

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.1)

CASELLA WASTE SYSTEMS, INC.

(Name of Issuer)

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

(Title of Class of Securities)

14744810

(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 8, 2000

(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 3,610,089
	8.	SHARED VOTING POWER
	9.	SOLE DISPOSITIVE POWER 3,610,089
	10.	SHARED DISPOSITIVE POWER

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,610,089

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
15.57%

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 360,972
	8. SHARED VOTING POWER
	9. SOLE DISPOSITIVE POWER 360,972
	10. SHARED DISPOSITIVE POWER

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
360,972

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.56%

14. TYPE OF REPORTING PERSON
PN

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

Item 4. PURPOSE OF TRANSACTION.

The first three sentences of the first paragraph of Item 4 are hereby amended to read as follows:

The shares of Common Stock covered by this filing are being held for investment purposes. The Reporting Persons will continue to monitor and evaluate their investment in the Issuer in light of pertinent factors, including without limitation the following: (a) the Issuer's business, operations, assets, financial condition and prospects; (b) market, general economic and other conditions and other financing considerations; and (c) other investment opportunities available to the Reporting Persons. In light of the foregoing factors, and the plans and requirements of the Reporting Persons from time to time, the Reporting Persons may decide to (i) dispose of some or all of the

shares of Series A Preferred Stock or Common Stock that they beneficially own and/or the shares of Common Stock into which such shares of Series A Preferred Stock are convertible or (ii) acquire additional shares of Common Stock, shares of Series A Preferred Stock or other securities of the Issuer.

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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 3,971,061 shares, or approximately 17.13% of the outstanding shares based on 23,185,171 shares outstanding as of September 13, 2000 as reported by the Issuer on its quarterly report on Form 10-Q filed with the Commission on September 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 3,610,089 shares of Common Stock and has sole dispositive power with respect to 3,610,089 shares of Common Stock. Fund V is the direct beneficial owner of the 3,610,089 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 3,610,089 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 360,972 shares of Common Stock and has sole dispositive power with respect to 360,972 shares of Common Stock. Berkshire Investors is the direct beneficial owner of the 360,972 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 11, 2000

BERKSHIRE FUND V, LIMITED PARTNERSHIP

By: Fifth Berkshire Associates LLC, its
General Partner

By: /s/ D. Randall Peeler

Name: D. Randall Peeler
Title: Managing Director

BERKSHIRE INVESTORS, LLC
By: /s/ D. Randall Peeler

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