

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

Amendment No. 1  
to  
**FORM S-3**  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**Casella Waste Systems, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware** **03-0338873**  
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification Number)

**25 Greens Hill Lane  
Rutland, Vermont  
(802) 775-0325**  
(Address, including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive Offices)

**John W. Casella  
Chairman and Chief Executive Officer  
Casella Waste Systems, Inc.  
25 Greens Hill Lane  
Rutland, Vermont 05701  
(802) 775-0325**  
(Name, Address, including Zip Code, and Telephone Number, including Area Code, of Agent for Service)

**Copy to:**

**Jeffrey A. Stein  
Erika L. Robinson**  
Wilmer Cutler Pickering Hale and Dorr LLP  
60 State Street  
Boston, Massachusetts 02109  
Telephone: (617) 526-6000  
Telecopy: (617) 526-5000

**Approximate date of commencement of proposed sale to the public: From time to time after this registration statement becomes effective.**

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

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

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

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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

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

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission acting pursuant to said Section 8(a), may determine.



### Registrant Guarantors

Exact Name of Registrant Guarantor as specified in its Charter	State or Other Jurisdiction of Incorporation or Organization	Primary Standard Industrial Classification Number	I.R.S. Employer Identification Number
All Cycle Waste, Inc.	Vermont	4953	03-0343753
Atlantic Coast Fibers, Inc.	Delaware	4953	22-3507048
B. and C. Sanitation Corporation	New York	4953	16-1329345
Better Bedding Corp.	New York	4953	16-1472389
Bristol Waste Management, Inc.	Vermont	4953	03-0326084
C.V. Landfill, Inc.	Vermont	4953	03-0289078
Casella Albany Renewables, LLC	Delaware	4953	37-1573963
Casella Major Account Services, LLC	Vermont	4953	30-0297037
Casella Recycling, LLC	Maine	4953	01-0203130
Casella Renewable Systems, LLC	Delaware	4953	51-0636932
Casella Transportation, Inc.	Vermont	4953	03-0357441
Casella Waste Management of Massachusetts, Inc.	Massachusetts	4953	03-0364282
Casella Waste Management of N.Y., Inc.	New York	4953	14-1794819
Casella Waste Management of Pennsylvania, Inc.	Pennsylvania	4953	12-2876596
Casella Waste Management, Inc.	Vermont	4953	03-0272349
Casella Waste Services of Ontario, LLC	New York	4953	06-1725553
Chemung Landfill, LLC	New York	4953	13-4311132
Colebrook Landfill, LLC	New Hampshire	4953	11-3760998
Corning Community Disposal Service, Inc.	New York	4953	16-0979692
CWM All Waste LLC	New Hampshire	4953	54-2108293
Forest Acquisitions, Inc.	New Hampshire	4953	02-0479340
Grasslands Inc.	New York	4953	14-1782074
GroundCo LLC	New York	4953	57-1197475
Hakes C & D Disposal, Inc.	New York	4953	16-0431613
Hardwick Landfill, Inc.	Massachusetts	4953	04-3157789
Hiram Hollow Regeneration Corp.	New York	4953	14-1738989
The Hyland Facility Associates	New York	4953	16-1347028
KTI Bio Fuels, Inc.	Maine	4953	22-2520171
KTI Environmental Group, Inc.	New Jersey	4953	22-2427727
KTI New Jersey Fibers, Inc.	Delaware	4953	22-3601504
KTI Operations Inc.	Delaware	4953	22-2908946
KTI Specialty Waste Services, Inc.	Maine	4953	22-3375082
KTI, Inc.	New Jersey	4953	22-2665282
Maine Energy Recovery Company, Limited Partnership	Maine	4953	22-2493823
New England Landfill Solutions, LLC	Massachusetts	4953	04-3521834
New England Waste Services of Massachusetts, Inc.	Massachusetts	4953	04-3489747
New England Waste Services of ME, Inc.	Maine	4953	01-0329311
New England Waste Services of N.Y., Inc.	New York	4953	14-1794820
New England Waste Services of Vermont, Inc.	Vermont	4953	03-0343930
New England Waste Services, Inc.	Vermont	4953	03-0338865
Newbury Waste Management, Inc.	Vermont	4953	03-0316201
NEWS of Worcester LLC	Massachusetts	4953	20-1970539
NEWSME Landfill Operations LLC	Maine	4953	20-0735025
North Country Composting Services, Inc.	New Hampshire	4953	04-3369678
North Country Environmental Services, Inc.	Virginia	4953	54-1496372
North Country Trucking, Inc.	New York	4953	16-1468488
Northern Properties Corporation of Plattsburgh	New York	4953	14-1713791
PERC, Inc.	Delaware	4953	22-2761012

