ 0.11	$ 0.19

Effective March 2, 2006, the Company accelerated the vesting of all unvested stock options. As a result, stock-based compensation in periods subsequent to the acceleration is significantly reduced. The Company recognized stock-based compensation expense totaling $39 ($24 net of tax) related to the accelerated vesting of options previously awarded. This expense was included in General and Administration expenses in the Consolidated Statements of Operations for fiscal year 2006.

Stock-based compensation expense recognized during the three and six months ended October 31, 2006 totaled approximately $187 and $321, respectively, or approximately a $0.01 per share decrease to basic and diluted net income per common share for both periods. Of these amounts, expense recorded with respect to stock options was $160 and $270 for the three and six months ended October 31, 2006, respectively, and expense recorded with respect to the Company's employee stock purchase plan was $27 and $51 for the three and six months ended October 31, 2006, respectively. This expense is included in General and Administration expenses in the Consolidated Statements of Operations. The total compensation cost at October 31, 2006 related to unvested stock options was $2,250 and that future expense will be recognized over the remaining vesting periods of the stock options. The weighted average remaining vesting period of those awards is approximately 3.5 years.

The total tax benefit related to the exercise of stock options was approximately $0 and $141 during the three and six months ended October 31, 2006, respectively. Prior to the adoption of SFAS No. 123(R), the Company presented all tax benefits net of deductions resulting from the exercise of stock options as an operating cash flow, in accordance with Emerging Issues Task Force ("EITF") Issue No. 00-15, *Classification in the Statement of Cash Flows of the Income Tax Benefit Received by a Company upon Exercise of a Nonqualified Employee Stock Option*. SFAS No. 123(R) requires the Company to reflect the tax savings resulting from tax deductions in excess of expense reflected in its financial statements as a financing cash flow.

The Company's calculations of stock-based compensation expense for the three and six months ended October 31, 2005 and 2006 were made using the Black-Scholes valuation model. The fair value of the Company's stock option grants was estimated assuming no expected dividend yield and the following weighted average assumptions for the three and six months ended October 31, 2005 and 2006, as follows:

	Three Months Ended October 31,		Six Months Ended October 31,	
	2005	2006	2005	2006
Stock Options:				
Expected life	5 years	5 years	5 years	6 years
Risk-free interest rate	4.20%	4.71%	3.81%	5.10%
Expected volatility	40.35%	31.02%	40.35%	31.02%
Stock Purchase Plan:				
Expected life	0.5 years	0.5 years	0.5 years	0.5 years
Risk-free interest rate	3.84%	5.31%	3.81%	5.03%
Expected volatility	40.35%	33.50%	40.35%	32.57%

Expected life is calculated based on the weighted average historical life of the vested stock options, giving consideration to vesting schedules and historical exercise patterns. Risk-free interest rate is based on the U.S. treasury yield curve for the period of the expected life of the stock option. Expected volatility is calculated using the average of weekly historical volatility over the last one, three and six years. One and three year historical volatility is based on the weekly price changes of the Company's Class A Common Stock. The six year historical volatility is based on peer group volatility and the weekly price changes of the common stock of various other publicly traded solid waste companies.

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

In January 1998, the Company implemented its Employee Stock Purchase Plan. Under this plan, qualified employees may purchase shares of Class A Common Stock by payroll deduction at a 15% discount from the market price. 600 shares of Class A Common Stock have been reserved for this purpose. As of October 31, 2006, 397 shares of Class A Common Stock were available for distribution under this plan.

During 1996, the Company adopted a stock option plan for employees, officers and directors of, and consultants and advisors to the Company. The 1996 Stock Option Plan (the "1996 Option Plan") provided for the issuance of a maximum of 918 shares of Class A Common Stock pursuant to the grant of either incentive stock options or non-statutory options. As of April 30, 2006, a total of 167 options to purchase Class A Common Stock were outstanding at a weighted average exercise price of $14.30. As of October 31, 2006, a total of 166 options to purchase Class A common Stock were outstanding at an average exercise price of $14.32. No further options may be granted under this plan.

On July 31, 1997, the Company adopted a stock option plan for employees, officers and directors of, and consultants and advisors to the Company. The Board of Directors has the authority to select the optionees and determine the terms of the options granted. The 1997 Stock Option Plan (the "1997 Plan") provides for the issuance of up to 5,328 shares of Class A Common Stock pursuant to the grant of either incentive stock options or non-statutory options, which includes all authorized, but unissued options under previous plans. As of April 30, 2006, options to purchase 3,056 shares of Class A Common Stock at an average exercise price of $13.12 were outstanding under the 1997 Plan. As of October 31, 2006, options to purchase 3,417 shares of Class A Common Stock at a weighted average exercise price of $13.18 were outstanding under the 1997 Plan. As of October 31, 2006, 438 options were available for future grant under the 1997 Plan.

Additionally, options outstanding under the assumed KTI Stock Option Plan totaled 20 and 12 at April 30, 2006 and October 31, 2006, respectively, at weighted average exercise prices of $18.62 and $22.54, respectively. Upon assumption of this plan, options under the KTI plan became exercisable for an equal number of shares of the Company's stock. The exercise price of the converted options was increased by 96.1% based on relative fair values of the underlying stock at the date of the KTI acquisition.

On July 31, 1997, the Company adopted a stock option plan for non-employee directors of the Company. The 1997 Non-Employee Director Stock Option Plan (the "Non-Employee Director Plan") provides for the issuance of a maximum of 200 shares of Class A Common Stock pursuant to the grant of non-statutory options. As of April 30, 2006 and October 31, 2006, options to purchase 189 shares of Class A Common Stock at a weighted average exercise price of $11.87 were outstanding. As of April 30, 2006 and October 31, 2006, 9 options were available for future grant under the Non-Employee Director Plan.

On October 10, 2006, the Company adopted the 2006 Stock Incentive Plan (the "2006 Plan"). Up to an aggregate amount equal to the sum of: (i) 1,275 shares of Class A Common Stock (subject to adjustment in the event of stock splits and other similar events), of which 275 are reserved for issuance to non-employee directors pursuant to the formula grants described below, plus (ii) such additional number of shares of Class A Common Stock as are currently subject to options granted under the Company's 1993 Incentive Stock Option Plan, 1994 Non-statutory Stock Option Plan, 1996 Option Plan, and 1997 Plan (the "Prior Plans") which are not actually issued under the Prior Plans because such options expire or otherwise result in shares not being issued, may be issued pursuant to awards granted under the 2006 Plan.

The 2006 Plan is intended to replace the 1997 Plan, which expires by its terms on July 31, 2007 and the Non-Employee Director Plan. Upon the expiration of the 1997 Plan on July 31, 2007, all then outstanding options will remain in effect, but no additional option grants may be made under the 1997 Plan. As of October 31, 2006, options to purchase 45 shares of Class A Common Stock at a weighted average exercise price of $10.22 were outstanding under the 2006 plan and 1,230 options were available for future grant.

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

A summary of options outstanding as of April 30, 2006, and changes during the six months ended October 31, 2006, is presented below:

	Unvested Shares	Vested Shares	Total Shares	Weighted Average Exercise Price	Aggregate Intrinsic Value of Vested Options	Weighted Average Remaining Term (Years)
Outstanding, April 30, 2006	—	3,431	3,431	$ 13.14	$ 11,206	5.2
Granted	488	10	498	12.91		
Forfeited	(3)	(25)	(28)	13.99		
Exercised	—	(72)	(72)	10.18		
Outstanding, October 31, 2006	485	3,344	3,829	13.16	2,435	5.4
Exercisable, October 31, 2006		3,344	3,344	$ 13.21	$ 2,384	4.7

The weighted average grant date fair value per share for the stock options granted during the three and six months ended October 31, 2005 and 2006 was $5.24, $3.82, $4.96 and $5.23, respectively. The total intrinsic value of stock options exercised during the three and six month periods ended October 31, 2006 was $0 and $371, respectively. The total fair value of the 0 and 10 stock options vested during the three and six month period ended October 31, 2006 was $0 and $64, respectively.

12. SEGMENT REPORTING

SFAS No. 131, *Disclosures about Segments of an Enterprise and Related Information*, establishes standards for reporting information about operating segments in financial statements. In general, SFAS No. 131 requires that business entities report selected information about operating segments in a manner consistent with that used for internal management reporting.

The Company classifies its operations into North Eastern, South Eastern, Central, Western and FCR Recycling. The Company's revenues in the North Eastern, South Eastern, Central and Western segments are derived mainly from one industry segment, which includes the collection, transfer, recycling and disposal of non-hazardous solid waste. The North Eastern region also includes Maine Energy, which generates electricity from non-hazardous solid waste. The Company's revenues in the FCR Recycling segment are derived from integrated waste handling services, including processing and recycling of paper, metals, aluminum, plastics and glass. Included in "Other" are ancillary operations, mainly major customer accounts as well as Parent assets.

		North Eastern Region		South Eastern Region		Central Region		Western Region		FCR Recycling
Three Months Ended October 31, 2005										
Outside revenues	$	28,065	$	23,925	$	31,239	$	26,817	$	22,138
Depreciation and amortization		4,687		3,206		4,068		3,369		1,126
Operating income		2,700		466		5,201		3,126		2,835
Total assets	$	180,783	$	142,616	$	134,196	$	161,060	$	86,501

		Other		Total
Three Months Ended October 31, 2005				
Outside revenues	$	4,611	$	136,795
Depreciation and amortization		458		16,914
Operating income		(564)		13,764
Total assets	$	64,650	$	769,806

		North Eastern Region		South Eastern Region		Central Region		Western Region		FCR Recycling
Three Months Ended October 31, 2006										
Outside revenues	$	31,534	$	23,415	$	33,613	$	28,323	$	24,869
Depreciation and amortization		4,647		3,663		5,025		4,032		1,389
Operating income		3,640		69		4,695		3,089		3,721
Total assets	$	189,272	$	154,818	$	152,102	$	168,746	$	91,916

		Other		Total
Three Months Ended October 31, 2006				
Outside revenues	$	6,063	$	147,817
Depreciation and amortization		536		19,292
Operating income		(617)		14,597
Total assets	$	86,364	$	843,218

Six Months Ended October 31, 2005	North Eastern Region	South Eastern Region	Central Region	Western Region	FCR Recycling
Outside revenues	$ 55,661	$ 48,322	$ 60,750	$ 52,339	$ 42,637
Depreciation and amortization	9,427	6,116	7,813	6,586	2,215
Operating income	4,443	988	9,884	6,513	5,858
Total assets	$ 180,783	$ 142,616	$ 134,196	$ 161,060	$ 86,501

Six Months Ended October 31, 2005	Other	Total
Outside revenues	$ 9,086	$ 268,795
Depreciation and amortization	890	33,047
Operating income	(958)	26,728
Total assets	$ 64,650	$ 769,806

Six Months Ended October 31, 2006	North Eastern Region	South Eastern Region	Central Region	Western Region	FCR Recycling
Outside revenues	$ 61,043	$ 44,469	$ 68,256	$ 57,426	$ 48,185
Depreciation and amortization	9,443	5,592	10,345	8,028	2,801
Operating income	4,807	(1,065)	8,570	5,978	6,294
Total assets	$ 189,272	$ 154,818	$ 152,102	$ 168,746	$ 91,916

Six Months Ended October 31, 2006	Other	Total
Outside revenues	$ 11,957	$ 291,336
Depreciation and amortization	1,026	37,235
Operating income	(1,324)	23,260
Total assets	$ 86,364	$ 843,218

Amounts of the Company’s total revenue attributable to services provided are as follows:

	Three Months Ended October 31,		Six Months Ended October 31,	
	2005	2006	2005	2006
Collection	$ 66,152	$ 68,774	$131,419	$137,270
Landfill/disposal facilities	26,498	30,031	49,761	58,407
Transfer	11,913	11,636	23,562	23,946
Recycling	32,232	37,376	64,053	71,713
Total revenues	$136,795	$147,817	$268,795	$291,336

13. INVESTMENTS IN UNCONSOLIDATED ENTITIES

The Company entered into an agreement in July 2000 with Louisiana-Pacific Corporation to combine their respective cellulose insulation businesses into a single operating entity, GreenFiber, under a joint venture agreement effective August 1, 2000. The Company’s investment in GreenFiber amounted to $30,899 and $32,249 at April 30, 2006 and October 31, 2006, respectively. The Company accounts for its 50% ownership in GreenFiber under the equity method of accounting.

