

SECURITIES AND EXCHANGE COMMISSION

FORM S-3/A

Registration statement for specified transactions by certain issuers [amend]

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FILER

UNITED WASTE SYSTEMS INC

CIK: **879688** | IRS No.: **133532338** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **S-3/A** | Act: **33** | File No.: **333-07991** | Film No.: **96620387**
SIC: **4953** Refuse systems

Mailing Address

*4 GREENWICH OFFICE PARK
GREENWICH CT 06830*

Business Address

*FOUR GREENWICH OFFICE
PARK
GREENWICH CT 06830
2036223131*

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AMENDMENT NO. 1
TO

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

United Waste Systems, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation or Organization)

13-3532338
(I.R.S. Employer Identification No.)

Four Greenwich Office Park
Greenwich, Connecticut 06830
(203) 622-3131
(Address, Including Zip Code, and Telephone Number, Including
Area Code, of Registrant's Principal Executive Offices)

Bradley S. Jacobs
United Waste Systems, Inc.
Greenwich, Connecticut 06830
(203) 622-3131
(Name, Address, Including Zip Code, and Telephone Number,
Including Area Code, of Agent For Service)

A copy of all communications, including communications sent to
the agent for service, should be sent to:

Joseph Ehrenreich, Esq.
Ehrenreich & Krause
1140 Avenue of the Americas
New York, N.Y. 10036
(212) 302-8050

Approximate date of commencement of proposed sale to public: As
soon as practicable 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. [X]

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 delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value				
\$.001 per share	730,765 (2)	\$29.50 (3)	\$21,557,568	\$7,434
	65,000 (4)	\$29.63 (5)	\$ 1,925,950	\$ 665
Total	795,765			\$8,099

(1) Estimated solely for purpose of calculating the registration fee pursuant to Rule 457.

(2) Represents shares that are currently outstanding.

(3) The original Registration Statement filed reflected the registration of 730,765 shares. Pursuant to Rules 457(c), the calculations

with respect to such shares is based upon the average of the high and low sales prices of the Company's Common Stock, as quoted through the NASDAQ National Market, on July 9, 1996, which date is within five business days prior to the date of the original filing of this Registration Statement.

(4) Represents shares which may be acquired by Selling Security Holders (as defined in this Registration Statement) upon exercise of outstanding warrants (which warrants have an exercise price of less than \$29.63 per share).

(5) This Amendment No.1 reflects the registration of an additional 65,000 shares. Pursuant to Rule 457(c), the calculations with respect to such shares is based upon the average of the high and low sales prices of the Company's Common Stock, as quoted through the NASDAQ National Market, on August 20, 1996, which date is within five business days prior to the date of the filing of this Amendment No. 1.

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.

PROSPECTUS

795,765 Shares

UNITED WASTE SYSTEMS, INC.

Common Stock

This Prospectus relates to up to 795,765 shares of Common Stock ("Common Stock") of United Waste Systems, Inc. (the "Company"), that may from time to time be sold by the holders thereof identified herein (the "Selling Security Holders"). See "Selling Security Holders." None of the officers or directors of the Company is a Selling Security Holder. The shares to which this Prospectus relates include (i) 730,765 currently outstanding shares, which were issued in a private placement in 1996 as part of the consideration for an acquisition, (ii) up to 60,000 shares of authorized and unissued shares of Common Stock that may hereafter be acquired by a Selling Security Holder pursuant to an outstanding warrant, which was issued in 1996 in a private placement as part of the consideration for an acquisition, and (iii) up to 5,000 shares of authorized and unissued shares of Common Stock that may hereafter be acquired by a Selling Security Holder pursuant to an outstanding warrant, which was issued in

1996 in a private placement as partial payment for consulting services to be rendered by such Selling Security Holder. The Company will not receive any of the proceeds from the sales of shares of Common Stock by the Selling Security Holders. However, the Company will receive the proceeds from any exercise of such warrants. See "Use of Proceeds."

The Common Stock offered by the Selling Security Holders (the "Resale Shares") may be sold from time to time by the Selling Security Holders directly to purchasers or, alternatively, may be offered from time to time through agents, brokers, dealers or underwriters, who may receive compensation in the form of concessions or commissions from the Selling Security Holder or purchasers of the Resale Shares (which compensation may be in excess of customary commissions). Sales of the Resale Shares may be made in one or more transactions through The Nasdaq Stock Market, otherwise in the over-the-counter market, in privately negotiated transactions or otherwise, and such sales may be made at the market price prevailing at the time of sale, a price related to such prevailing market price or a negotiated price.