<u>Exact Name of Registrant Guarantor as specified in its Charter</u>	<u>State or Other Jurisdiction of Incorporation or Organization</u>	<u>Primary Standard Industrial Classification Number</u>	<u>I.R.S. Employer Identification Number</u>
Pine Tree Waste, Inc.	Maine	4953	01-0513956
Portland C&D Site, Inc.	New York	4953	16-1374891
ReSource Transfer Services, Inc.	Massachusetts	4953	04-3420289
ReSource Waste Systems, Inc.	Massachusetts	4953	04-3333859
Schultz Landfill, Inc.	New York	4953	16-1550413
Southbridge Recycling & Disposal Park, Inc.	Massachusetts	4953	04-2964541
Sunderland Waste Management, Inc.	Vermont	4953	03-0326083
Total Waste Management Corp.	New Hampshire	4953	04-2718634
U.S. Fiber, LLC	North Carolina	4953	56-2026037
Waste-Stream Inc.	New York	4953	14-1488894
Winters Brothers, Inc.	Vermont	4953	03-0351118

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

#### EXPLANATORY NOTE

This Amendment No. 1 to the Registrant's Registration Statement on Form S-3 (File No. 333-175107) is being filed solely for the purpose of filing an updated Exhibit 5.1 in order to respond to comments received from the Securities and Exchange Commission. No changes or additions are being made hereby to the prospectus that forms a part of the Registration Statement. Accordingly, the prospectus is being omitted from this filing.

---

### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Rutland, State of Vermont on this 8th day of August 2011.

CASELLA WASTE SYSTEMS, INC.

By: /s/ JOHN W. CASELLA

Name: John W. Casella  
Title: *Chairman and Chief Executive Officer*

### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ JOHN W. CASELLA</u> John W. Casella	Chairman and Chief Executive Officer (Principal Executive Officer)	August 8, 2011
<u>/s/ EDWIN D. JOHNSON</u> Edwin D. Johnson	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	August 8, 2011
<u>*</u> Douglas R. Casella	Director	August 8, 2011
<u>*</u> John F. Chapple III	Director	August 8, 2011
<u>*</u> Gregory B. Peters	Director	August 8, 2011
<u>*</u> James F. Callahan, Jr.	Director	August 8, 2011
<u>*</u> Joseph G. Doody	Director	August 8, 2011

Signature

Title

Date

\*

\_\_\_\_\_  
James P. McManus

Director

August 8, 2011

\*

\_\_\_\_\_  
Michael K. Burke

Director

August 8, 2011

\*By:

\_\_\_\_\_  
/s/ JOHN W. CASELLA

John W. Casella  
*Attorney-in-fact*



















**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

CASELLA RECYCLING, LLC

By:                                 /s/ EDWIN D. JOHNSON                                

Edwin D. Johnson  
*Vice President and Treasurer*

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>                                /s/ JOHN W. CASELLA                                </u> John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
<u>                                /s/ EDWIN D. JOHNSON                                </u> Edwin D. Johnson	Vice President and Treasurer (Principal Financial and Accounting Officer)	August 8, 2011
<u>                                *                                </u> Douglas R. Casella	Vice President and Director	August 8, 2011
*By: <u>                                /s/ JOHN W. CASELLA                                </u> John W. Casella <i>Attorney-in-fact</i>		







**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

CASELLA WASTE MANAGEMENT OF  
MASSACHUSETTS, INC.

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>  /s/ JOHN W. CASELLA  </u> John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
<u>  /s/ EDWIN D. JOHNSON  </u> Edwin D. Johnson	Vice President and Treasurer (Principal Financial and Accounting Officer)	August 8, 2011
<u>  *  </u> Douglas R. Casella	Vice President and Director	August 8, 2011

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







**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

CASELLA WASTE SERVICES OF ONTARIO, LLC

By:                                 /s/ EDWIN D. JOHNSON  

Edwin D. Johnson  
*Vice President and Treasurer*

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>                /s/ JOHN W. CASELLA                </u> John W. Casella	President and Secretary (Principal Executive Officer)	August 8, 2011
<u>                /s/ EDWIN D. JOHNSON                </u> Edwin D. Johnson	Vice President and Treasurer (Principal Financial and Accounting Officer)	August 8, 2011