Summarized financial information for GreenFiber is as follows:

	April 30, 2006	October 31, 2006
Current assets	$ 29,975	$ 27,644
Noncurrent assets	68,669	74,377
Current liabilities	23,551	22,324
Noncurrent liabilities	$ 13,295	$ 15,197

	Three Months Ended October 31,		Six Months Ended October 31,	
	2005	2006	2005	2006
Revenue	$ 42,934	$ 52,094	$ 74,538	$ 96,490
Gross profit	9,919	12,594	16,159	23,590
Net income	$ 3,026	$ 2,370	$ 2,886	$ 2,784

The Company purchased membership interests, representing a 24.1% interest, in RecycleBank LLC ("RecycleBank"), a company which markets an incentive-based recycling service that gives homeowners credits for recycling which can be used with participating merchants. This investment is accounted for as an equity method investment.

14. NET ASSETS UNDER CONTRACTUAL OBLIGATION

Effective June 30, 2003, the Company transferred its domestic brokerage operations, as well as a commercial recycling business to former employees who had been responsible for managing those businesses.

Consideration for the transaction was in the form of two notes receivable amounting up to $6,925. These notes are payable within twelve years of the anniversary date of the transaction, to the extent of free cash flow generated from the operations.

Effective August 1, 2005, the Company transferred a certain Canadian recycling operation to a former employee who had been responsible for managing that business. Consideration for this transaction was in the form of a note receivable amounting up to $1,313, which is payable within six years of the anniversary date of the transaction to the extent of free cash flow generated from the operations.

The Company has not accounted for these transactions as sales based on an assessment that the risks and other incidents of ownership have not sufficiently transferred to the buyers. The net assets of the operations are disclosed in the balance sheet as "net assets under contractual obligation", and are being reduced as payments are made.

Net assets under contractual obligation amounted to $937 and $161 at April 30, 2006 and October 31, 2006, respectively.

15. CONDENSED CONSOLIDATING FINANCIAL INFORMATION

The Company's senior subordinated notes due 2013 are guaranteed jointly and severally, fully and unconditionally, by the Company's significant wholly-owned subsidiaries. The Parent is the issuer and non-guarantor of the senior subordinated notes. The information which follows presents the condensed consolidating financial position as of April 30, 2006 and October 31, 2006, and the condensed consolidating results of operations for the three and six months ended October 31, 2005 and 2006 and the condensed consolidating statements of cash flows for the six months ended October 31, 2005 and 2006 of (a) the Parent company only, (b) the combined guarantors ("the Guarantors"), each of which is 100% wholly-owned by the Parent, (c) the combined non-guarantors ("the Non-Guarantors"), (d) eliminating entries and (e) the Company on a consolidated basis.

CASELLA WASTE SYSTEMS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATING BALANCE SHEET
AS OF APRIL 30, 2006
(In thousands, except for share and per share data)

	Parent	Guarantors	Non-Guarantors	Elimination	Consolidated
ASSETS					
CURRENT ASSETS:					
Cash and cash equivalents	$ (3,840)	$ 10,747	$ 522	$ —	$ 7,429
Accounts receivable - trade, net of allowance for doubtful accounts	35	55,641	620	(27)	56,269
Deferred taxes	4,029	—	1,005	—	5,034
Other current assets	2,456	7,863	—	(77)	10,242
Total current assets	2,680	74,251	2,147	(104)	78,974
Property, plant and equipment, net of accumulated depreciation and amortization	3,252	478,725	(693)	—	481,284
Goodwill	—	171,258	—	—	171,258
Restricted cash	5,469	3	12,415	—	17,887
Investment in subsidiaries	1,189	—	—	(1,189)	—
Assets under contractual obligation	—	937	—	—	937
Other non-current assets	27,467	37,563	120	(4,379)	60,771
	37,377	688,486	11,842	(5,568)	732,137
Intercompany receivable	656,623	(657,153)	(3,849)	4,379	—
	$ 696,680	$ 105,584	$ 10,140	$ (1,293)	$ 811,111

	Parent	Guarantors	Non-Guarantors	Elimination	Consolidated
LIABILITIES AND STOCKHOLDERS' EQUITY					
CURRENT LIABILITIES:					
Current maturities of long term debt	$ —	$ 527	$ —	$ —	$ 527
Current maturities of capital lease obligations	121	940	—	—	1,061
Accounts payable	2,227	43,996	245	(104)	46,364
Accrued payroll and related expenses	1,413	5,376	29	—	6,818
Accrued interest	6,648	2	—	—	6,650
Accrued income taxes	200	—	—	—	200
Other current liabilities	5,688	13,612	13,845	—	33,145
Total current liabilities	16,297	64,453	14,119	(104)	94,765
Long-term debt, less current maturities	451,824	896	—	—	452,720
Deferred income taxes	6,957	—	—	—	6,957
Other long-term liabilities	1,682	33,372	1,695	—	36,749
COMMITMENTS AND CONTINGENCIES					
Series A redeemable, convertible preferred stock, authorized - 55,750, issued and outstanding - 53,000, liquidation preference of $1,000 per share plus accrued but unpaid dividends	70,430	—	—	—	70,430
STOCKHOLDERS' EQUITY:					
Class A common stock -					
Authorized - 100,000,000 shares, $0.01 par value; issued and outstanding - 24,185,000 shares	242	101	100	(201)	242
Class B common stock—					
Authorized - 1,000,000 shares, $0.01 par value, 10 votes per share, issued and outstanding - 988,000 shares	10	—	—	—	10
Accumulated other comprehensive income	159	91	(122)	31	159
Additional paid-in capital	274,297	48,360	2,743	(51,103)	274,297
Accumulated deficit	(125,218)	(41,689)	(8,395)	50,084	(125,218)
Total stockholders' equity	149,490	6,863	(5,674)	(1,189)	149,490
	$ 696,680	$ 105,584	$ 10,140	$ (1,293)	$ 811,111

CASELLA WASTE SYSTEMS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATING BALANCE SHEET
AS OF OCTOBER 31, 2006
(Unaudited)
(In thousands, except for share and per share data)

	Parent	Guarantors	Non-Guarantors	Elimination	Consolidated
ASSETS					
CURRENT ASSETS:					
Cash and cash equivalents	$ (2,280)	$ 10,413	$ 611	$ —	$ 8,744
Accounts receivable - trade, net of allowance for doubtful accounts	37	62,058	159	(27)	62,227
Refundable income taxes	380	—	—	—	380
Prepaid expenses	977	5,419	—	—	6,396
Deferred taxes	9,623	—	957	—	10,580
Other current assets	1,264	4,033	—	—	5,297
Total current assets	10,001	81,923	1,727	(27)	93,624
Property, plant and equipment, net of accumulated depreciation and amortization	3,222	500,968	(738)	—	503,452
Goodwill	—	171,841	—	—	171,841
Restricted cash	(4)	3	12,406	—	12,405
Investment in subsidiaries	12,401	—	—	(12,401)	—
Assets under contractual obligation	—	161	—	—	161
Other non-current assets	27,229	38,765	120	(4,379)	61,735
	42,848	711,738	11,788	(16,780)	749,594
Intercompany receivable	674,744	(673,737)	(5,386)	4,379	—
	$ 727,593	$ 119,924	$ 8,129	$ (12,428)	$ 843,218

	Parent	Guarantors	Non-Guarantors	Elimination	Consolidated
LIABILITIES AND STOCKHOLDERS' EQUITY					
CURRENT LIABILITIES:					
Current maturities of long term debt	$ 900	$ 230	$ —	$ —	$ 1,130
Accounts payable	1,661	48,680	339	(27)	50,653
Accrued interest	9,144	2	—	—	9,146
Accrued closure and post-closure costs, current portion	—	3,419	549	—	3,968
Other current liabilities	6,238	17,761	9,631	—	33,630
Total current liabilities	17,943	70,092	10,519	(27)	98,527
Long-term debt, less current maturities	469,826	592	—	—	470,418
Capital lease obligations, less current maturities	64	1,138	—	—	1,202
Deferred income taxes	14,048	—	—	—	14,048
Other long-term liabilities	1,556	31,158	2,153	—	34,867
COMMITMENTS AND CONTINGENCIES					
Series A redeemable, convertible preferred stock, authorized - 55,750, issued and outstanding - 53,000, liquidation preference of $1,000 per share plus accrued but unpaid dividends	72,202	—	—	—	72,202
STOCKHOLDERS' EQUITY:					
Class A common stock -					
Authorized - 100,000,000 shares, $0.01 par value; issued and outstanding - 24,273,000 shares	243	101	100	(201)	243
Class B common stock -					
Authorized - 1,000,000 shares, $0.01 par value, 10 votes per share, issued and outstanding - 988,000 shares	10	—	—	—	10
Accumulated other comprehensive income	361	67	(33)	(34)	361
Additional paid-in capital	274,222	47,001	3,516	(50,517)	274,222
Accumulated deficit	(122,882)	(30,225)	(8,126)	38,351	(122,882)
Total stockholders' equity	151,954	16,944	(4,543)	(12,401)	151,954
	$ 727,593	$ 119,924	$ 8,129	$ (12,428)	$ 843,218

CASELLA WASTE SYSTEMS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS
THREE MONTHS ENDED OCTOBER 31, 2005
(Unaudited)
(In thousands)

	Parent	Guarantors	Non-Guarantors	Elimination	Consolidated
Revenues	$ —	$ 135,971	$ 3,093	$ (2,269)	$ 136,795
Operating expenses:					
Cost of operations	3	87,718	2,533	(2,269)	87,985
General and administration	(18)	17,988	162	—	18,132
Depreciation and amortization	396	16,416	102	—	16,914
	381	122,122	2,797	(2,269)	123,031
Operating income (loss)	(381)	13,849	296	—	13,764
Other expense/(income), net:					
Interest income	(7,392)	(63)	(114)	7,385	(184)
Interest expense	8,665	6,714	11	(7,385)	8,005
(Income) loss from equity method investments	(9,146)	(1,513)	—	9,146	(1,513)
Other income	(28)	(47)	—	—	(75)
Other expense/(income), net	(7,901)	5,091	(103)	9,146	6,233
Income (loss) before income taxes	7,520	8,758	399	(9,146)	7,531
Provision for income taxes	3,363	—	11	—	3,374
Net income (loss)	4,157	8,758	388	(9,146)	4,157
Preferred stock dividend	854	—	—	—	854
Net income (loss) available to common stockholders	$ 3,303	$ 8,758	$ 388	$ (9,146)	$ 3,303

CASELLA WASTE SYSTEMS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS
THREE MONTHS ENDED OCTOBER 31, 2006
(Unaudited)
(In thousands)

	Parent	Guarantors	Non-Guarantors	Elimination	Consolidated
Revenues	$ —	$ 145,747	$ 3,997	$ (1,927)	$ 147,817
Operating expenses:					
Cost of operations	7	93,872	2,230	(1,927)	94,182
General and administration	(29)	19,524	251	—	19,746
Depreciation and amortization	471	17,898	923	—	19,292
	449	131,294	3,404	(1,927)	133,220
Operating income (loss)	(449)	14,453	593	—	14,597
Other expense/(income), net:					
Interest income	(9,239)	(107)	(136)	9,215	(267)
Interest expense	10,766	8,484	44	(9,215)	10,079
(Income) loss from equity method investments	(7,658)	(1,132)	—	7,923	(867)
Other income	(215)	(33)	—	—	(248)
Other expense/(income), net	(6,346)	7,212	(92)	7,923	8,697
Income (loss) before income taxes	5,897	7,241	685	(7,923)	5,900
Provision for income taxes	3,507	—	3	—	3,510
Net income (loss)	2,390	7,241	682	(7,923)	2,390
Preferred stock dividend	892	—	—	—	892
Net income (loss) available to common stockholders	$ 1,498	$ 7,241	$ 682	$ (7,923)	$ 1,498

CASELLA WASTE SYSTEMS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS
SIX MONTHS ENDED OCTOBER 31, 2005
(Unaudited)
(In thousands)

