

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13D  
(RULE 13D-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13D-1(A) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13D-2(a)

(AMENDMENT NO.2)

CASELLA WASTE SYSTEMS, INC.

-----  
(Name of Issuer)

Class A Common Stock, Par Value \$0.01 Per Share

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(Title of Class of Securities)

14744810

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(CUSIP Number)

Edward Lafferty  
Berkshire Partners LLC  
One Boston Place  
33rd Floor  
Boston, Massachusetts 02108  
(617) 316-6027

With a copy to:  
David C. Chapin, Esq.  
Ropes & Gray  
One International Place  
Boston, Massachusetts 02110  
(617) 951-7371

-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

December 21, 2000

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(Date of Event Which Requires Filing of This Statement)

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

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)  
(Page 1 of 8 Pages)

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

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

1. NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS  
Berkshire Fund V, Limited Partnership

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
  
(a) [ ]  
(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS  
WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS [ ]  
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 3,905,580
	8.	SHARED VOTING POWER
	9.	SOLE DISPOSITIVE POWER 3,905,580
	10.	SHARED DISPOSITIVE POWER

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,905,580

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
16.86%

14. TYPE OF REPORTING PERSON  
PN

1. NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS  
Berkshire Investors LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) [ ]  
(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS  
WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS [ ]  
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE VOTING POWER 390,522
	8. SHARED VOTING POWER
	9. SOLE DISPOSITIVE POWER 390,522
	10. SHARED DISPOSITIVE POWER

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
390,522

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.69%

14. TYPE OF REPORTING PERSON  
PN

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Unless set forth below, all previously reported Items are unchanged.

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Item 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) By virtue of the relationships described herein, the Reporting Persons may be deemed to constitute a "group" within the meaning of Rule 13d-5 under the Exchange Act. As a member of a group, each Reporting Person may be deemed to share voting and dispositive power with respect to, and therefore beneficially own, the shares beneficially owned by members of the group as a whole. As of the date hereof, the Reporting Persons collectively own an aggregate of 4,296,102 shares, or approximately 18.55% of the outstanding shares based on 23,164,673 shares outstanding as of December 13, 2000 as reported by the Issuer on its quarterly report on Form 10-Q filed with the Commission on December 13, 2000.

The filing of this Statement shall not be construed as an admission that the Reporting Persons beneficially own those shares held by any other members of the group. The Berkshire Principals are also the managing members of Berkshire Investors.

(b) Fund V has sole voting power with respect to 3,905,580 shares of Common Stock and has sole dispositive power with respect to 3,905,580 shares of Common Stock. Fund V is the direct beneficial owner of the 3,905,580 shares of Common Stock over which it has voting and dispositive power.

As the sole general partner of Fund V, Fifth Berkshire may be deemed to beneficially own 3,905,580 shares of Common Stock held by Fund V. The filing of this statement shall not be construed as an admission that Fifth Berkshire is, for the purpose of Section 13(d) of the Exchange Act, the beneficial owner of such shares held by Fund V.

Berkshire Investors has sole voting power with respect to 390,522 shares of Common Stock and has sole dispositive power with respect to 390,522 shares of Common Stock. Berkshire Investors is the direct beneficial owner of the 390,522 shares of Common Stock over which it has voting and dispositive power.

By virtue of their positions as managing members of Fifth Berkshire and Berkshire Investors, the Berkshire Principals may be deemed to possess indirect beneficial ownership of the shares of Common Stock beneficially owned by Fund V and Berkshire Investors. However, none of the Berkshire Principals, acting alone, has voting or investment power with respect to the shares beneficially owned by Fund V or Berkshire Investors, and, as a result, each Berkshire Principal disclaims beneficial ownership of such shares of Common Stock.

(c) Annex A attached hereto and incorporated herein by reference sets forth all of the transactions in shares of Common Stock entered into by the Reporting Persons during the past 60 days, including (i) the identity of the Reporting Person involved, (ii) the date of the transaction, (iii) the number of shares of Common Stock involved, (iv) the price per share, and (v) where and how the transaction was effected.

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SIGNATURES

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

Dated: December 22, 2000

BERKSHIRE FUND V, LIMITED PARTNERSHIP

By: Fifth Berkshire Associates LLC, its  
General Partner

By: /s/ D. Randall Peeler

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Name: D. Randall Peeler

Title: Managing Director

BERKSHIRE INVESTORS, LLC

By: /s/ D. Randall Peeler

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Name: D. Randall Peeler

Title: Managing Director

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## ANNEX A

Reporting Person	Date of Transaction	Number of Shares	Price Per Share	Where and how Transaction Effected
Berkshire Fund V, L.P.	12/08/00	127,273	\$3 15/16	Open Market Transaction by its Broker-Dealer
Berkshire Investors, LLC	12/08/00	12,727	\$3 15/16	Open Market Transaction by its Broker-Dealer
Berkshire Fund V, L.P.	12/20/00	174,727	\$5.457	Open Market Transaction by its Broker-Dealer
Berkshire Investors, LLC	12/20/00	17,473	\$5.457	Open Market Transaction by its Broker-Dealer
Berkshire Fund V, L.P.	12/21/00	115,545	\$5.429	Open Market Transaction by its Broker-Dealer
Berkshire Investors, LLC	12/21/00	11,555	\$5.429	Open Market Transaction by its Broker-Dealer