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

By: <u>                /s/ EDWIN D. JOHNSON                </u> Edwin D. Johnson <i>Vice President and Treasurer</i>	Sole Member <sup>†</sup>	August 8, 2011
--	--------------------------	----------------

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

CHEMUNG LANDFILL, LLC

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>                        /s/ JOHN W. CASELLA                        </u> John W. Casella	President and Secretary (Principal Executive Officer)	August 8, 2011
<u>                        /s/ EDWIN D. JOHNSON                        </u> Edwin D. Johnson	Vice President and Treasurer (Principal Financial and Accounting Officer)	August 8, 2011
NEW ENGLAND WASTE SERVICES OF N.Y., INC.		
By: <u>                        /s/ EDWIN D. JOHNSON                        </u> Edwin D. Johnson <i>Vice President and Treasurer</i>	Sole Member†	August 8, 2011

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























### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

THE HYLAND FACILITY ASSOCIATES

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

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

### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
CASELLA WASTE MANAGEMENT OF N.Y., INC.		
By: _____ /s/ JOHN W. CASELLA John W. Casella <i>President and Director</i>	General Partner†	August 8, 2011
_____	Director of Casella Waste Management of N.Y., Inc.	August 8, 2011
/s/ JOHN W. CASELLA John W. Casella		
_____	Director of Casella Waste Management of N.Y., Inc.	August 8, 2011
* Douglas R. Casella		
*By: _____ /s/ JOHN W. CASELLA John W. Casella <i>Attorney-in-fact</i>		

† The Hyland Facility Associates has no officers or directors.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

KTI BIO FUELS, INC.

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>                                /s/ JOHN W. CASELLA</u> John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
<u>                                /s/ EDWIN D. JOHNSON</u> Edwin D. Johnson	Vice President and Treasurer (Principal Financial and Accounting Officer)	August 8, 2011
<u>                                *</u>		
<u>                                Douglas R. Casella</u>	Vice President and Director	August 8, 2011
*By: <u>                                /s/ JOHN W. CASELLA</u> John W. Casella <i>Attorney-in-fact</i>		









**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

KTI, INC.

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>                                /s/ JOHN W. CASELLA</u> John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
<u>                                /s/ EDWIN D. JOHNSON</u> Edwin D. Johnson	Vice President and Treasurer (Principal Financial and Accounting Officer)	August 8, 2011
<u>                                *</u> Douglas R. Casella	Vice President and Director	August 8, 2011

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





**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

NEW ENGLAND LANDFILL SOLUTIONS, LLC

By:                                  /s/ EDWIN D. JOHNSON

                                  
Edwin D. Johnson  
*Vice President and Treasurer*

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>                                </u> /s/ JOHN W. CASELLA John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
<u>                                </u> /s/ EDWIN D. JOHNSON Edwin D. Johnson	Vice President and Treasurer (Principal Financial and Accounting Officer)	August 8, 2011
<u>                                </u> *		
<u>                                </u> Douglas R. Casella	Vice President and Director	August 8, 2011
*By: <u>                                </u> John W. Casella Attorney-in-fact		





**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

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

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
_____ /s/ JOHN W. CASELLA John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
_____ /s/ EDWIN D. JOHNSON Edwin D. Johnson	Vice President and Treasurer (Principal Financial and Accounting Officer)	August 8, 2011
_____ * Douglas R. Casella	Vice President and Director	August 8, 2011

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







**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

NEWS OF WORCESTER LLC

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

By:                                 /s/ EDWIN D. JOHNSON                                

Edwin D. Johnson  
*Vice President and Treasurer*

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

CASELLA WASTE SYSTEMS, INC.

By:                                 /s/ JOHN W. CASELLA                                 Sole Member August 8, 2011

John W. Casella  
*Chairman and Chief Executive Officer*

\* NEWS of Worcester LLC has no officers or directors.









**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

NORTH COUNTRY TRUCKING, INC.