	Parent	Guarantors	Non-Guarantors	Elimination	Consolidated
Revenues	$ —	$ 267,083	$ 6,166	$ (4,454)	$ 268,795
Operating expenses:					
Cost of operations	6	173,013	5,105	(4,454)	173,670
General and administration	(102)	35,039	413	—	35,350
Depreciation and amortization	766	32,059	222	—	33,047
	670	240,111	5,740	(4,454)	242,067
Operating income (loss)	(670)	26,972	426	—	26,728
Other expense/(income), net:					
Interest income	(15,003)	(123)	(219)	14,995	(350)
Interest expense	16,595	13,887	35	(14,995)	15,522
(Income) loss from equity method investments	(15,323)	(1,443)	—	15,323	(1,443)
Other income	(43)	(80)	—	—	(123)
Other expense/(income), net	(13,774)	12,241	(184)	15,323	13,606
Income (loss) before income taxes	13,104	14,731	610	(15,323)	13,122
Provision for income taxes	5,839	—	18	—	5,857
Net income (loss)	7,265	14,731	592	(15,323)	7,265
Preferred stock dividend	1,704	—	—	—	1,704
Net income (loss) available to common stockholders	$ 5,561	$ 14,731	$ 592	$ (15,323)	$ 5,561

CASELLA WASTE SYSTEMS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS
SIX MONTHS ENDED OCTOBER 31, 2006
(Unaudited)
(In thousands)

	Parent	Guarantors	Non-Guarantors	Elimination	Consolidated
Revenues	$ —	$ 289,257	$ 5,933	$ (3,854)	$ 291,336
Operating expenses:					
Cost of operations	13	189,302	4,456	(3,854)	189,917
General and administration	141	40,390	393	—	40,924
Depreciation and amortization	896	35,415	924	—	37,235
	1,050	265,107	5,773	(3,854)	268,076
Operating income (loss)	(1,050)	24,150	160	—	23,260
Other expense/(income), net:					
Interest income	(18,222)	(230)	(276)	18,131	(597)
Interest expense	21,158	16,821	64	(18,131)	19,912
(Income) loss from equity method investments	(8,975)	(1,390)	—	9,375	(990)
Other income	(235)	(67)	—	—	(302)
Other expense/(income), net	(6,274)	15,134	(212)	9,375	18,023
Income (loss) before income taxes	5,224	9,016	372	(9,375)	5,237
Provision for income taxes	2,888	—	13	—	2,901
Net income (loss)	2,336	9,016	359	(9,375)	2,336
Preferred stock dividend	1,772	—	—	—	1,772
Net income (loss) available to common stockholders	$ 564	$ 9,016	$ 359	$ (9,375)	$ 564

CASELLA WASTE SYSTEMS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS
SIX MONTHS ENDED OCTOBER 31, 2005
(Unaudited)
(In thousands)

	Parent	Guarantors	Non-Guarantors	Elimination	Consolidated
Net Cash Provided by (Used in) Operating Activities	$ (208)	$ 35,362	$ 1,450	$ —	$ 36,604
Cash Flows from Investing Activities:					
Acquisitions, net of cash acquired	—	(15,507)	—	—	(15,507)
Additions to property, plant and equipment —growth	—	(25,878)	—	—	(25,878)
—maintenance	(528)	(38,097)	(396)	—	(39,021)
Payments on landfill operating lease contracts	—	(5,869)	—	—	(5,869)
Other	—	1,191	—	—	1,191
Net Cash Used In Investing Activities	(528)	(84,160)	(396)	—	(85,084)
Cash Flows from Financing Activities:					
Proceeds from long-term borrowings	111,672	—	—	—	111,672
Principal payments on long-term debt	(64,258)	(549)	—	—	(64,807)
Proceeds from exercise of stock options	616	—	—	—	616
Intercompany borrowings	(48,263)	49,331	(1,068)	—	—
Net Cash Provided by (Used in) Financing Activities	(233)	48,782	(1,068)	—	47,481
Net decrease in cash and cash equivalents	(969)	(16)	(14)	—	(999)
Cash and cash equivalents, beginning of period	(2,383)	10,146	815	—	8,578
Cash and cash equivalents, end of period	$ (3,352)	$ 10,130	$ 801	$ —	$ 7,579

CASELLA WASTE SYSTEMS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS
SIX MONTHS ENDED OCTOBER 31, 2006
(Unaudited)
(In thousands)

	Parent	Guarantors	Non-Guarantors	Elimination	Consolidated
Net Cash Provided by (Used in) Operating Activities	$ 2,224	$ 38,428	$ (1,252)	$ —	$ 39,400
Cash Flows from Investing Activities:					
Acquisitions, net of cash acquired	—	(1,034)	—	—	(1,034)
Additions to property, plant and equipment —growth	—	(18,220)	—	—	(18,220)
—maintenance	(864)	(40,296)	(875)	—	(42,035)
Payments on landfill operating lease contracts	—	(2,033)	—	—	(2,033)
Restricted cash from revenue bond issuance	5,535	—	—	—	5,535
Other	(670)	1,528	—	—	858
Net Cash (Used In) Provided by Investing Activities	4,001	(60,055)	(875)	—	(56,929)
Cash Flows from Financing Activities:					
Proceeds from long-term borrowings	188,900	—	—	—	188,900
Principal payments on long-term debt	(170,059)	(1,038)	—	—	(171,097)
Other	1,041	—	—	—	1,041
Intercompany borrowings	(24,547)	22,331	2,216	—	—
Net Cash Provided by (Used in) Financing Activities	(4,665)	21,293	2,216	—	18,844
Net increase (decrease) in cash and cash equivalents	1,560	(334)	89	—	1,315
Cash and cash equivalents, beginning of period	(3,840)	10,747	522	—	7,429
Cash and cash equivalents, end of period	$ (2,280)	$ 10,413	$ 611	$ —	$ 8,744

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with the unaudited consolidated financial statements and notes thereto included under Item 1. In addition, reference should be made to the Company's audited Consolidated Financial Statements and Notes thereto and related Management's Discussion and Analysis of Financial Condition and Results of Operations appearing in the Company's Form 10-K for the year ended April 30, 2006.

Company Overview

Casella Waste Systems, Inc., together with its subsidiaries, is a vertically integrated regional solid waste services company that provides collection, transfer, disposal and recycling services to residential, industrial and commercial customers, primarily throughout the eastern region of the United States. As of November 30, 2006, the Company owned and/or operated nine Subtitle D landfills, two landfills permitted to accept construction and demolition materials, 39 solid waste collection operations, 33 transfer stations, 39 recycling facilities and one waste-to-energy facility, as well as a 50% interest in a joint venture that manufactures, markets and sells cellulose insulation made from recycled fiber and a 24.1% interest in a company that markets an incentive based recycling service.

The Company's revenues increased from $136.8 million for the quarter ended October 31, 2005 to $147.8 million for the quarter ended October 31, 2006. From May 1, 2002 through April 30, 2006, the Company acquired 29 solid waste collection, transfer, disposal and recycling operations. Between May 1, 2006 and October 31, 2006 the Company acquired eight solid waste hauling operations. Under the rules of purchase accounting, the acquired companies' revenues and results of operations have been included from the date of acquisition and affect the period-to-period comparisons of the Company's historical results of operations.

Forward Looking Statements

This Quarterly Report on Form 10-Q and, in particular, this management discussion and analysis contain or incorporate a number of forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended and Section 21E of the Exchange Act of 1934, as amended (the "Exchange Act"), including statements regarding:

- expected future revenues, operations, expenditures and cash needs;
- fluctuations in the commodity pricing of the Company's recyclables, increases in landfill tipping fees and fuel costs, and general economic and weather conditions;
- projected future obligations related to capping, closure and post-closure costs of the Company's existing landfills and any disposal facilities which the Company may own or operate in the future;
- the projected development of additional disposal capacity;
- estimates of the potential markets for the Company's products and services, including the anticipated drivers for future growth;
- sales and marketing plans;
- potential business combinations; and

- projected improvements to the Company's infrastructure and impact of such improvements on the Company's business and operations.

In addition, any statements contained in or incorporated by reference into this report that are not statements of historical fact should be considered forward-looking statements. You can identify these forward-looking statements by the use of the words "believes", "expects", "anticipates", "plans", "may", "will", "would", "intends", "estimates" and other similar expressions, whether in the negative or affirmative. These forward-looking statements are based on current expectations, estimates, forecasts and projections about the industry and markets in which the Company operates as well as management's beliefs and assumptions, and should be read in conjunction with the Company's consolidated financial statements and notes to consolidated financial statements included in this report. The Company cannot guarantee that the Company actually will achieve the plans, intentions or expectations disclosed in the forward-looking statements made. There are a number of important risks and uncertainties that could cause the Company's actual results to differ materially from those indicated by such forward-looking statements. These risks and uncertainties include, without limitation, those detailed in Item 1A, "Risk Factors" in the Company's Form 10-K for the year ended April 30, 2006. The Company does not intend to update publicly any forward-looking statements whether as a result of new information, future events or otherwise, except as otherwise required by law.

General

Revenues

The Company's revenues in the North Eastern, South Eastern, Central and Western regions are attributable primarily to fees charged to customers for solid waste disposal and collection, landfill, waste-to-energy, transfer and recycling services. The Company derives a substantial portion of its collection revenues from commercial, industrial and municipal services that are generally performed under service agreements or pursuant to contracts with municipalities. The majority of the Company's residential collection services are performed on a subscription basis with individual households. Landfill, waste-to-energy facility and transfer customers are charged a tipping fee on a per ton basis for disposing of their solid waste at the Company's disposal facilities and transfer stations. The majority of the Company's disposal and transfer customers are under one to ten year disposal contracts, with most having clauses for annual cost of living increases. Recycling revenues, which are included in FCR and the Central and Western regions, consist of revenues from the sale of recyclable commodities and operations and maintenance contracts of recycling facilities for municipal customers.

In the "Other" segment, the Company has ancillary revenues comprising major customer accounts and earnings from equity method investees. The Company's cellulose insulation business is conducted through a 50/50 joint venture with Louisiana-Pacific, US GreenFiber LLC ("GreenFiber"). The Company purchased membership interests, representing a 24.1% interest, in RecycleBank LLC ("RecycleBank"), a company which markets an incentive-based recycling service that gives homeowners credits for recycling which can be used with participating merchants.

The Company's revenues are shown net of inter-company eliminations. The Company typically establishes its inter-company transfer pricing based upon prevailing market rates. The table below shows, for the periods indicated, the percentages and dollars of revenue attributable to services provided. Despite an increase in the absolute dollar amounts, collection revenues as a percentage of total revenues in the quarter and six months ended October 31, 2006 were lower compared to the prior year, mainly because of the increase in landfill and recycling revenue. Overall, collection revenue was higher in the three and six months ended October 31, 2006 compared to the prior year due to the positive impact of acquisitions in the North Eastern, Central and Western regions and price increases throughout the solid waste segment. These increases were partially offset by lower collection volumes with the most significant impact coming from the South Eastern region, which declined primarily due to slower construction activity. Landfill/disposal revenues as a percentage of total revenues increased year over year primarily due to the addition of the Chemung landfill in the Western region and the Colebrook closure project in the Central region. Landfill prices increased in the quarter; however, they were largely offset by lower volumes. The increase in recycling revenue dollars in the quarter and for the six months ended October 31, 2006 is primarily attributable to higher volumes and commodity prices from the Company's existing facilities, as well as the acquisition of Blue Mountain Recycling in the FCR region.

	Three Months Ended October 31,				Six Months Ended October 31,			
	2005		2006		2005		2006	
Collection	$ 66,152	48.4%	$ 68,774	46.5%	$ 131,419	48.9%	$ 137,270	47.1%
Landfill/disposal facilities	26,498	19.4%	30,031	20.3%	49,761	18.5%	58,407	20.0%
Transfer	11,913	8.7%	11,636	7.9%	23,562	8.8%	23,946	8.3%
Recycling	32,232	23.5%	37,376	25.3%	64,053	23.8%	71,713	24.6%
Total revenues	$ 136,795	100.0%	$ 147,817	100.0%	$ 268,795	100.0%	$ 291,336	100.0%

Operating Expenses

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

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

Depreciation and amortization expense includes depreciation of fixed assets over the estimated useful life of the assets using the straight-line method, amortization of landfill airspace assets under the units-of-consumption method, and the amortization of intangible assets (other than goodwill) using the straight-line method. In accordance with SFAS No. 143, *Accounting for Asset Retirement Obligations,* except for accretion expense, the Company amortizes landfill retirement assets through a charge to cost of operations using a straight-line rate per ton as landfill airspace is utilized. The amount of landfill amortization expense related to airspace consumption can vary materially from landfill to landfill depending upon the purchase price and landfill site and cell development costs. The Company depreciates all fixed and intangible assets, other than goodwill, to a zero net book value, and does not apply a salvage value to any fixed assets.

