

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G/A  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2 (b)  
(Final Amendment)1[FN]

Casella Waste Systems, Inc.  
(Name of Issuer)

Class A Common Stock, \$.01 par value

(Title of Class of Securities)

14744810

(CUSIP Number)

December 31, 1998

Date of Event Which Requires Filing of this Statement

Check the appropriate box to designate the rule pursuant to which this Schedule  
is Filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

- - - - -  
[FN]

1 The remainder of this cover page shall be filled out for a reporting person's  
initial filing on this form with respect to the subject class of securities, and  
for any subsequent amendment containing information which would alter  
disclosures provided in a prior cover page. The information required on the  
remainder of this cover page shall not be deemed to be "filed" for the purpose  
of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the  
liabilities of that section of the Act but shall be subject to all other  
provisions of the Act.

CUSIP No. 14744810

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- 1) Name of Reporting Person BCI Growth III, L.P.  
I.R.S. Identification  
No. of Above Person (Entities Only)
- 2) Check the Appropriate Box (a) [ ]  
if a Member of a Group (b) [ ]
- 3) SEC Use Only
- 4) Citizenship or Place of Organization Delaware

Number of  
Shares Beneficially  
Owned by Each  
Reporting Person

5) Sole Voting  
Power

-0-

With:

6)	Shared Voting Power	-0-
7)	Sole Dispositive Power	-0-
8	Shared Dispositive Power	-0-
9)	Aggregate Amount Beneficially Owned by Each Reporting Person	-0-
10)	Check if the Aggregate Amount in Row (9) Excludes Certain Shares	
11)	Percent of Class Represented by Amount in Row (9)	-0-
12)	Type of Reporting Person	PN

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Final Amendment to Schedule 13G  
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Reference is hereby made to the statement on Schedule 13G originally filed on February 11, 1998 (the "Schedule 13G"). Terms defined in the Schedule 13G are used herein as so defined.

The following items of the Schedule 13G are hereby amended and restated to read in their entirety as follows:

Item 4 - Ownership.

(a) Amount Beneficially Owned:

-0-

(b) Percent of Class:

-0-

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

-0-

(ii) shared power to vote or to direct the vote:

-0-

(iii) sole power to dispose or to direct the disposition of:

-0-

(iv) shared power to dispose or to direct the disposition of:

-0-

Item 5 - Ownership of Five Percent or Less of a Class:

This statement is being filed to report the fact that as of the date hereof the Reporting Person has ceased to be the beneficial owner of more than five percent of the Common Stock.

Signature:

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.

BCI GROWTH III, L.P.

By Teaneck Associates, L.P.,  
General Partner

By /s/ Donald P. Remey  
General Partner

Date: February 11, 1999