

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES ACT OF 1933**  
**Release No. 10474 / March 30, 2018**

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 82971 / March 30, 2018**

**In the Matter of**

**Casella Waste Systems, Inc.**

**ORDER UNDER SECTION 27A(b) OF THE  
SECURITIES ACT OF 1933 AND SECTION  
21E(b) OF THE SECURITIES EXCHANGE  
ACT OF 1934, GRANTING WAIVERS OF  
THE DISQUALIFICATION PROVISIONS OF  
SECTION 27A(b)(1)(A)(ii) OF THE  
SECURITIES ACT OF 1933 AND SECTION  
21E(b)(1)(A)(ii) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

Casella Waste Systems, Inc. (“Casella”) has submitted a letter, dated March 29, 2018, requesting a waiver of the Section 27A(b)(1)(A)(ii) disqualification from the safe harbor provision of Section 27A(c) of the Securities Act of 1933 (“Securities Act”), and the Section 21E(b)(1)(A)(ii) disqualification from the safe harbor provision of Section 21E(c) of the Securities Exchange Act of 1934 (“Exchange Act”). Casella requests such relief due to the entry on August 24, 2016, of an order instituting administrative and cease-and-desist proceedings against Casella (the “Cease-and-Desist Order”). The Cease-and-Desist Order requires, among other things, Casella to cease and desist from committing or causing any violations and any future violations of Section 17(a)(2) of the Securities Act.

Section 27A(b) of the Securities Act and Section 21E(b) of the Exchange Act exclude reliance on the safe harbor for forward-looking statements if, among other things, the statement is made with respect to an issuer that, within the past three years, “has been made the subject of a judicial or administrative decree or order arising out of a governmental action that (I) prohibits future violations of the antifraud provisions of the securities laws; (II) requires that the issuer cease and desist from violating the antifraud provisions of the securities laws; or (III) determines that the issuer violated the antifraud provisions of the securities laws[.]” Section 27A(b)(1)(A)(ii) of the Securities Act; Section 21E(b)(1)(A)(ii) of the Exchange Act. The disqualifications may be waived “to the extent otherwise specifically provided by rule, regulation, or order of the Commission.” Section 27A(b) of the Securities Act; Section 21E(b) of the Exchange Act.

Based on the facts and representations in Casella’s March 29, 2018 request, and assuming the Casella complies with the terms of the Cease-and-Desist-Order, the Commission has determined the request for a waiver of the disqualifications resulting from entry of the Cease-and-Desist-Order is

appropriate and should be granted. Accordingly, the relief requested from Casella being disqualified from the safe harbor provisions of Section 27A(c) of the Securities Act, and Section 21E(c) of the Exchange Act is hereby granted, on the condition that that Casella fully complies with the terms of the Cease-and-Desist-Order. Any different facts from those represented or failure to comply with the terms of the Cease-and-Desist-Order would require us to revisit our determination and could constitute grounds to revoke or further condition the waiver. The Commission reserves the right, in its sole discretion, to revoke or further condition the waiver under those circumstances.

Accordingly, IT IS ORDERED, pursuant to Section 27A(b) of the Securities Act and Section 21E(b) of the Exchange Act, that a waiver from the disqualification provision of Section 27A(b)(1)(A)(ii) of the Securities Act and Section 21E(b)(1)(A)(ii) of the Exchange Act as to Casella and its present and future affiliates resulting from entry of the Cease-and-Desist-Order is granted.

By the Commission.

Brent J. Fields  
Secretary