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

The Company will have material financial obligations relating to capping, closure and post-closure costs of its existing landfills and any disposal facilities which it may own or operate in the future. The Company has provided, and will in the future provide, accruals for these future financial obligations based on engineering estimates of consumption of permitted landfill airspace over the useful life of any such landfill. There can be no assurance that the Company's financial obligations for capping, closure or post-closure costs will not exceed the amount accrued and reserved or amounts otherwise receivable pursuant to trust funds.

Results of Operations

The following table sets forth for the periods indicated the percentage relationship that certain items from the Company's consolidated financial statements bear in relation to revenues.

	Three Months Ended October 31,		Six Months Ended October 31,	
	2005	2006	2005	2006
Revenues	100.0%	100.0%	100.0%	100.0%
Cost of operations	64.3	63.7	64.6	65.2
General and administration	13.2	13.4	13.2	14.0
Depreciation and amortization	12.4	13.0	12.3	12.8
Operating income	10.1	9.9	9.9	8.0
Interest expense, net	5.7	6.6	5.6	6.6
Income from equity method investments	(1.1)	(0.6)	(0.5)	(0.3)
Other income, net	0.0	(0.1)	(0.1)	(0.1)
Provision for income taxes	2.5	2.4	2.2	1.0
Net income	3.0%	1.6%	2.7%	0.8%

Three months Ended October 31, 2006 versus October 31, 2005

Revenues - Revenues increased $11.0 million, or 8.0% to $147.8 million in the quarter ended October 31, 2006 from $136.8 million in the quarter ended October 31, 2005. Revenues from the rollover effect of acquired businesses accounted for $5.2 million of the increase, including tuck-in hauling acquisitions in the Central and Western regions, a newly acquired landfill closure project in the Central region, the acquisition of two recycling facilities and a small recyclable material transfer station in the FCR region and the new Chemung contract to operate a landfill and transfer station in the Western region. The revenue increase is also attributable to an increase in solid waste revenues of $4.1 million, due to higher prices throughout the solid waste segment, offset by lower volumes in the Central, Western and South Eastern regions. The South Eastern region reductions in volume were partially offset by revenues from the true-up of the Brockton closure project. Excluding the rollover effect of acquisitions, the FCR region revenue increased $1.7 million in the quarter ended October 31, 2006 compared to the quarter ended October 31, 2005 due to volume and price increases.

Cost of operations - Cost of operations increased $6.2 million or 7.0% to $94.2 million in the quarter ended October 31, 2006 from $88.0 million in the quarter ended October 31, 2005. Cost of operations as a percentage of revenues decreased to 63.7% in the quarter ended October 31, 2006 from 64.3% in the prior year. The percentage decrease in cost of operations expense is primarily due to lower third party disposal costs.

General and administration - General and administration expenses increased $1.6 million, or 8.8% to $19.7 million in the quarter ended October 31, 2006 from $18.1 million in the quarter ended October 31, 2005, and were up slightly to 13.4% from 13.2% as a percentage of revenues. The dollar increase in general and administration expenses was due primarily to higher compensation costs including the impact of the adoption of SFAS No. 123(R), legal expenses and bad debt allowances.

Depreciation and amortization - Depreciation and amortization expense increased $2.4 million, or 14.2%, to $19.3 million in the quarter ended October 31, 2006 from $16.9 million in the quarter ended October, 31, 2005. Depreciation expense increased by $0.9 million between periods due to the effect of capital additions. Landfill amortization expense increased by $1.5 million primarily due to the startup of the Colebrook closure project in the Central region and the true up of the Brockton closure project in the South Eastern region, partially offset by a decrease due to lower volumes at the Worcester closure project. Depreciation expense as a percentage of revenues increased to 13.0% for the quarter ended October 31, 2006 from 12.4% for the prior year comparable period.

O*perating income* - Operating income increased by $0.8 million, or 5.8%, to $14.6 million in the quarter ended October 31, 2006 from $13.8 million in the quarter ended October 31, 2005 and decreased slightly to 9.9% as a percentage of revenues in the quarter ended October 31, 2006 from 10.1% for the quarter ended October 31, 2005. The solid waste regions and the FCR region reported an increase in revenues year over year, however operating income for the solid waste regions was relatively flat as higher revenues were offset by higher operating costs and depreciation and amortization as described above. FCR's operating income increased in the quarter ended October 31, 2006 compared to the prior year mainly due to the effect of acquisitions as well as higher volumes and commodity prices.

Interest expense, net - Net interest expense increased $2.0 million, or 25.6% to $9.8 million in the quarter ended October 31, 2006 from $7.8 million in the quarter ended October 31, 2005. This increase is attributable to higher average interest rates and higher debt levels in the quarter ended October 31, 2006 compared to the prior year comparable period. Net interest expense, as a percentage of revenues, increased to 6.6% in the quarter ended October 31, 2006 from 5.7% in the quarter ended October 31, 2005.

Income from equity method investments - The income from equity method investment in the quarter ended October 31, 2006 relates to the Company's 50% joint venture interest in GreenFiber and the Company's 24.1% interest in RecycleBank. GreenFiber reported income of which the Company's share was $1.1 million in the quarter ended October 31, 2006, compared to income of $1.5 million in the quarter ended October 31, 2005. RecycleBank reported a loss for the quarter ended October 31, 2006, of which the Company's share was $0.3 million.

Other income, net - Other income in the quarter ended October 31, 2006 was $0.2 million compared to $0.1 million in the quarter ended October 31, 2005. Other income in the quarter ended October 31, 2006 consisted primarily of a dividend from our investment in Evergreen National Indemnity Company ("Evergreen"). Other income in the quarter ended October 31, 2005 consisted primarily of gains on the sale of equipment.

Provision for income taxes. Provision for income taxes increased $0.1 million to $3.5 million for the quarter ended October 31, 2006 from $3.4 million for the quarter ended October 31, 2005. The Company's effective tax rate increased to 59.5% in the three months ended October 31, 2006 from 44.8% in the three months ended October 31, 2005 primarily due to the change in pre-tax book income. The high rate in the current period was due mainly to a lower level of book income and the add back of non-deductible items, including non-deductible stock option expense.

Six Months Ended October 31, 2006 versus October 31, 2005

Revenues - Revenues increased $22.5 million, or 8.4% to $291.3 million in the six months ended October 31, 2006 from $268.8 million in the six months ended October 31, 2005. Revenues from the rollover effect of acquired businesses accounted for $12.6 million of the increase, including tuck-in hauling acquisitions in the Central and Western regions, a newly acquired landfill closure project in the Central region, the acquisition of three recycling facilities and a small recyclable material transfer station in the FCR region and the new Chemung contract to operate a landfill and transfer station in the Western region. The effect of acquisitions was partially offset by $0.5 million as a result of the transfer of a Canadian recycling operation to a former employee. The revenue increase is also attributable to an increase in solid waste revenues of $8.0 million, due to higher prices, partially offset by lower volumes in the Western and South Eastern regions. The South Eastern region reductions in volume were partially offset by revenues from the true-up of the Brockton closure project. Excluding the rollover effect of acquisitions, FCR revenue increased $2.4 million in the six months ended October 31, 2006 compared to the six months ended October 31, 2005 due to increases in volume and commodity pricing.

Cost of operations - Cost of operations increased $16.2 million, or 9.3% to $189.9 million in the six months ended October 31, 2006 from $173.7 million in the six months ended October 31, 2005. Cost of operations as a percentage of revenues increased to 65.2% in the six months ended October 31, 2006 from 64.6% in the prior year. The percentage increase in cost of operations expense is primarily due to higher fuel costs as well as higher landfill operating costs.

General and administration - General and administration expenses increased $5.6 million, or 15.9% to $40.9 million in the six months ended October 31, 2006 from $35.3 million in the six months ended October 31, 2005, and increased as a percentage of revenues to 14.0% in the six months ended October 31, 2006 from 13.2% in the six months ended October 31, 2005. The dollar increase in general and administration expenses was due primarily to higher compensation, legal, communication and marketing costs and bad debt allowances.

Depreciation and amortization - Depreciation and amortization expense increased $4.2 million, or 12.7%, to $37.2 million in the six months ended October 31, 2006 from $33.0 million in the six months ended October 31, 2005. Depreciation expense increased by $2.0 million between periods due to the rollover effect of capital additions. Landfill amortization expense increased by $2.2 million primarily due to the startup of the Colebrook closure project in the Central region and the true up of the Brockton closure project in the South Eastern region, partially offset by a decrease due to lower volumes at the Worcester closure project. Depreciation and amortization expense as a percentage of revenue increased to 12.8% for the six months ended October 31, 2006 from 12.3% for the six months ended October 31, 2005.

Operating income - Operating income decreased $3.5 million, or 13.1%, to $23.3 million in the six months ended October 31, 2006 from $26.7 million in the six months ended October 31, 2005 and decreased as a percentage of revenues to 8.0% in the six months ended October 31, 2006 from 9.9% in the six months ended October 31, 2005. The solid waste regions and the FCR region reported an increase in revenues year over year; however operating income for the solid waste regions was relatively flat as higher revenues were offset by higher operating costs as described above. FCR's operating income increased in the six months ended October 31, 2006 compared to the prior year mainly due to the effect of acquisitions, higher volumes and commodity prices.

Interest expense, net - Net interest expense increased $4.1 million, or 27.0% to $19.3 million in the six months ended October 31, 2006 from $15.2 million in the six months ended October 31, 2005. This increase is attributable to higher average interest rates along with higher debt levels in the six months ended October 31, 2006 compared to the prior year period. Net interest expense, as a percentage of revenues, increased to 6.6% for the six months ended October 31, 2006 from 5.6% for the six months ended October 31, 2005.

Income from equity method investments - The income from equity method investments for the six months ended October 31, 2006, relates to the Company's interests in GreenFiber and RecycleBank. GreenFiber reported income of which the Company's share was $1.4 million in the six months ended October 31, 2006, which was unchanged from the prior period. RecycleBank reported a loss for the six months ended October 31, 2006, of which the Company's share was $0.4 million.

Other income, net - Other income for the six months ended October 31, 2006 amounted to $0.3 million compared to $0.1 million in the six months ended October 31, 2005. Other income for the six months ended October 31, 2006 consisted primarily of a dividend from the Company's investment in Evergreen.

Provision for income taxes - Provision for income taxes decreased $3.0 million in the six months ended October 31, 2006 to $2.9 million from $5.9 million in the six months ended October 31, 2005. The Company's effective tax rate increased to 55.4% in the six months ended October 31, 2006 from 44.6% in the six months ended October 31, 2005. The higher rate in the current period was due mainly to a lower level of book income and the add back of non-deductible items, including non-deductible stock option expense. The Company's effective tax rate for the remainder of the year is likely to be volatile, since it is sensitive to changes in pre-tax book income.

Liquidity and Capital Resources

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

The Company had a net working capital deficit of $13.6 million and $23.2 million at October 31, 2006 and April 30, 2006, respectively. Net working capital comprises current assets, excluding cash and cash equivalents, minus current liabilities. The increase in net working capital at October 31, 2006 was due to higher trade receivables associated with higher revenues along with lower other accruals and a higher current deferred income tax asset position due to projected utilization of loss carryforwards. These were partially offset by higher accounts payable associated with higher general business levels along with higher accrued interest associated primarily with the Company's senior notes.

On April 29, 2005, the Company entered into a senior credit facility with a group of banks for which Bank of America, N.A. is acting as agent. The facility consists of a senior secured credit facility in the amount of $450.0 million, including a revolving credit facility of $360.0 million and a term B loan in the amount of $90.0 million. This credit facility is secured by all of the Company's assets, including the Company's interest in the equity securities of the Company's subsidiaries. The senior credit facility matures on April 28, 2010. There are required annual principal payments on the term B loan of $0.9 million for three years, beginning July 31, 2007, with the remaining principal due at maturity. The Company was in compliance with all covenants at October 31, 2006.

Further advances were available under the revolver in the amount of $148.8 million and $65.4 million as of October 31, 2006 and April 30, 2006, respectively. These available amounts are net of outstanding irrevocable letters of credit totaling $55.1 million and $57.7 million as of October 31, 2006 and April 30, 2006, respectively, at which dates no amounts had been drawn.