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>          /s/ JOHN W. CASELLA          </u> John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
<u>          /s/ EDWIN D. JOHNSON          </u> Edwin D. Johnson	Vice President and Treasurer (Principal Financial and Accounting Officer)	August 8, 2011
<u>  *  </u> Douglas R. Casella	Vice President and Director	August 8, 2011
*By: <u>          /s/ JOHN W. CASELLA          </u> John W. Casella <i>Attorney-in-fact</i>		

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

NORTHERN PROPERTIES CORPORATION OF  
PLATTSBURGH

By: \_\_\_\_\_ /s/ EDWIN D. JOHNSON

Edwin D. Johnson  
*Vice President and Treasurer*

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
_____ /s/ JOHN W. CASELLA John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
_____ /s/ EDWIN D. JOHNSON Edwin D. Johnson	Vice President and Treasurer and Director (Principal Financial and Accounting Officer)	August 8, 2011
_____ * Douglas R. Casella	Vice President and Director	August 8, 2011
*By: _____ /s/ JOHN W. CASELLA John W. Casella <i>Attorney-in-fact</i>		

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

PERC, INC.

By:                                 /s/ EDWIN D. JOHNSON                                

Edwin D. Johnson  
*Vice President and Treasurer*

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>                                /s/ JOHN W. CASELLA                                </u> John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
<u>                                /s/ EDWIN D. JOHNSON                                </u> Edwin D. Johnson	Vice President and Treasurer and Director (Principal Financial and Accounting Officer)	August 8, 2011
<u>  *  </u> Douglas R. Casella	Vice President and Director	August 8, 2011
*By: <u>                                /s/ JOHN W. CASELLA                                </u> John W. Casella <i>Attorney-in-fact</i>		









## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

RESOURCE WASTE SYSTEMS, INC.

By:                                 /s/ EDWIN D. JOHNSON

Edwin D. Johnson  
*Vice President and Treasurer*

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>                                /s/ JOHN W. CASELLA</u> John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
<u>                                /s/ EDWIN D. JOHNSON</u> Edwin D. Johnson	Vice President and Treasurer (Principal Financial and Accounting Officer)	August 8, 2011
<u>                                *</u> Douglas R. Casella	Vice President and Director	August 8, 2011
*By: <u>                                /s/ JOHN W. CASELLA</u> John W. Casella <i>Attorney-in-fact</i>		









**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

U.S. FIBER, LLC

By:    /s/ EDWIN D. JOHNSON

Edwin D. Johnson  
*Vice President and Treasurer*

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>  </u> /s/ JOHN W. CASELLA  John W. Casella	President and Director (Principal Executive Officer)	August 8, 2011
<u>  </u> /s/ EDWIN D. JOHNSON  Edwin D. Johnson	Vice President and Treasurer (Principal Financial and Accounting Officer)	August 8, 2011
<u>  </u> *  Douglas R. Casella	Vice President and Director	August 8, 2011
*By: <u>  </u>  John W. Casella <i>Attorney-in-fact</i>		

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rutland, State of Vermont, on this 8th day of August, 2011.

WASTE-STREAM INC.

By:                                 /s/ EDWIN D. JOHNSON                                

Edwin D. Johnson  
*Vice President and Treasurer*

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>                                /s/ JOHN W. CASELLA                                </u> John W. Casella	Vice President and Director (Principal Executive Officer)	August 8, 2011
<u>                                /s/ EDWIN D. JOHNSON                                </u> Edwin D. Johnson	Vice President and Treasurer (Principal Financial and Accounting Officer)	August 8, 2011
<u>  *</u> Douglas R. Casella	Vice President and Director	August 8, 2011
<u>*By:                                /s/ JOHN W. CASELLA                                </u> <p style="text-align: center;">John W. Casella <i>Attorney-in-fact</i></p>		





## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
1*	Form of Underwriting Agreement
3.1***	Second Amended and Restated Certificate of Incorporation of Casella Waste Systems, Inc., as amended (incorporated herein by reference to Exhibit 3.1 to the quarterly report on Form 10-Q of Casella Waste Systems Inc. as filed December 7, 2007 (file no. 000-23211))
3.2***	Third Amended and Restated By-Laws of Casella Waste Systems, Inc., (incorporated herein by reference to Exhibit 3.1 to the quarterly report on Form 10-Q of Casella Waste Systems Inc. as filed February 27, 2009 (file no. 000-23211))
4.1***	Form of Senior Indenture
4.2***	Form of Subordinated Indenture
4.3*	Form of Senior Note
4.4*	Form of Subordinated Note
4.5*	Form of Depositary Agreement
4.6*	Form of Warrant Agreement
4.7*	Form of Purchase Contract Agreement
4.8*	Form of Unit Agreement
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP
12***	Statement of Computation of Ratio of Earnings to Fixed Charges and Earnings to Combined Fixed Charges and Preferred Stock Dividends
23.1***	Consent of McGladrey & Pullen, LLP
23.2***	Consent of Caturano and Company, Inc.
23.3***	Consent of PricewaterhouseCoopers LLP
23.4	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1)
24.1***	Powers of Attorney (included in the signature pages to the Registration Statement)
25.1**	The Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939, as amended, of the Trustee under the Senior Indenture
25.2**	The Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939, as amended, of the Trustee under the Subordinated Indenture

