

# SECURITIES AND EXCHANGE COMMISSION

## FORM S-8

Initial registration statement for securities to be offered to employees pursuant to employee benefit plans

Filing Date: **1995-07-12**  
SEC Accession No. **0000893220-95-000448**

([HTML Version](#) on [secdatabase.com](#))

### FILER

#### **WESTON ROY F INC**

CIK: **106473** | IRS No.: **231501990** | State of Incorpor.: **PA** | Fiscal Year End: **1231**  
Type: **S-8** | Act: **33** | File No.: **033-60981** | Film No.: **95553357**  
SIC: **4955** Hazardous waste management

Mailing Address  
*1 WESTON WAY  
C/O A FREDERICK  
THOMPSON  
WEST CHESTER PA 19380*

Business Address  
*1 WESTON WAY  
C/O A FREDERICK  
THOMPSON  
WEST CHESTER PA 19380  
2156923030*

=====

SECURITIES AND EXCHANGE COMMISSION  
 Washington, DC 20549  
 -----

FORM S-8  
 REGISTRATION STATEMENT  
 UNDER  
 THE SECURITIES ACT OF 1933  
 -----

ROY F. WESTON, INC.  
 (Exact name of registrant as specified in its charter)

PENNSYLVANIA 23-1501990  
 (State or other jurisdiction of (I.R.S. Employer Identification No.)  
 incorporation or organization)

ONE WESTON WAY 19380-1499  
 WEST CHESTER, PENNSYLVANIA (Address of principal executive offices) (Zip Code)

ROY F. WESTON, INC.  
 EMPLOYEE STOCK PURCHASE PLAN  
 (Full title of the plan)

=====

M. CHRISTINE MURPHY  
 EXECUTIVE VICE PRESIDENT-QUALITY ASSURANCE/FINANCE  
 ROY F. WESTON, INC.  
 ONE WESTON WAY  
 WEST CHESTER, PENNSYLVANIA 19380-1499  
 (Name and address of agent for service)

(610) 701-3000  
 (Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

<TABLE>  
 <CAPTION>

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share (1)	Proposed maximum aggregate offering price (1)	Amount of registration fee
<S> Series A Common Stock, par value \$.10 per share	<C> 450,000 shares (2)	<C> \$4.25	<C> \$1,806,250	<C> \$623

</TABLE>

(1) Estimated solely for the purpose of computing the registration fee in accordance with paragraphs (c) and (h) of Rule 457 under the Securities Act of 1933 on the basis of an 85% employee contribution rate and high and low prices of \$5.13 and \$4.78, respectively, reported in the NASDAQ National Market System on July 10, 1995.

- (2) Also registered hereby are such additional indeterminate number of shares of Series A Common Stock or other securities as may become issuable upon exercise of purchase rights or otherwise by reason of adjustments pursuant to the anti-dilution provisions of the Employee Stock Purchase Plan.

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#### PRIOR REGISTRATION STATEMENT

This registration statement is filed with the Securities and Exchange Commission (the "Commission") for the purpose of registering additional shares of Series A Common Stock ("Stock") of the registrant in connection with its Employee Stock Purchase Plan (the "Plan"). Four registration statements on Form S-8, File No. 33-10735, File No. 33-40897, File No. 33-55168 and File No. 33-56757 (the "Prior Registration Statements") were filed in December, 1986, June, 1991, November, 1992 and December, 1994, respectively in respect of shares of Stock to be offered pursuant to the Plan and are currently effective. The contents of the Prior Registration Statements, to the extent not otherwise amended or superseded by the contents hereof, are incorporated herein by reference.

#### PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT.

##### ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed with the Commission by the registrant pursuant to the requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act") are incorporated hereby by reference:

- (a) Annual Report on Form 10-K for the year ended December 31, 1994;
- (b) Quarterly Report on Form 10-Q for the quarter ended March 31, 1995; and
- (c) Description of the registrant's Series A Common Stock contained in the registrant's Registration Statement on Form 8-A, dated February 27, 1987.

In addition, all documents subsequently filed by the registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing with the Commission of a post-effective amendment which (i) indicates that all securities registered hereby have been sold or (ii) effects the deregistration of the balance of such securities then remaining

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unsold shall be deemed to be incorporated herein by reference and to be a part hereof from the date of filing of such documents.

##### ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Article XIII of the bylaws of the registrant provides that the registrant shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding by reason of the fact that such person is or was a director or officer. Such Article provides for indemnification against expenses, judgments, fines and amounts paid in settlement of such proceedings and further provides generally that the registrant pay expenses incurred by such persons in defending an action in advance of its final disposition, provided the person receiving such advances undertakes to repay the amount advanced if it is ultimately determined that such person is not entitled to indemnification by the registrant. For these purposes, the Board has the authority to purchase and maintain insurance at the registrant's expense.

The registrant has in effect a directors and officers liability insurance policy which, with certain general and specific exclusions, indemnifies each person who was, is or may hereafter be a director or officer of the registrant and his heirs and assigns, against any payment by an insured (except fines and penalties) in respect of any legal liability, whether actual or asserted, arising from any claim made against an insured by reason of any breach of duty, neglect, error, misstatement, misleading statement, omission or other act done or wrongfully attempted by the insured, in his capacity as a director or officer of the registrant, or any of the foregoing so alleged by any claimant, or any matter claimed against an insured solely by reason of his being or having been a director or officer of the registrant. The policy may be cancelled by the insurer upon 30 days' written notice to the registrant. To the extent that such insurance covers liabilities arising under the Securities Act of 1933, no waivers or undertakings are made by the registrant with respect thereto, except as set forth in Item 9 of this Registration Statement.

Sections 1741-1745 of the Pennsylvania Business Corporation Law of 1988, as amended (the "PA BCL") authorize such

indemnification as described above if the person to be indemnified acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation and had no reasonable cause to believe was unlawful. Whether the person to be indemnified acted in good faith shall be determined by members of the Board who are not parties to such litigation, independent counsel or shareholders. Such indemnity shall not be allowed in a derivative suit in which such person is adjudged liable for negligence or misconduct except to the extent allowed by the Court of Common Pleas. Whether such proceeding is brought by or in the right of the registrant or otherwise, indemnification shall be allowed only as specifically authorized by the Board in each case.

In addition to the foregoing, Article XII of the bylaws of the registrant limits the personal liability of directors of the registrant for monetary damages arising out of breaches of their fiduciary duties unless the conduct in question constitutes self-dealing, willful misconduct or recklessness, all as authorized by Section 1713 of the PA BCL. The aforementioned provisions do not apply to the responsibility or liability of a director pursuant to any criminal statute or for payment of federal, state or

local taxes.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

Reference is made to the Exhibit Index which appears at page 8 of this Registration Statement for a detailed list of the exhibits filed as a part hereof.

ITEM 9. UNDERTAKINGS.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof)

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which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement

relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the provisions described in Item 6 hereof, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is

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6 asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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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-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of West Chester, Pennsylvania, on July 12, 1995.

ROY F. WESTON, INC.

By:s/ A. Frederick Thompson

-----  
A. Frederick Thompson  
Chairman of the Board

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by or on behalf of the following persons in the capacities indicated on July 12, 1995.

<TABLE>  
<CAPTION>

Signature	Title
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<S>

<C>

*Joseph Bordogna	Director
*Henry L. Diamond	Director
*Katherine Swoyer Fittipaldi	Director

*Robert G. Jahn	Director
*James E. Ksansnak	Director
*Peter J. Marks	Director
*William J. Marrazzo	Director and Chief Executive Officer
*William G. Mecaughey	Vice President and Controller
*M. Christine Murphy	Director and Chief Financial Officer
*Marvin O. Schlanger	Director
*Steven C. Vorndran	Director
*Roy F. Weston	Director

\*By:s/ Steven V. Abramson

-----  
Steven V. Abramson,  
Attorney-in-Fact, Pursuant  
to Power of Attorney

</TABLE>

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EXHIBIT INDEX

<TABLE>  
<CAPTION>

Exhibit No. -----	Description of Exhibit -----	Sequential Numbering Page No. -----
<S>	<C>	<C>
4.01	Articles of Incorporation of registrant, as amended and restated (incorporated by reference to Exhibit 3(a) to registrant's Registration Statement on Form S-1, No. 33-20834, filed under Securities Act of 1933, as amended).	--
4.02	By-laws of registrant, as amended (incorporated by reference to Exhibit 3(b) to registrant's Annual Report on Form 10-K for year ended December 31, 1989 filed under Securities Exchange Act of 1934, as amended).	--
5.01	Opinion of Dechert Price & Rhoads as to legality of securities being registered.	--
23.01	Consent of Coopers & Lybrand L.L.P. to incorporation of their reports dated February 8, 1995 with respect to consolidated financial statements and related schedules of registrant and subsidiaries included in or incorporated by reference into registrant's 1994 Annual Report on Form 10-K.	--
23.02	Consent of Dechert Price & Rhoads (contained in opinion filed as Exhibit 5.01 to this Registration Statement).	--
24.01	Powers of Attorney executed by certain directors of registrant, authorizing execution of Registration Statement on each such director's respective behalf by persons designated therein.	--