The Company is party to three separate interest rate swap agreements with three banks for a notional amount of $75.0 million, which effectively fix the interest index rate on the entire notional amount at 4.4% from May 4, 2006 through May 5, 2008. These agreements are specifically designated to interest payments under the Company's term B loan and are accounted for as effective cash flow hedges pursuant to SFAS No. 133.

On August 1, 2006, the Company entered into three separate interest rate zero-cost collars ("Collars") for a notional amount of $80.0 million. The Collars have an interest index rate cap of 6.00% and an interest index rate floor of approximately 4.48% and will be effective from November 6, 2006 through May 5, 2009. These agreements will be specifically designated to interest payments under the revolving credit facility and will be accounted for as effective cash flow hedges pursuant to SFAS No. 133.

As of October 31, 2006, the Company had outstanding $195.0 million of 9.75% senior subordinated notes (the ''Notes'') which mature in January 2013. The Notes contain covenants that restrict dividends, stock repurchases and other payments, and limit the incurrence of debt and issuance of preferred stock. The Notes are guaranteed jointly and severally, fully and unconditionally by the Company's significant wholly-owned subsidiaries.

On December 28, 2005, the Company completed a $25.0 million financing transaction involving the issuance by the Finance Authority of Maine of $25.0 million aggregate principal amount of its Solid Waste Disposal Revenue Bonds Series 2005 (the "Bonds") which mature in January 2025. The Bonds are issued pursuant to an indenture, dated as of December 1, 2005 and are enhanced by an irrevocable, transferable direct-pay letter of credit issued by Bank of America, N.A. Pursuant to a Financing Agreement, dated as of December 1, 2005, the Company has borrowed the proceeds of the Bonds to pay for certain costs relating to equipment acquisition for solid waste collection and transportation services, all located in Maine.

Net cash provided by operating activities amounted to $39.4 million for the six months ended October 31, 2006 compared to $36.6 million for the same period of the prior fiscal year. A decrease in net income of $4.9 million in the six months ended October 31, 2006 compared to the six months ended October 31, 2005 was offset by higher depreciation and amortization expense of $4.2 million and higher depletion of landfill lease obligations of $0.9 million for the six months ended October 31, 2006 compared to the same period of the prior fiscal year. Depreciation expense increased by $1.9 million for the six months ended October 31, 2006 compared to the prior year comparable period due to the roll over effect of capital additions. Landfill amortization expense increased by $2.3 million primarily due to the startup of the Colebrook closure project and the Chemung County landfill, partially offset by a decrease in the South Eastern region due to lower volumes at the Worcester closure project. Deferred taxes decreased $2.9 million for the six months ended October 31, 2006. Changes in assets and liabilities, net of effects of acquisitions and divestitures, increased $5.4 million for the six months ended October 31, 2006 compared to the six months ended October 31, 2005. The increase in accounts payable during the six months ended October 31, 2006 amounted to a $4.3 million increase compared with a decrease of $2.8 million in the prior year comparable period. The increase is due primarily to higher accounts payable at October 31, 2006 versus the prior year related to higher general business activity as well as the timing of capital and other expenditures. Changes in other assets and liabilities decreased $1.6 million from the prior year due primarily to the following: (1) lower accruals in the six months ended October 31, 2006 associated primarily with various capital projects and other accruals resulting in a $3.8 million decrease, (2) reductions associated with higher net refundable income taxes amounting to $1.3 million in the six months ended October 31, 2006 compared to the six months ended October 31, 2005 partially offset by (3) lower payroll accruals at April 30, 2006 associated with year end bonus accruals amounting to a $2.9 million increase as well as (4) increases associated with other current assets and inventory amounting to $0.7 million.

Net cash used in investing activities was $56.9 million for the six months ended October 31, 2006 compared to $85.1 million used in investing activities in the same period of the prior fiscal year. The decrease in cash used in investing activities was due partially to higher acquisition activity in the six months ended October 31, 2005 when the Company acquired the entire membership interest in Blue Mountain Recycling, LLC. This amounted to a $14.5 million reduction in acquisition activity in the six months ended October 31, 2006. The decrease is also due to lower capital expenditures in the six months ended October 31, 2006 amounting to $4.6 million along with lower payments on landfill operating lease contracts amounting to $3.8 reduction from the six months ended October 31, 2005 when the Company made initial payments associated with the Chemung County landfill. The reduction in cash used in investing activities is also the result of $5.5 million in funds becoming available from escrow associated with the Company's revenue bonds during the six months ended October 31, 2006.

Net cash provided by financing activities was $18.8 million for the six months ended October 31, 2006 compared to $47.5 million in the same period of the prior fiscal year. The decrease in cash provided by financing activities is primarily due to lower net borrowings to fund investing activities in the current period. The term B loan proceeds were used to pay down the revolver for no net change in total borrowings.

The Company generally meets liquidity needs from operating cash flow and its senior credit facility. These liquidity needs are primarily for capital expenditures for vehicles, containers and landfill development, debt service costs and capping, closure and post-closure expenditures and acquisitions. It is the Company's intention to continue to grow organically and through acquisitions.

The Company's leverage may further increase as the Company may be required to redeem its outstanding Series A redeemable preferred stock on August 11, 2007, if it is not otherwise repurchased by the Company or converted by the holder prior to that time. The aggregate redemption price is expected to be approximately $75.1 million. The Company would need to incur more debt or raise equity to effect this redemption.

The Company has filed a universal shelf registration statement with the SEC. The Company could from time to time issue securities thereunder in an amount of up to $250.0 million. However, the Company's ability and willingness to issue securities pursuant to this registration statement will depend on market conditions at the time of any such desired offering and therefore the Company may not be able to issue such securities on favorable terms, if at all.

Inflation and Prevailing Economic Conditions

To date, inflation has not had a significant impact on the Company's operations. Consistent with industry practice, most of the Company's contracts provide for a pass-through of certain costs, including increases in landfill tipping fees and, in some cases, fuel costs. The Company therefore believes it should be able to implement price increases sufficient to offset most cost increases resulting from inflation. However, competitive factors may require the Company to absorb at least a portion of these cost increases, particularly during periods of high inflation.

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

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest rate volatility

The Company had interest rate risk relating to approximately $196.1 million of long-term debt at October 31, 2006. The interest rate on the variable rate portion of long-term debt was approximately 7.25% at October 31, 2006. Should the average interest rate on the variable rate portion of long-term debt change by 100 basis points, it would have an approximate interest expense change of $0.5 million for the quarter reported.

The remainder of the Company's long-term debt is at fixed rates and not subject to interest rate risk.

Commodity price volatility

The Company is subject to commodity price fluctuations related to the portion of its sales of recyclable commodities that are not under floor or flat pricing arrangements. As of October 31, 2006, to minimize the Company's commodity exposure, the Company was party to twenty-four commodity hedging agreements. If commodity prices were to have changed by 10% in the quarter ended October 31, 2006, the impact on the Company's operating income is estimated at $1.4 million, without considering the Company's hedging agreements. The effect of the hedge position would reduce the impact by approximately $0.2 million. The Company does not use financial instruments for trading purposes and is not a party to any leveraged derivatives.

ITEM 4. CONTROLS AND PROCEDURES

a) *Evaluation of disclosure controls and procedures*. The Company's management, with the participation of its chief executive officer and chief financial officer, evaluated the effectiveness of the Company's disclosure controls and procedures as of October 31, 2006. The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act"), means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of the Company's disclosure controls and procedures as of October 31, 2006, the Company's chief executive officer and chief financial officer have concluded that, as of such date, the Company's disclosure controls and procedures were effective at the reasonable assurance level.

b) *Changes in internal controls.* No change in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the fiscal quarter ended October 31, 2006 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The New Hampshire Superior Court in Grafton County, NH (the "Superior Court") ruled on February 1, 1999 that the Town of Bethlehem, NH (the "Town") could not enforce an ordinance purportedly prohibiting expansion of the Company's landfill owned by its subsidiary North Country Environmental Services, Inc. ("NCES"), at least with respect to 51 acres of NCES's 105 acre parcel, based upon certain existing land-use approvals. As a result, NCES was able to construct and operate "Stage II, Phase II" of the landfill. In May 2001, the New Hampshire Supreme Court (the "Supreme Court") denied the Town's appeal. Notwithstanding the Supreme Court's 2001 ruling, the Town continued to assert jurisdiction to conduct unqualified site plan review with respect to Stage III (which is within the 51 acres) and further stated that the Town's height ordinance and building permit process may apply to Stage III. On September 12, 2001, the Company filed a petition for, among other things, declaratory relief. On December 4, 2001, the Town filed an answer to the Company's petition asserting counterclaims seeking, among other things, authorization to assert site plan review over Stage III, which commenced operation in December 2000, as well as the methane gas utilization/leachate handling facility operating in connection with Stage III, and also an order declaring that an ordinance prohibiting landfills applies to Stage IV expansion. The trial on these claims was held in December 2002 and on April 24, 2003, the Grafton Superior Court upheld the Town's 1992 ordinance preventing the location or expansion of any landfill, ruling that the ordinance may be applied to any part of Stage IV that goes beyond the 51 acres; ruling that the Town's height ordinance is valid within the 51 acres; upholding the Town's right to require Site Plan Review, except that there are certain areas within the Town's Site Plan Review regulation that are preempted; and ruling that the methane gas utilization/leachate handling facility is not subject to the Town's ordinance forbidding incinerators. On May 27, 2003, NCES appealed the Superior Court's ruling to the Supreme Court. On March 1, 2004, the Supreme Court issued an opinion affirming that NCES has all of the local approvals that it needs to operate within the 51 acres and that the Town cannot therefore require site plan review for landfill development within the 51 acres. The Supreme Court's opinion left open for further review the question of whether the Town's 1992 ordinance can prevent expansion of the facility outside the 51 acres, remanding to the Superior Court four issues, including two defenses raised by NCES as grounds for invalidating the 1992 ordinance. On April 19, 2005, the Superior Court judge granted NCES' motion for partial summary judgment, ruling that the 1992 ordinance is invalid because it distinguishes between "users" of land rather than "uses" of land, and that a state statute preempts the Town's ability to issue a building permit for the methane gas utilization/leachate handling facility to the extent the Town's regulations relate to design, installation, construction, modification or operation. After this ruling, the Town amended its counterclaim to request a declaration that another zoning ordinance it enacted in March of 2005 is lawful and prevents the expansion of the landfill outside of the 51 acres. In the fall of 2005 NCES and the Town engaged in private mediation in an effort to resolve the disputes between them, but the mediation was unsuccessful. NCES filed a motion with the court on December 15, 2005 for partial summary judgment asserting six different arguments challenging the lawfulness of the March 2005 amendment to the zoning ordinance, and the town filed a cross-motion on January 13, 2006 for partial summary judgment on the same issue. On February 13, 2006, NCES filed its objection with the Grafton Superior Court to the Town's cross-motion for summary judgment. In April 2006, the court ruled against NCES on the applicability of all six arguments challenging the lawfulness of the March 2005 ordinance and NCES filed a motion for reconsideration. On May 30, 2006, the judge issued a ruling on the motion for reconsideration, reversing her prior ruling with respect to two of the six arguments she ruled earlier to be invalid, thereby preserving such arguments for trial. Additionally, several issues related to the March 2005 amendment that were not the subject of such motions remain to be decided by a trial, in addition to the issues remanded by the Supreme Court, which include whether the Town can impose site plan review requirements outside the 51 acres, and whether the 1992 ordinance contravenes the general welfare of the community. On June 6, 2006, the Town rejected a settlement proposal from NCES at a special town meeting. A conference was held on June 30, 2006 with the judge to establish a discovery schedule and a trial date has been set for the second quarter of calendar year 2007.

The Company offers no prediction of the outcome of these proceedings. However, there can be no guarantee that the Company will prevail or that any judgments against the Company, if sustained on appeal, will not have a material adverse effect on its business, financial condition or results of operations.

The Company is a defendant in certain other lawsuits alleging various claims incurred in the ordinary course of business, none of which, either individually or in the aggregate, it believes are material to its business, financial condition, results of operations or cash flows.