\* To be filed by amendment or by a Current Report on Form 8-K.

\*\* To be filed pursuant to Section 305(b)(2) of the Trust Indenture Act of 1939.

\*\*\* Previously filed.

QuickLinks

[Registrant Guarantors](#)

[EXPLANATORY NOTE](#)

[SIGNATURES](#)

[SIGNATURES](#)

[EXHIBIT INDEX](#)

August 8, 2011

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

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

This opinion is furnished to you in connection with the Registration Statement on Form S-3 (File No. 333-175107) (the "Registration Statement") originally filed by Casella Waste Systems, Inc., a Delaware corporation (the "Company"), and the guarantors listed therein (the "Guarantors") with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act") on June 24, 2011, for the registration of up to \$250 million in aggregate offering price of the following securities (collectively, the "Securities"):

- (i) class A common stock, \$0.01 par value per share, of the Company (the "Common Stock");
- (ii) preferred stock, \$0.01 par value per share, of the Company (the "Preferred Stock");
- (iii) senior debt securities of the Company (the "Senior Debt Securities");
- (iv) subordinated debt securities of the Company (the "Subordinated Debt Securities" and, together with the Senior Debt Securities, the "Debt Securities");
- (v) depositary shares representing a fractional interest in a share of Preferred Stock (the "Depositary Shares");
- (vi) contracts obligating the Company or a holder to purchase Common Stock, Preferred Stock or Depositary Shares at a future date or dates (the "Purchase Contracts");
- (vii) purchase units, consisting of one or more Purchase Contracts and beneficial interests in Debt Securities or debt obligations of third parties or any other securities (the "Purchase Units");
- (viii) warrants to purchase Common Stock, Preferred Stock, Depositary Shares or Debt Securities (the "Warrants"); and

Wilmer Cutler Pickering Hale and Dorr LLP, 1875 Pennsylvania Avenue NW, Washington, DC 20006

Beijing Berlin Boston Brussels Frankfurt London Los Angeles New York Oxford Palo Alto Waltham Washington

---

(ix) guarantees of the Debt Securities by the Guarantors (the “Debt Guarantees”),

all of which may be issued from time to time on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, as set forth in the Registration Statement, the prospectus contained therein (the “Prospectus”) and any amendments or supplements thereto.

We are acting as counsel for the Company and the Guarantors in connection with the filing of the Registration Statement. The preferences, limitations and relative rights of shares of any series of Preferred Stock will be set forth in a Certificate of Designations (“Certificate of Designations”), with respect thereto duly filed with the Office of the Secretary of State of the State of Delaware. The Senior Debt Securities may be issued pursuant to a senior indenture (the “Senior Indenture”) and the Subordinated Debt Securities may be issued pursuant to a subordinated indenture (the “Subordinated Indenture”, and together with the Senior Indenture, the “Indentures”), in each case between the Company, the Guarantors (if any) and a trustee to be named in such indenture and duly qualified under the Trust Indenture Act of 1939, as amended (the “Trust Indenture Act”). The shares of Preferred Stock represented by Depositary Shares will be deposited pursuant to a Depositary Agreement (the “Depositary Agreement”) between the Company and a bank or trust company as depositary. The Purchase Contracts may be issued pursuant to a Purchase Contract Agreement (the “Purchase Contract Agreement”) between the Company and a bank or trust company as purchase contract agent. The Purchase Units may be issued pursuant to a Purchase Unit Agreement (the “Purchase Unit Agreement”) between the Company and a bank or trust company as purchase unit agent. Warrants may be issued pursuant to a warrant agreement (the “Warrant Agreement”) between the Company and a bank or trust company as warrant agent.