</TABLE>





DECHERT PRICE AND RHOADS LETTERHEAD

July 12, 1995

Roy F. Weston, Inc.  
One Weston Way  
West Chester, PA 19380

Re: Employee Stock Purchase Plan:  
Form S-8 Registration Statement

Gentlemen:

You have requested our opinion in connection with the filing today of a registration statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission under the Securities Act of 1933, as amended, relating to an aggregate of 450,000 additional shares (the "Shares") of Series A Common Stock, par value \$.10 per share, to be offered pursuant to the Company's Employee Stock Purchase Plan (the "Plan"). You have informed us, and we have assumed for purposes of this opinion, that the Shares may be either (i) newly issued from the Company's reserve of authorized but previously unissued shares or (ii) previously outstanding shares acquired by the Company.

We have examined the Plan and such corporate records and other documents and matters as we have considered appropriate to enable us to give this opinion.

Based on the foregoing, it is our opinion that the Shares, to the extent they are newly issued, have been duly authorized and when issued and sold in accordance with the provisions of the Plan will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,  
DECHERT PRICE AND RHOADS



## COOPERS &amp; LYBRAND LETTERHEAD

## CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in this registration statement on Form S-8 of our reports dated February 8, 1995, on our audits of the consolidated financial statements and financial statement schedules of Roy F. Weston, Inc. and subsidiaries which are included in or incorporated by reference into the Roy F. Weston, Inc. and subsidiaries 1994 Annual Report on Form 10-K, which is incorporated by reference in this Form S-8.

COOPERS & LYBRAND

2400 Eleven Penn Center  
Philadelphia, Pennsylvania  
July 12, 1995

## POWER OF ATTORNEY

The undersigned hereby constitutes and appoints A. Frederick Thompson, M. Christine Murphy and Steven V. Abramson, and each of them, with full power to act without the others, as the true and lawful attorney-in-fact and agent of the undersigned, with full and several power of substitution, to sign a registration statement or registration statements to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, for the purpose of registering the offering of interests in, and shares of Series A Common Stock of ROY F. WESTON, INC. (WESTON(R)) (the "Company") under the terms and conditions of, various plans established by the Company for the benefit of its employees and those of subsidiaries and affiliated companies; to sign any and all amendments (including post-effective amendments) to such registration statement or statements; and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission; granting to such attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act requisite and necessary to be done in connection therewith, as fully as the undersigned might or could do in person, hereby ratifying and confirming all that such attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney on the 02 day of December, 1994.

s/ A. Frederick Thompson

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A. Frederick Thompson

## POWER OF ATTORNEY

The undersigned hereby constitutes and appoints A. Frederick Thompson, M. Christine Murphy and Steven V. Abramson, and each of them, with full power to act without the others, as the true and lawful attorney-in-fact and agent of the undersigned, with full and several power of substitution, to sign a registration statement or registration statements to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, for the purpose of registering the offering of interests in, and shares of Series A Common Stock of ROY F. WESTON, INC. (WESTON(R)) (the "Company") under the terms and conditions of, various plans established by the Company for the benefit of its employees and those of subsidiaries and affiliated companies; to sign any and all amendments (including post-effective amendments) to such registration statement or statements; and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission; granting to such attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act requisite and necessary to be done in connection therewith, as fully as the undersigned might or could do in person, hereby ratifying and confirming all that such attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney on the 02 day of December, 1994.

s/ Dr. Joseph Bordogna

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Dr. Joseph Bordogna

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints A. Frederick Thompson, M. Christine Murphy and Steven V. Abramson, and each of them, with full power to act without the others, as the true and lawful attorney-in-fact and agent of the undersigned, with full and several power of substitution, to sign a registration statement or registration statements to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, for the purpose of registering the offering of interests in, and shares of Series A Common Stock of ROY F. WESTON, INC. (WESTON(R)) (the "Company") under the terms and conditions of, various plans established by the