ITEM 1A. RISK FACTORS

See the Company's risk factors as previously disclosed in its Form 10-K for the year ended April 30, 2006.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

At the Company's annual meeting of stockholders held on October 10, 2006, three proposals were submitted to a vote of the Company's stockholders. The proposals and results of voting were as follows:

PROPOSAL I.

Proposal to elect, as Class III directors, Messrs. John W. Casella, John F. Chapple III and James P. McManus.

John W. Casella:	Votes For:	36,109,008
	Withheld:	477,628
John F. Chapple III:	Votes For:	35,933,101
	Withheld:	653,535
James P. McManus:	Votes For:	35,040,259
	Withheld:	1,546,377

Other directors whose terms of office continued in effect after the annual meeting are James W. Bohlig, Douglas R. Casella, James F. Callahan, Jr., Joseph G. Doody and Gregory B. Peters.

PROPOSAL II.

Proposal to approve the Company's 2006 Stock Incentive Plan.

Votes For:	30,041,719
Votes Against:	3,832,255
Abstentions:	1,144,012
Broker Non Votes:	1,568,650

PROPOSAL III.

Proposal to ratify the selection of Vitale, Caturano & Company, Ltd. as the Company's auditors for the fiscal year ending April 30, 2007.

Votes For:	36,562,875
Votes Against:	18,427
Abstentions:	5,334

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS

The exhibits that are filed as part of this Quarterly Report on Form 10-Q or that are incorporated by reference herein are set forth in the Exhibit Index hereto.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Casella Waste Systems, Inc.

Date: December 7, 2006

By: /s/ Richard A. Norris
Richard A. Norris
Chief Financial Officer
(Principal Financial and Accounting
Officer and Duly Authorized Officer)

Exhibit Index

10.1+	2006 Stock Incentive Plan
31.1+	Certification of John W. Casella, Chairman of the Board of Directors and Chief Executive Officer pursuant to Section 302 of the Sarbanes — Oxley Act of 2002.
31.2+	Certification of Richard A. Norris, Senior Vice President and Chief Financial Officer pursuant to Section 302 of the Sarbanes — Oxley Act of 2002.
32.1++	Certification pursuant to 18 U.S.C. S 1350 of John W. Casella, Chairman of the Board of Directors and Chief Executive Officer, pursuant to Section 906 of the Sarbanes — Oxley Act of 2002.
32.2++	Certification pursuant to 18 U.S.C. S 1350 of Richard A. Norris, Senior Vice President and Chief Financial Officer, pursuant to Section 906 of the Sarbanes — Oxley Act of 2002.

+ Filed herewith

++ Furnished herewith

Exhibit 10.1

CASELLA WASTE SYSTEMS, INC.

2006 STOCK INCENTIVE PLAN

1. Purpose

The purpose of this 2006 Stock Incentive Plan (the "Plan") of Casella Waste Systems, Inc., a Delaware corporation (the "Company"), is to advance the interests of the Company's stockholders by enhancing the Company's ability to attract, retain and motivate persons who are expected to make important contributions to the Company and by providing such persons with equity ownership opportunities and performance-based incentives that are intended to align their interests with those of the Company's stockholders. Except where the context otherwise requires, the term "Company" shall include any of the Company's present or future parent or subsidiary corporations as defined in Sections 424(e) or (f) of the Internal Revenue Code of 1986, as amended, and any regulations promulgated thereunder (the "Code") and any other business venture (including, without limitation, joint venture or limited liability company) in which the Company has a controlling interest, as determined by the Board of Directors of the Company (the "Board").

2. Eligibility

All of the Company's employees, officers, directors, consultants and advisors are eligible to receive options, stock appreciation rights, restricted stock, restricted stock units and other stock-based awards (each, an "Award") under the Plan. Each person who receives an Award under the Plan is deemed a "Participant."

3. Administration and Delegation

(a) *Administration by Board of Directors*. The Plan will be administered by the Board. The Board shall have authority to grant Awards and to adopt, amend and repeal such administrative rules, guidelines and practices relating to the Plan as it shall deem advisable. The Board may construe and interpret the terms of the Plan and any Award agreements entered into under the Plan. The Board may correct any defect, supply any omission or reconcile any inconsistency in the Plan or any Award in the manner and to the extent it shall deem expedient to carry the Plan into effect and it shall be the sole and final judge of such expediency. All decisions by the Board shall be made in the Board's sole discretion and shall be final and binding on all persons having or claiming any interest in the Plan or in any Award. No director or person acting pursuant to the authority delegated by the Board shall be liable for any action or determination relating to or under the Plan made in good faith.

(b) *Appointment of Committees*. To the extent permitted by applicable law, the Board may delegate any or all of its powers under the Plan to one or more committees or subcommittees of the Board (a "Committee"). All references in the Plan to the "Board" shall mean the Board or a Committee of the Board to the extent that the Board's powers or authority under the Plan have been delegated to such Committee. During such time as the Class A Common Stock, $0.01 par value per share, of the Company (the "Common Stock") is registered under the Securities Exchange Act of 1934 (the "Exchange Act"), the Board shall appoint one such Committee of not less than two members, each member of which shall be an "outside director" within the meaning of Section 162(m) of the Code and a "non-employee director" as defined in Rule 16b-3 promulgated under the Exchange Act. Grants of Awards intended to comply with Section 162(m) shall be made only by such Committee.

(c) *Delegation to Officers*. To the extent permitted by applicable law, the Board may delegate to one or more officers of the Company the power to grant Awards to employees or officers of the Company or any of its present or future subsidiary corporations and to exercise such other powers under the Plan as the

Board may determine, provided that the Board shall fix the terms of the Awards to be granted by such officers (including the exercise price of such Awards, which may include a formula by which the exercise price will be determined) and the maximum number of shares subject to Awards that the officers may grant; provided further, however, that no officer shall be authorized to grant Awards to any "executive officer" of the Company (as defined by Rule 3b-7 under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) or to any "officer" of the Company (as defined by Rule 16a-1 under the Exchange Act).

4. Stock Available for Awards

(a) *Number of Shares*. Subject to adjustment under Section 10, Awards may be made under the Plan for up to such number of shares of Common Stock as is equal to the sum of: (i) 1,275,000 shares of Common Stock (of which 275,000 shares are reserved for issuance to non-employee directors pursuant to Section 6 below), plus (ii) such additional number of shares of Common Stock as is equal to the aggregate number of shares subject to Awards granted under the Company's 1993 Incentive Stock Option Plan, 1994 Nonstatutory Stock Option Plan, 1996 Stock Option Plan, and 1997 Stock Inventive Plan which are not actually issued because such awards expire or otherwise result in shares not being issued. For purposes of counting the number of shares available for the grant of Awards under the Plan, (i) shares of Common Stock covered by independent SARs shall be counted against the number of shares available for the grant of Awards under the Plan; provided, however, that independent SARs that may be settled in cash only shall not be so counted; (ii) if any Award (A) expires or is terminated, surrendered or canceled without having been fully exercised or is forfeited in whole or in part (including as the result of shares of Common Stock subject to such Award being repurchased by the Company at the original issuance price pursuant to a contractual repurchase right) or (B) results in any Common Stock not being issued (including as a result of an independent SAR that was settleable either in cash or in stock actually being settled in cash), the unused Common Stock covered by such Award shall again be available for the grant of Awards under the Plan; provided, however, in the case of Incentive Stock Options (as hereinafter defined), the foregoing shall be subject to any limitations under the Code; and (iii) shares of Common Stock tendered to the Company by a Participant to (A) purchase shares of Common Stock upon the exercise of an Award or (B) satisfy tax withholding obligations (including shares retained from the Award creating the tax obligation) shall not be added back to the number of shares available for the future grant of Awards under the Plan. Shares issued under the Plan may consist in whole or in part of authorized but unissued shares or treasury shares.

(b) *Sub-limits*. Subject to adjustment under Section 10, the maximum number of shares of Common Stock with respect to which Awards may be granted to any Participant under the Plan shall be 200,000 per fiscal year. For purposes of the foregoing limit, the combination of an Option in tandem with a SAR (as each is hereafter defined) shall be treated as a single Award. The per-Participant limit described in this Section 4(b) shall be construed and applied consistently with Section 162(m) of the Code or any successor provision thereto, and the regulations thereunder ("Section 162(m)").

(c) *Substitute Awards*. In connection with a merger or consolidation of an entity with the Company or the acquisition by the Company of property or stock of an entity, the Board may grant Awards in substitution for any options or other stock or stock-based awards granted by such entity or an affiliate thereof. Substitute Awards may be granted on such terms as the Board deems appropriate in the circumstances, notwithstanding any limitations on Awards contained in the Plan. Substitute Awards shall not count against the overall share limit set forth in Section 4(a), except as may be required by reason of Section 422 and related provisions of the Code.

5. Stock Options

(a) *General*. The Board may grant options to purchase Common Stock (each, an "Option") and determine the number of shares of Common Stock to be covered by each Option, the exercise price of each Option and the conditions and limitations applicable to the exercise of each Option, including conditions relating to applicable federal or state securities laws, as it considers necessary or advisable. An Option that is not intended to be an Incentive Stock Option (as hereinafter defined) shall be designated a "Nonstatutory Stock Option."

(b) *Incentive Stock Options*. An Option that the Board intends to be an "incentive stock option" as defined in Section 422 of the Code (an "Incentive Stock Option") shall only be granted to employees of the Company, any of the Company's present or future parent or subsidiary corporations as defined in Sections 424(e) or (f) of the Code, and any other entities the employees of which are eligible to receive Incentive Stock Options under the Code, and shall be subject to and shall be construed consistently with the requirements of Section 422 of the Code. The Company shall have no liability to a Participant, or any other party, if an Option (or any part thereof) that is intended to be an Incentive Stock Option is not an Incentive Stock Option or for any action taken by the Board, including without limitation the conversion of an Incentive Stock Option to a Nonstatutory Stock Option.

(c) *Exercise Price*. The Board shall establish the exercise price of each Option and specify such exercise price in the applicable option agreement; provided, however, that the exercise price shall be not less than 100% of the Fair Market Value (as defined below) on the date the Option is granted.

(d) *Duration of Options*. Each Option shall be exercisable at such times and subject to such terms and conditions as the Board may specify in the applicable option agreement, provided, however, that no Option will be granted for a term in excess of 10 years.

(e) *No Reload Rights*. No Option granted under the Plan shall contain any provision entitling the optionee to the automatic grant of additional Options in connection with any exercise of the original Option.

(f) *Exercise of Option*. Options may be exercised by delivery to the Company of a written notice of exercise signed by the proper person or by any other form of notice (including electronic notice) approved by the Board, together with payment in full as specified in Section 5(g) for the number of shares for which the Option is exercised. Shares of Common Stock subject to the Option will be delivered by the Company following exercise either as soon as practicable or, subject to such conditions as the Board shall specify, on a deferred basis (with the Company's obligation to be evidenced by an instrument providing for future delivery of the deferred shares at the time or times specified by the Board).

(g) *Payment Upon Exercise.* Common Stock purchased upon the exercise of an Option granted under the Plan shall be paid for as follows:

(1) in cash or by check, payable to the order of the Company;

(2) except as may otherwise be provided in the applicable option agreement, by (i) delivery of an irrevocable and unconditional undertaking by a creditworthy broker to deliver promptly to the Company sufficient funds to pay the exercise price and any required tax withholding or (ii) delivery by the Participant to the Company of a copy of irrevocable and unconditional instructions to a creditworthy broker to deliver promptly to the Company cash or a check sufficient to pay the exercise price and any required tax withholding;

(3) to the extent provided for in the applicable option agreement or approved by the Board, in its sole discretion, by delivery (either by actual delivery or attestation) of shares of Common Stock owned by the Participant valued at their fair market value as determined by (or in a manner approved by) the Board ("Fair Market Value"), provided (i) such method of payment is then permitted under applicable law, (ii) such Common Stock, if acquired directly from the Company, was owned by the Participant for such minimum period of time, if any, as may be established by the Board in its discretion and (iii) such Common Stock is not subject to any repurchase, forfeiture, unfulfilled vesting or other similar requirements;

(4) to the extent permitted by applicable law and provided for in the applicable option agreement or approved by the Board, in its sole discretion, by (i) delivery of a promissory note of the Participant to the Company on terms determined by the Board, or (ii) payment of such other lawful consideration as the Board may determine; or

(5) by any combination of the above permitted forms of payment.