We have examined and relied upon signed copies of the Registration Statement to be filed with the Commission, including the exhibits thereto. We have also examined and relied upon the corporate minute books of the Company and the Guarantors as provided to us by the Company; the Certificate of Incorporation of the Company (as restated and/or amended from time-to-time, the “Certificate of Incorporation”); the By-laws of the Company (as restated and/or amended from time-to-time, the “By-laws”); and the certificate of incorporation or comparable documents and the by-laws, operating agreements or comparable documents of each of the Guarantors, each as restated and/or amended from time to time.

In our examination of the documents described above, we have assumed the genuineness of all signatures, the legal capacity of all individual signatories, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies, the authenticity of such original documents and the completeness and accuracy of the corporate minute books of the Company and the Guarantors provided to us by the Company.

We have relied as to certain matters on information obtained from public officials and officers of the Company and the Guarantors, and we have assumed that (i) one or more Prospectus supplements will be prepared and filed with the Commission describing the Securities offered

thereby, (ii) all Securities will be issued and sold in compliance with applicable federal and state securities laws and in the manner stated in the Registration Statement, the Prospectus and the applicable Prospectus supplements, (iii) in the case of the Debt Securities offered, (a) the applicable Indenture will be duly authorized, executed and delivered by the trustee named therein, (b) the applicable Indenture will be duly qualified under the Trust Indenture Act and the applicable trustee will be duly eligible to serve as trustee, and (c) the Debt Securities will be duly authenticated by the trustee named in the applicable Indenture, (iv) any Warrant Agreement, Purchase Unit Agreement, Depositary Agreement and Purchase Contract Agreement, as applicable, will be duly authorized, executed and delivered by all parties thereto other than the Company, (v) a definitive purchase, underwriting or similar agreement with respect to any Securities offered will be duly authorized, executed and delivered by all parties thereto other than the Company and the Guarantors, (vi) any Securities issuable upon conversion, exchange or exercise of any Security being offered will be duly authorized, created and, if appropriate, reserved for issuance upon such conversion, exchange or exercise, (vii) with respect to shares of Common Stock or Preferred Stock offered, there will be sufficient shares of Common Stock or Preferred Stock authorized under the Certificate of Incorporation and not otherwise reserved for issuance, (viii) the Company will be validly existing as a corporation in good standing under the laws of the State of Delaware, (ix) the Guarantors will be validly existing as a corporation, limited liability company or partnership, as applicable, organized or formed, validly existing and in good standing under the laws of their respective states of organization.

We are expressing no opinion herein as to the application of any federal or state law or regulation to the power, authority or competence of any party to any agreement with respect to any of the Securities other than the Company and the Guarantors. We have assumed that such agreements are, or will be, the valid and binding obligations of each party thereto other than the Company and the Guarantors, and enforceable against each such other party in accordance with their respective terms.

We have assumed for purposes of our opinions below that no authorization, approval or other action by, and no notice to or filing with, any governmental authority or regulatory body or any other third party is required for the due execution, delivery or performance by the Company or the Guarantors or, if any such authorization, approval, consent, action, notice or filing is required, it will have been duly obtained, taken, given or made and will be in full force and effect. We have also assumed that the execution and delivery by (i) the Company of the Indentures, the Depositary Agreement, the Purchase Contract Agreement, the Purchase Unit Agreement, the Warrant Agreement and the Securities and (ii) the Guarantors of the Debt Guarantees, and the performance by the Company and the Guarantors of their respective obligations thereunder do not and will not violate, conflict with or constitute a default under (x) any agreement or instrument to which the Company, the Guarantors or any of their properties are subject, (y) any law, rule or regulation to which the Company, the Guarantors or any of their properties is subject or (z) any judicial or regulatory order or decree of any governmental authority.

We have also assumed that there will not have occurred, prior to the date of issuance of the Securities, any change in law affecting the validity or enforceability of such Securities and that at the time of the issuance and sale of the Securities, the Board of Directors of the Company (or any committee thereof acting pursuant to authority properly delegated to such committee by the Board of Directors) or the governing bodies of the Guarantors, shall not have taken any action to rescind or otherwise reduce its prior authorization of the issuance of the Securities.