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IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney on the 02 day of December, 1994.

s/ Henry L. Diamond

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Henry L. Diamond

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POWER OF ATTORNEY

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substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney on the 02 day of December, 1994.

s/ Katherine Swoyer Fittipaldi

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Katherine Swoyer Fittipaldi

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POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney on the 02 day of December, 1994.

s/ Robert G. Jahn

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POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney on the 7th day of July, 1995.

s/James E. Ksansnak  
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James E. Ksansnak

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POWER OF ATTORNEY



The undersigned hereby constitutes and appoints A. Frederick Thompson, M. Christine Murphy and Steven V. Abramson, and each of them, with full power to act without the others, as the true and lawful attorney-in-fact and agent of the undersigned, with full and several power of substitution, to sign a registration statement or registration statements to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, for the purpose of registering the offering of interests in, and shares of Series A Common Stock of ROY F. WESTON, INC. (WESTON(R)) (the "Company") under the terms and conditions of, various plans established by the Company for the benefit of its employees and those of subsidiaries and affiliated companies; to sign any and all amendments (including post-effective amendments) to such registration statement or statements; and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission; granting to such attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act requisite and necessary to be done in connection therewith, as fully as the undersigned might or could do in person, hereby ratifying and confirming all that such attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney on the 02 day of December, 1994.

s/ Peter J. Marks

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Peter J. Marks

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney on the 02 day of December, 1994.

s/ William J. Marrazzo

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William J. Marrazzo

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney on the 02 day of December, 1994.

s/ William G. Mecaughey

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William G. Mecaughey

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POWER OF ATTORNEY

The undersigned hereby constitutes and appoints A. Frederick Thompson, M. Christine Murphy and Steven V. Abramson, and each of them, with full power to act without the others, as the true and lawful attorney-in-fact and agent of the undersigned, with full and several power of substitution, to sign a registration statement or registration statements to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, for the purpose of registering the offering of interests in, and shares of Series A Common Stock of ROY F. WESTON, INC. (WESTON(R)) (the "Company") under the terms and conditions of, various plans established by the Company for the benefit of its employees and those of subsidiaries and affiliated companies; to sign any and all amendments (including post-effective amendments) to such registration statement or statements; and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission; granting to such attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act requisite and necessary to be done in connection therewith, as fully as the undersigned might or could do in person, hereby ratifying and confirming all that such attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney on the 02 day of December, 1994.

s/ M. Christine Murphy

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M. Christine Murphy

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POWER OF ATTORNEY

The undersigned hereby constitutes and appoints A. Frederick Thompson, M. Christine Murphy and Steven V. Abramson, and each of them, with full power to act without the others, as the true and lawful attorney-in-fact and agent of the undersigned, with full and several power of substitution, to sign a registration statement or registration statements to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, for the purpose of registering the offering of interests in, and shares of Series A Common Stock of ROY F. WESTON, INC. (WESTON(R)) (the "Company") under the terms and conditions of, various plans established by the Company for the benefit of its employees and those of subsidiaries and affiliated companies; to sign any and all amendments (including post-effective amendments) to such registration statement or statements; and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission; granting to such attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act requisite and necessary to be done in connection therewith, as fully as the undersigned might or could do in person, hereby ratifying and confirming all that such attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney on the 02 day of December, 1994.

s/ Marvin O. Schlanger

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Marvin O. Schlanger

## POWER OF ATTORNEY

The undersigned hereby constitutes and appoints A. Frederick Thompson, M. Christine Murphy and Steven V. Abramson, and each of them, with full power to act without the others, as the true and lawful attorney-in-fact and agent of the undersigned, with full and several power of substitution, to sign a registration statement or registration statements to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, for the purpose of registering the offering of interests in, and shares of Series A Common Stock of ROY F. WESTON, INC. (WESTON(R)) (the "Company") under the terms and conditions of, various plans established by the Company for the benefit of its employees and those of subsidiaries and affiliated companies; to sign any and all amendments (including post-effective amendments) to such registration statement or statements; and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission; granting to such attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act requisite and necessary to be done in connection therewith, as fully as the undersigned might or could do in person, hereby ratifying and confirming all that such attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney on the 02 day of December, 1994.

s/ Steven C. Vorndran

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Steven C. Vorndran

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s/ Roy F. Weston

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Roy F. Weston