(h) *Limitation on Repricing.* Unless such action is approved by the Company's stockholders: (i) no outstanding Option granted under the Plan may be amended to provide an exercise price per share that is lower than the then-current exercise price per share of such outstanding Option (other than adjustments pursuant to Section 10) and (ii) the Board may not cancel any outstanding option (whether or not granted under the Plan) and grant in substitution therefor new Awards under the Plan covering the same or a different number of shares of Common Stock and having an exercise price per share lower than the then-current exercise price per share of the cancelled option.

6. Director Options.

(a) *Initial Grant*. Upon the commencement of service on the Board by any individual who is not then an employee of the Company or any subsidiary of the Company, the Company shall grant to such person a Nonstatutory Stock Option to purchase 7,500 shares of Common Stock (subject to adjustment under Section 10).

(b) *Annual Grant*. On the date of each annual meeting of stockholders of the Company, the Company shall grant to each member of the Board of Directors of the Company who is both serving as a director of the Company immediately prior to and immediately following such annual meeting and who is not then an employee of the Company or any of its subsidiaries, a Nonstatutory Stock Option to purchase 7,500 shares of Common Stock (subject to adjustment under Section 10); provided, however, that a director shall not be eligible to receive an option grant under this Section 6(b) until such director has served on the Board for at least twelve months.

(c) *Terms of Director Options*. Options granted under this Section 6 shall (i) have an exercise price equal to the closing sale price (for the primary trading session) of the Common Stock on The Nasdaq Stock Market or the national securities exchange on which the Common Stock is then traded on the trading date immediately prior to the date of grant (and if the Common Stock is not then traded on The Nasdaq Stock Market or a national securities exchange, the Fair Market Value of the Common Stock on such date), (ii) vest in three equal annual installments beginning on the first anniversary of the date of grant provided that the individual has continued to serve on the Board until at least the Annual Meeting of Stockholders immediately preceding such vesting date provided that no additional vesting shall take place after the Participant ceases to serve as a director and further provided that the Board may provide for accelerated vesting in the case of death, disability, attainment of mandatory retirement age or retirement following at least 10 years of service, (iii) expire on the earlier of 10 years from the date of grant or 90 days following cessation of service on the Board and (iv) contain such other terms and conditions as the Board shall determine.

7. Stock Appreciation Rights.

(a) *General.* The Board may grant Awards consisting of a Stock Appreciation Right ("SAR") entitling the holder, upon exercise, to receive an amount in Common Stock or cash or a combination thereof (such form to be determined by the Board) determined by reference to appreciation, from and after the date of grant, in the fair market value of a share of Common Stock. The date as of which such appreciation or other measure is determined shall be the exercise date.

(b) *Grants.* Stock Appreciation Rights may be granted in tandem with, or independently of, Options granted under the Plan.

(1) *Tandem Awards.* When Stock Appreciation Rights are expressly granted in tandem with Options, (i) the Stock Appreciation Right will be exercisable only at such time or times, and to the extent, that the related Option is exercisable (except to the extent designated by the Board in connection with a Reorganization Event) and will be exercisable in accordance with the procedure required for exercise of the related Option; (ii) the Stock Appreciation Right will terminate and no longer be exercisable upon the termination or exercise of the related Option, except to the extent designated by the Board in connection with a Reorganization Event and except that a Stock Appreciation Right granted with respect to less than the full number of shares covered by an Option will not be reduced until the number of shares as to which the related Option has been exercised or has terminated exceeds the number of shares not covered by the Stock Appreciation Right; (iii) the Option will terminate and no longer be exercisable upon the exercise of the related Stock Appreciation Right; and (iv) the Stock Appreciation Right will be transferable only with the related Option.

(2) *Independent SARs.* A Stock Appreciation Right not expressly granted in tandem with an Option will become exercisable at such time or times, and on such conditions, as the Board may specify in the SAR Award.

(c) *Grant Price*. The grant price or exercise price of an SAR shall not be less than 100% of the Fair Market Value per share of Common Stock on the date of grant of the SAR.

(d) *Term.* The term of an SAR shall not be more than 10 years from the date of grant.

(e) *Exercise*. Stock Appreciation Rights may be exercised by delivery to the Company of a written notice of exercise signed by the proper person or by any other form of notice (including electronic notice) approved by the Board, together with any other documents required by the Board.

8. Restricted Stock; Restricted Stock Units.

(a) *General*. The Board may grant Awards entitling recipients to acquire shares of Common Stock ("Restricted Stock"), subject to the right of the Company to repurchase all or part of such shares at their issue price or other stated or formula price (or to require forfeiture of such shares if issued at no cost) from the recipient in the event that conditions specified by the Board in the applicable Award are not satisfied prior to the end of the applicable restriction period or periods established by the Board for such Award. Instead of granting Awards for Restricted Stock, the Board may grant Awards entitling the recipient to receive shares of Common Stock to be delivered at the time such shares of Common Stock vest ("Restricted Stock Units") (Restricted Stock and Restricted Stock Units are each referred to herein as a "Restricted Stock Award").

(b) *Limitations on Vesting.*

(1) Restricted Stock Awards that vest based on the passage of time alone shall be zero percent vested prior to the first anniversary of the date of grant, no more than 33-1/3% vested prior to the second anniversary of the date of grant, and no more than 66-2/3% vested prior to the third anniversary of the date of grant. Restricted Stock Awards that vest upon the passage of time and

provide for accelerated vesting based on performance shall not vest prior to the first anniversary of the date of grant. This subsection (8)(b)(1) shall not apply to Awards granted pursuant to Section 11(i).

(2) Notwithstanding any other provision of this Plan, the Board may, in its discretion, either at the time a Restricted Stock Award is made or at any time thereafter, waive its right to repurchase shares of Common Stock (or waive the forfeiture thereof) or remove or modify any part or all of the restrictions applicable to the Restricted Stock Award, provided that the Board may only exercise such rights in extraordinary circumstances which shall include, without limitation, death or disability of the Participant; estate planning needs of the Participant; a merger, consolidation, sale, reorganization, recapitalization, or change in control of the Company; or any other nonrecurring significant event affecting the Company, a Participant or the Plan.

(c) *Terms and Conditions for all Restricted Stock Awards*. The Board shall determine the terms and conditions of a Restricted Stock Award, including the conditions for vesting and repurchase (or forfeiture) and the issue price, if any.

(d) *Additional Provisions Relating to Restricted Stock.*

(1) *Dividends*. Participants holding shares of Restricted Stock will be entitled to all ordinary cash dividends paid with respect to such shares, unless otherwise provided by the Board. If any dividends or distributions are paid in shares, or consist of a dividend or distribution to holders of Common Stock other than an ordinary cash dividend, the shares, cash or other property will be subject to the same restrictions on transferability and forfeitability as the shares of Restricted Stock with respect to which they were paid. Each dividend payment will be made no later than the end of the fiscal year in which the dividends are paid to shareholders of that class of stock or, if later, the 15th day of the third month following the date the dividends are paid to shareholders of that class of stock.

(2) *Stock Certificates*. The Company may require that any stock certificates issued in respect of shares of Restricted Stock shall be deposited in escrow by the Participant, together with a stock power endorsed in blank, with the Company (or its designee). At the expiration of the applicable restriction periods, the Company (or such designee) shall deliver the certificates no longer subject to such restrictions to the Participant or if the Participant has died, to the beneficiary designated, in a manner determined by the Board, by a Participant to receive amounts due or exercise rights of the Participant in the event of the Participant's death (the "Designated Beneficiary"). In the absence of an effective designation by a Participant, "Designated Beneficiary" shall mean the Participant's estate.

(e) *Additional Provisions Relating to Restricted Stock Units.*

(1) *Settlement*. Upon the vesting of and/or lapsing of any other restrictions (i.e., settlement) with respect to each Restricted Stock Unit, the Participant shall be entitled to receive from the Company one share of Common Stock or an amount of cash equal to the Fair Market Value of one share of Common Stock, as provided in the applicable Award agreement. The Board may, in its discretion, provide that settlement of Restricted Stock Units shall be deferred, on a mandatory basis or at the election of the Participant.

(2) *Voting Rights*. A Participant shall have no voting rights with respect to any Restricted Stock Units.

(3) *Dividend Equivalents*. To the extent provided by the Board, in its sole discretion, a grant of Restricted Stock Units may provide Participants with the right to receive an amount equal to any dividends or other distributions declared and paid on an equal number of outstanding shares of Common Stock ("Dividend Equivalents"). Dividend Equivalents may be paid currently or credited to an account for the Participants, may be settled in cash and/or shares of Common Stock and may be subject to the same restrictions on transfer and forfeitability as the Restricted Stock Units with respect to which paid, as determined by the Board in its sole discretion, subject in each case to such terms and conditions as the Board shall establish, in each case to be set forth in the applicable Award agreement.

9. Other Stock Unit Awards.

Other Awards of shares of Common Stock, and other Awards that are valued in whole or in part by reference to, or are otherwise based on, shares of Common Stock or other property, may be granted hereunder to Participants ("Other Stock Unit Awards"), including without limitation Awards entitling recipients to receive shares of Common Stock to be delivered in the future. Such Other Stock Unit Awards shall also be available as a form of payment in the settlement of other Awards granted under the Plan or as payment in lieu of compensation to which a Participant is otherwise entitled. Other Stock Unit Awards may be paid in shares of Common Stock or cash, as the Board shall determine. Subject to the provisions of the Plan, the Board shall determine the terms and conditions of each Other Stock Unit Award, including any purchase price applicable thereto.

10. Adjustments for Changes in Common Stock and Certain Other Events.

(a) *Changes in Capitalization*. In the event of any stock split, reverse stock split, stock dividend, recapitalization, combination of shares, reclassification of shares, spin-off or other similar change in capitalization or event, or any dividend or distribution to holders of Common Stock other than an ordinary cash dividend, (i) the number and class of securities available under this Plan, (ii) the sub-limits set forth in Section 4(b), (iii) the number and class of securities and exercise price per share of each outstanding Option and each Option issuable under Section 6, (iv) the share- and per-share provisions and the exercise price of each Stock Appreciation Right, (v) the number of shares subject to and the repurchase price per share subject to each outstanding Restricted Stock Award and (vi) the share- and per-share-related provisions and the purchase price, if any, of each outstanding Other Stock Unit Award, shall be appropriately adjusted by the Company (or substituted Awards may be made, if applicable) to the extent determined by the Board. Without limiting the generality of the foregoing, in the event the Company effects a split of the Common Stock by means of a stock dividend and the exercise price of and the number of shares subject to such Option are adjusted as of the date of the distribution of the dividend (rather than as of the record date for such dividend), then an optionee who exercises an Option between the record date and the distribution date for such stock dividend shall be entitled to receive, on the distribution date, the stock dividend with respect to the shares of Common Stock acquired upon such Option exercise, notwithstanding the fact that such shares were not outstanding as of the close of business on the record date for such stock dividend.

(b) *Reorganization Events.*

(1) *Definition*. A "Reorganization Event" shall mean: (a) any merger or consolidation of the Company with or into another entity as a result of which all of the Common Stock of the Company is converted into or exchanged for the right to receive cash, securities or other property or is cancelled, (b) any exchange of all of the Common Stock of the Company for cash, securities or other property pursuant to a share exchange transaction or (c) any liquidation or dissolution of the Company.

(2) *Consequences of a Reorganization Event on Awards Other than Restricted Stock Awards*. In connection with a Reorganization Event, the Board shall take any one or more of the following actions as to all or any outstanding Awards other than Restricted Stock Awards on such terms as the Board determines: (i) provide that Awards shall be assumed, or substantially equivalent Awards shall be substituted, by the acquiring or succeeding corporation (or an affiliate thereof), (ii) upon written notice to a Participant, provide that the Participant's unexercised Options or other unexercised Awards will terminate immediately prior to the consummation of such Reorganization Event unless exercised by the Participant within a specified period following the date of such notice, (iii) provide that outstanding Awards shall become exercisable, realizable, or deliverable, or restrictions applicable to an Award shall lapse, in whole or in part prior to or upon such Reorganization Event, (iv) in the event of a Reorganization Event under the terms of which holders of Common Stock will receive upon consummation thereof a cash payment for each share surrendered in the Reorganization Event (the

"Acquisition Price"), make or provide for a cash payment to a Participant equal to the excess, if any, of (A) the Acquisition Price times the number of shares of Common Stock subject to the Participant's Options or other Awards (to the extent the exercise price does not exceed the Acquisition Price) over (B) the aggregate exercise price of all such outstanding Options or other Awards, in exchange for the termination of such Options or other Awards and any applicable tax withholdings, (v) provide that, in connection with a liquidation or dissolution of the Company, Awards shall convert into the right to receive liquidation proceeds (if applicable, net of the exercise price thereof) and (vi) any combination of the foregoing.