Our opinions below are qualified to the extent that they may be subject to or affected by (i) applicable bankruptcy, insolvency, reorganization, moratorium, usury, fraudulent conveyance or similar laws relating to or affecting the rights or remedies of creditors generally, (ii) duties and standards imposed on creditors and parties to contracts, including, without limitation, requirements of materiality, good faith, reasonableness and fair dealing and (iii) general equitable principles. Furthermore, we express no opinion as to the availability of any equitable or specific remedy upon any breach of any of the agreements as to which we are opining herein, or any of the agreements, documents or obligations referred to therein, or to the successful assertion of any equitable defenses, inasmuch as the availability of such remedies or the success of any equitable defenses may be subject to the discretion of a court. We also express no opinion herein as to the laws of any state or jurisdiction other than the state laws of the State of New York, the General Corporation Law of the State of Delaware, the statute codified as 6 Del. C. §§ 18-101-1109 and known as the Delaware Limited Liability Company Act and the federal laws of the United States of America. We express no opinion herein with respect to compliance by the Company or the Guarantors with securities or “blue sky” laws of any state or other jurisdiction of the United States or of any foreign jurisdiction. In addition, we express no opinion and make no statement herein with respect to the antifraud laws of any jurisdiction.

We also express no opinion herein as to any provision of any agreement (i) that may be deemed to or construed to waive any right of the Company or the Guarantors, (ii) to the effect that rights and remedies are not exclusive, that every right or remedy is cumulative and may be exercised in addition to or with any other right or remedy and does not preclude recourse to one or more other rights or remedies, (iii) relating to the effect of invalidity or unenforceability of any provision of any agreement on the validity or enforceability of any other provision thereof, (iv) that is in violation of public policy, (v) relating to indemnification and contribution with respect to securities law matters, (vi) which provides that the terms of any agreement may not be waived or modified except in writing, (vii) purporting to indemnify any person against his, her or its own negligence or intentional misconduct, (viii) requiring the payment of penalties, consequential damages or liquidated damages or (ix) relating to choice of law or consent to jurisdiction.

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

1. With respect to the Common Stock, when (i) specifically authorized for issuance by proper action of the Company’s Board of Directors or an authorized committee thereof (the “Authorizing Resolutions”), (ii) the terms of the issuance and sale of the Common Stock have

been duly established in conformity with the Certificate of Incorporation, the By-laws and the Authorizing Resolutions, (iii) the shares of Common Stock have been issued and sold as contemplated by the Registration Statement, the Prospectus and the applicable supplements to such Prospectus and (iv) the Company has received the consideration provided for in the Authorizing Resolutions and such consideration per share is not less than the par value per share of Common Stock, the Common Stock will be validly issued, fully paid and nonassessable.

2. With respect to shares of any series of the Preferred Stock, when (i) the Authorizing Resolutions have specifically authorized the issuance and terms of the shares of the series and related matters, including establishment and designation of the series and the fixing and determination of the preferences, limitations and relative rights thereof and the filing of a Certificate of Designations with respect to the series with the Secretary of State of the State of Delaware and such Certificate of Designations has been duly filed, (ii) the terms of the issuance and sale of the series of Preferred Stock have been duly established in conformity with the Certificate of Incorporation, the Certificate of Designations, By-laws and the Authorizing Resolutions, (iii) the shares of the series of Preferred Stock have been duly issued and sold as contemplated by the Registration Statement, the Prospectus and the applicable supplements to such Prospectus and (iv) the Company has received the consideration provided for in the Authorizing Resolutions and such consideration per share is not less than the par value per share of Preferred Stock, the shares of such series of Preferred Stock will be validly issued, fully paid and nonassessable.

3. With respect to the Senior Debt Securities, when (i) specifically authorized for issuance by the Authorizing Resolutions, (ii) the terms of the Senior Debt Securities and of their issuance and sale have been duly established in conformity with the Senior Indenture and the Authorizing Resolutions, (iii) such Senior Debt Securities have been duly executed and authenticated in accordance with the Senior Indenture and issued and sold as contemplated by the Registration Statement, the Prospectus and the applicable supplements to such Prospectus and (iv) the Company has received the consideration provided for in the Authorizing Resolutions, such Senior Debt Securities will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.

4. With respect to the Subordinated Debt Securities, when (i) specifically authorized for issuance by the Authorizing Resolutions, (ii) the Subordinated Indenture has been duly authorized, executed and delivered, (iii) the terms of the Subordinated Debt Securities and of their issuance and sale have been duly established in conformity with the Subordinated Indenture and the Authorizing Resolutions, (iv) such Subordinated Debt Securities have been duly executed and authenticated in accordance with the Subordinated Indenture and issued and sold as contemplated by the Registration Statement, the Prospectus and the applicable supplements to such Prospectus and (v) the Company has received the consideration provided for in the Authorizing Resolutions, such Subordinated Debt Securities will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.



5. With respect to the Depositary Shares, when (i) the Authorizing Resolutions have specifically authorized the issuance and terms of the Depositary Shares, the terms of the offering thereof and related matters, including the adoption of a Certificate of Designation relating to the Preferred Stock underlying the Depositary Shares and the filing of the Certificate of Designation with the Secretary of State of the State of Delaware, and such Certificate of Designation has been duly filed, (ii) the applicable Depositary Agreement relating to the Depositary Shares has been duly authorized, executed and delivered and the depositary appointed by the Company, (iii) the terms of the issuance and sale of the Depositary Shares have been duly established in conformity with the Company's Certificate of Incorporation, By-laws and the Authorizing Resolutions, (iv) the Depositary Shares have been issued and sold as contemplated by the Registration Statement, the Prospectus and the applicable supplements to such Prospectus, (v) the shares of Preferred Stock underlying the Depositary Shares have been deposited with a bank or trust company (which meets the requirements for the depositary set forth in the Registration Statement) and (vi) the Company has received the consideration provided for in the Authorizing Resolutions, the Depositary Shares will be legally issued and will entitle the holders of such Depositary Shares to the rights specified in the applicable Depositary Agreement.

6. With respect to the Purchase Contracts, when (i) specifically authorized for issuance by the Authorizing Resolutions, (ii) the applicable Purchase Contract Agreement has been duly authorized, executed and delivered, (iii) the terms of the Purchase Contracts and of their issuance and sale have been duly established in conformity with the applicable Purchase Contract Agreement and the Authorizing Resolutions, (iv) the Purchase Contracts have been duly executed and delivered in accordance with the Purchase Contract Agreement and issued and sold as contemplated by the Registration Statement, the Prospectus and the applicable supplements to such Prospectus and (v) the Company has received the consideration provided for in the Authorizing Resolutions, such Purchase Contracts will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.

7. With respect to the Purchase Units, when (i) specifically authorized for issuance by the Authorizing Resolutions, (ii) the applicable Purchase Unit Agreement has been duly authorized, executed and delivered, (iii) the terms of the Purchase Units and of their issuance and sale have been duly established in conformity with the applicable Purchase Unit Agreement and the Authorizing Resolutions, (iv) the Purchase Units have been duly executed and delivered in accordance with the Purchase Unit Agreement and issued and sold as contemplated by the Registration Statement, the Prospectus and the applicable supplements to such Prospectus and (v) the Company has received the consideration provided for in the Authorizing Resolutions, such Purchase Units will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.

8. With respect to the Warrants, when (i) specifically authorized for issuance by the Authorizing Resolutions, (ii) the applicable Warrant Agreement relating to the Warrants has been duly authorized, executed and delivered, (iii) the terms of the Warrants and of their

issuance and sale have been duly established in conformity with the applicable Warrant Agreement and the Authorizing Resolutions, (iv) the Warrants have been duly executed and countersigned in accordance with the applicable Warrant Agreement and issued and sold as contemplated by the Registration Statement, the Prospectus and the applicable supplements to such Prospectus and (v) the Company has received the consideration provided for in the Authorizing Resolutions, such Warrants will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.

9. With respect to any Debt Guarantees, when (i) specifically authorized by proper action of each Guarantor's governing body, (ii) the applicable Indenture has been duly authorized, executed and delivered by all parties thereto, (iii) the terms of such Debt Securities and of their issue and sale have been duly established in conformity with the applicable Indenture, do not violate any applicable law or the certificate of incorporation, limited liability company agreement, or partnership agreement of each Applicable Guarantor, as applicable, or result in a default under or breach of any agreement or instrument binding upon any Applicable Guarantor and comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over such Guarantors, (iv) such Debt Securities have been duly executed and authenticated in accordance with the applicable Indenture and issued and sold as contemplated by the Registration Statement, and (vi) the Company has received the consideration provided for in the Company Authorizing Resolutions, such Debt Guarantees will constitute valid and binding obligations of the Guarantors enforceable against the Guarantors in accordance with their terms.

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

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act and to the use of our name therein and in the related Prospectus and any Prospectus supplement under the caption "Legal Matters." In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

WILMER CUTLER PICKERING  
HALE AND DORR LLP

By: /s/ Erika L. Robinson  
Erika L. Robinson, a Partner