For purposes of clause (i) above, an Option shall be considered assumed if, following consummation of the Reorganization Event, the Option confers the right to purchase, for each share of Common Stock subject to the Option immediately prior to the consummation of the Reorganization Event, the consideration (whether cash, securities or other property) received as a result of the Reorganization Event by holders of Common Stock for each share of Common Stock held immediately prior to the consummation of the Reorganization Event (and if holders were offered a choice of consideration, the type of consideration chosen by the holders of a majority of the outstanding shares of Common Stock); provided, however, that if the consideration received as a result of the Reorganization Event is not solely common stock of the acquiring or succeeding corporation (or an affiliate thereof), the Company may, with the consent of the acquiring or succeeding corporation, provide for the consideration to be received upon the exercise of Options to consist solely of common stock of the acquiring or succeeding corporation (or an affiliate thereof) equivalent in value (as determined by the Board) to the per share consideration received by holders of outstanding shares of Common Stock as a result of the Reorganization Event.

(3) *Consequences of a Reorganization Event on Restricted Stock Awards*. Upon the occurrence of a Reorganization Event other than a liquidation or dissolution of the Company, the repurchase and other rights of the Company under each outstanding Restricted Stock Award shall inure to the benefit of the Company's successor and shall, unless the Board determines otherwise, apply to the cash, securities or other property which the Common Stock was converted into or exchanged for pursuant to such Reorganization Event in the same manner and to the same extent as they applied to the Common Stock subject to such Restricted Stock Award. Upon the occurrence of a Reorganization Event involving the liquidation or dissolution of the Company, except to the extent specifically provided to the contrary in the instrument evidencing any Restricted Stock Award or any other agreement between a Participant and the Company, all restrictions and conditions on all Restricted Stock Awards then outstanding shall automatically be deemed terminated or satisfied.

11. General Provisions Applicable to Awards

(a) *Transferability of Awards*. Awards shall not be sold, assigned, transferred, pledged or otherwise encumbered by the person to whom they are granted, either voluntarily or by operation of law, except by will or the laws of descent and distribution or, other than in the case of an Incentive Stock Option, pursuant to a qualified domestic relations order, and, during the life of the Participant, shall be exercisable only by the Participant; provided, however, that the Board may permit or provide in an Award for the gratuitous transfer of the Award by the Participant to or for the benefit of any immediate family member, family trust or other entity established for the benefit of the Participant and/or an immediate family member thereof if, with respect to such proposed transferee, the Company would be eligible to use a Form S-8 for the registration of the sale of the Common Stock subject to such Award under the Securities Act of 1933, as amended; provided, further, that the Company shall not be required to recognize any such transfer until such time as the Participant and such permitted transferee shall, as a condition to such transfer, deliver to the Company a written instrument in form and substance satisfactory to the Company confirming that such transferee shall be bound by all of the terms and conditions of the Award. References to a Participant, to the extent relevant in the context, shall include references to authorized transferees.

(b) *Documentation*. Each Award shall be evidenced in such form (written, electronic or otherwise) as the Board shall determine. Each Award may contain terms and conditions in addition to those set forth in the Plan.

(c) *Board Discretion*. Except as otherwise provided by the Plan, each Award may be made alone or in addition or in relation to any other Award. The terms of each Award need not be identical, and the Board need not treat Participants uniformly.

(d) *Termination of Status*. The Board shall determine the effect on an Award of the disability, death, termination of employment, authorized leave of absence or other change in the employment or other status of a Participant and the extent to which, and the period during which, the Participant, or the Participant's legal representative, conservator, guardian or Designated Beneficiary, may exercise rights under the Award.

(e) *Withholding*. The Participant must satisfy all applicable federal, state, and local or other income and employment tax withholding obligations before the Company will deliver stock certificates or otherwise recognize ownership of Common Stock under an Award. The Company may decide to satisfy the withholding obligations through additional withholding on salary or wages. If the Company elects not to or cannot withhold from other compensation, the Participant must pay the Company the full amount, if any, required for withholding or have a broker tender to the Company cash equal to the withholding obligations. Payment of withholding obligations is due before the Company will issue any shares on exercise or release from forfeiture of an Award or, if the Company so requires, at the same time as is payment of the exercise price unless the Company determines otherwise. If provided for in an Award or approved by the Board in its sole discretion, a Participant may satisfy such tax obligations in whole or in part by delivery of shares of Common Stock, including shares retained from the Award creating the tax obligation, valued at their Fair Market Value; provided, however, except as otherwise provided by the Board, that the total tax withholding where stock is being used to satisfy such tax obligations cannot exceed the Company's minimum statutory withholding obligations (based on minimum statutory withholding rates for federal and state tax purposes, including payroll taxes, that are applicable to such supplemental taxable income). Shares surrendered to satisfy tax withholding requirements cannot be subject to any repurchase, forfeiture, unfulfilled vesting or other similar requirements.

(f) *Amendment of Award*. Except as otherwise provided in Section 5(h), the Board may amend, modify or terminate any outstanding Award, including but not limited to, substituting therefor another Award of the same or a different type, changing the date of exercise or realization, and converting an Incentive Stock Option to a Nonstatutory Stock Option, provided either (i) that the Participant's consent to such action shall be required unless the Board determines that the action, taking into account any related action, would not materially and adversely affect the Participant or (ii) that the change is permitted under Section 10 hereof.

(g) *Conditions on Delivery of Stock*. The Company will not be obligated to deliver any shares of Common Stock pursuant to the Plan or to remove restrictions from shares previously delivered under the Plan until (i) all conditions of the Award have been met or removed to the satisfaction of the Company, (ii) in the opinion of the Company's counsel, all other legal matters in connection with the issuance and delivery of such shares have been satisfied, including any applicable securities laws and any applicable stock exchange or stock market rules and regulations, and (iii) the Participant has executed and delivered to the Company such representations or agreements as the Company may consider appropriate to satisfy the requirements of any applicable laws, rules or regulations.

(h) *Acceleration*. The Board may at any time provide that any Award shall become immediately exercisable in full or in part, free of some or all restrictions or conditions, or otherwise realizable in full or in part, as the case may be.

(i) *Performance Awards.*

(1) *Grants*. Restricted Stock Awards and Other Stock Unit Awards under the Plan may be made subject to the achievement of performance goals pursuant to this Section 11(i) ("Performance Awards").

(2) *Committee*. Grants of Performance Awards to any Covered Employee intended to qualify as "performance-based compensation" under Section 162(m) ("Performance-Based Compensation") shall be made only by a Committee (or subcommittee of a Committee) comprised solely of two or more directors eligible to serve on a committee making Awards qualifying as "performance-based compensation" under Section 162(m). In the case of such Awards granted to Covered Employees, references to the Board or to a Committee shall be deemed to be references to such Committee or subcommittee. "Covered Employee" shall mean any person who is a "covered employee" under Section 162(m)(3) of the Code.

(3) *Performance Measures*. For any Award that is intended to qualify as Performance-Based Compensation, the Committee shall specify that the degree of granting, vesting and/or payout shall be subject to the achievement of one or more objective performance measures established by the Committee. Such performance measures: (i) may vary by Participant and may be different for different Awards; (ii) may be particular to a Participant or the department, branch, line of business, subsidiary or other unit in which the Participant works and may cover such period as may be specified by the Committee; and (iii) shall be set by the Committee within the time period prescribed by, and shall otherwise comply with the requirements of, Section 162(m). Awards that are not intended to qualify as Performance-Based Compensation may be based on these or such other performance measures as the Board may determine.

(4) *Adjustments*. Notwithstanding any provision of the Plan, with respect to any Performance Award that is intended to qualify as Performance-Based Compensation, the Committee may adjust downwards, but not upwards, the cash or number of Shares payable pursuant to such Award, and the Committee may not waive the achievement of the applicable performance measures except in the case of the death or disability of the Participant.

(5) *Other*. The Committee shall have the power to impose such other restrictions on Performance Awards as it may deem necessary or appropriate to ensure that such Awards satisfy all requirements for Performance-Based Compensation.

12. Miscellaneous

(a) *No Right To Employment or Other Status*. No person shall have any claim or right to be granted an Award, and the grant of an Award shall not be construed as giving a Participant the right to continued employment or any other relationship with the Company. The Company expressly reserves the right at any time to dismiss or otherwise terminate its relationship with a Participant free from any liability or claim under the Plan, except as expressly provided in the applicable Award.

(b) *No Rights As Stockholder*. Subject to the provisions of the applicable Award, no Participant or Designated Beneficiary shall have any rights as a stockholder with respect to any shares of Common Stock to be distributed with respect to an Award until becoming the record holder of such shares.

(c) *Effective Date and Term of Plan*. The Plan shall become effective on the date the Plan is approved by the Company's stockholders (the "Effective Date"). No Awards shall be granted under the Plan after the completion of 10 years from the Effective Date, but Awards previously granted may extend beyond that date.

(d) *Amendment of Plan*. The Board may amend, suspend or terminate the Plan or any portion thereof at any time provided that (i) to the extent required by Section 162(m), no Award granted to a

Participant that is intended to comply with Section 162(m) after the date of such amendment shall become exercisable, realizable or vested, as applicable to such Award, unless and until such amendment shall have been approved by the Company's stockholders if required by Section 162(m) (including the vote required under Section 162(m)); (ii) no amendment that would require stockholder approval under the rules of the NASDAQ Stock Market ("NASDAQ") may be made effective unless and until such amendment shall have been approved by the Company's stockholders; and (iii) if the NASDAQ amends its corporate governance rules so that such rules no longer require stockholder approval of material amendments to equity compensation plans, then, from and after the effective date of such amendment to the NASDAQ rules, no amendment to the Plan (A) materially increasing the number of shares authorized under the Plan (other than pursuant to Section 10), (B) expanding the types of Awards that may be granted under the Plan, or (C) materially expanding the class of participants eligible to participate in the Plan shall be effective unless stockholder approval is obtained. In addition, if at any time the approval of the Company's stockholders is required as to any other modification or amendment under Section 422 of the Code or any successor provision with respect to Incentive Stock Options, the Board may not effect such modification or amendment without such approval. No Award shall be made that is conditioned upon stockholder approval of any amendment to the Plan.

(e) *Provisions for Foreign Participants*. The Board may modify Awards or Options granted to Participants who are foreign nationals or employed outside the United States or establish subplans or procedures under the Plan to recognize differences in laws, rules, regulations or customs of such foreign jurisdictions with respect to tax, securities, currency, employee benefit or other matters.

(f) *Compliance With Code Section 409A*. No Award shall provide for deferral of compensation that does not comply with Section 409A of the Code, unless the Board, at the time of grant, specifically provides that the Award is not intended to comply with Section 409A of the Code. The Company shall have no liability to a Participant, or any other party, if an Award that is intended to be exempt from, or compliant with, Section 409A is not so exempt or compliant or for any action taken by the Board.

(g) *Governing Law*. The provisions of the Plan and all Awards made hereunder shall be governed by and interpreted in accordance with the laws of the State of Delaware, excluding choice-of-law principles of the law of such state that would require the application of the laws of a jurisdiction other than such state.

EXHIBIT 31.1

CERTIFICATION

I, John W. Casella, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Casella Waste Systems, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 7, 2006

By: /s/ John W. Casella
John W. Casella
Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION

I, Richard A. Norris, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Casella Waste Systems, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 7, 2006

By: /s/ Richard A. Norris
Richard A. Norris
Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report on Form 10-Q of Casella Waste Systems, Inc. (the "Company") for the period ended October 31, 2006 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, John W. Casella, Chief Executive Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, that, to his knowledge:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: December 7, 2006

By: /s/ John W. Casella
John W. Casella
Chief Executive Officer

EXHIBIT 32.2

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report on Form 10-Q of Casella Waste Systems, Inc. (the "Company") for the period ended October 31, 2006 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Richard A. Norris, Chief Financial Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, that, to his knowledge:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: December 7, 2006

By: /s/ Richard A. Norris
Richard A. Norris
Chief Financial Officer