Any brokers, dealers or agents that participate in the distribution of the Resale Shares may be deemed to be underwriters and any commissions received by them and any profit on the resale of such shares positioned by them might be deemed to be underwriting discounts and commissions under the Securities Act of 1933.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Prospectus is August 22, 1996.

No person is authorized to give any information or to make any representation not contained or incorporated by reference in this Prospectus, and, if given or made, such information or representation must not be relied upon as having been authorized by the Company. This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities other than the registered securities to which it relates or an offer of any securities in any jurisdiction to any person where such an offer would be unlawful. Neither the delivery of this Prospectus

nor any sales made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date hereof.

AVAILABLE INFORMATION

The Company is subject to the informational requirements of the Securities Exchange Act of 1934 (the "Exchange Act") and in accordance therewith files reports, proxy statements and other information with the Securities and Exchange Commission (the "Commission"). Such reports, proxy statements and other information filed by the Company can be inspected and copied at the public reference facilities maintained by the Commission at 450 Fifth Street, N.W., Washington, D.C. 20549 and at the Regional Offices of the Commission at Seven World Trade Center, 13th Floor, New York, New York 10048 and 500 West Madison Street, Suite 1400, Chicago, Illinois 60661-2511. Copies of such material can be obtained from the Public Reference Section of the Commission at 450 Fifth Street, N.W., Washington, D.C. 20549 at prescribed rates.

The Company makes certain filings with the Commission electronically. The Commission maintains a Web site (<http://www.sec.gov>) that contains reports, proxy and information statements and other information regarding registrants that file electronically with the Commission.

The Company has filed with the Commission a Registration Statement on Form S-3 under the Securities Act of 1933, as amended (the "Securities Act"), with respect to the Common Stock offered hereby. This Prospectus does not contain all the information set forth in the Registration Statement and the exhibits thereto, as permitted by the rules and regulations of the Commission. For further information with respect to the Company and the Common Stock reference is hereby made to such Registration Statement and the exhibits filed therewith or incorporated therein by reference. The Registration Statement, including the exhibits filed therewith or incorporated therein by reference, may be inspected without charge at the public reference facilities maintained by the Commission and at the Commission's regional offices at the addresses stated above. Copies of these documents may be obtained from the Public Reference Section of the Commission at its office in Washington, D.C., set forth above at prescribed rates.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed with the Commission are incorporated into this Prospectus by reference:

1. The Company's Annual Report on Form 10-K for the year

ended December 31, 1995, the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 1996 (and Amendment No. 1 thereto on Form 10-Q/A), and the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1996.

2. The Company's Report on Form 8-K dated September 19, 1995 (filed on October 4, 1995) and Amendment No. 1 thereto (filed in December 1995).

3. The Company's Report on Form 8-K dated May 31, 1996.

4. The Company's Report on Form 8-K dated June 18, 1996.

5. The Company's Report on Form 8-K dated June 28, 1996 filed on August 22, 1996.

6. The Company's Reports on Form 10-C dated March 8, 1996, and June 18, 1996, respectively.

7. The Company's definitive proxy statement dated April 22, 1996, relating to its 1996 Annual Meeting of Stockholders.

8. The description of the Company's Common Stock which is contained in its Registration Statement on Form 8-A dated November 16, 1992, filed under the Exchange Act.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this Prospectus and prior to the termination of the offering made hereby shall be deemed to be incorporated by reference herein and to be a part hereof from the date of the filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus.

The Company will furnish without charge to each person (including any beneficial owner) to whom a Prospectus is delivered, upon written or oral request of such person, a copy of any of the documents incorporated herein by reference (other than exhibits to such documents, unless such exhibits are specifically incorporated by reference into the documents that this Prospectus incorporates). Requests for such copies should be directed to United Waste Systems, Inc., Attention: Corporate Secretary, Four Greenwich Office Park, Greenwich, Connecticut 06830, telephone:

USE OF PROCEEDS

The Company will not receive any proceeds from the sale of the Resale Shares by the Selling Security Holders. The Company may, in the future, receive proceeds from the exercise of the warrants referenced in this Prospectus, but only if such warrants are exercised and then only in an amount equal to the exercise price thereof multiplied by the number of warrants exercised. Assuming all such warrants are exercised, the aggregate net proceeds to the Company would be approximately \$1,874,500. The Company expects to use any such proceeds for working capital and general corporate purposes.

SELLING SECURITY HOLDERS

The Selling Security Holders are the persons identified in the table below (and any successor or transferee of any of such persons that hereafter acquires in a private placement any of the Resale Shares, or any warrants pursuant to which Resale Shares may be acquired, and is identified in a Prospectus Supplement hereto). All of the 795,765 shares of Common Stock of the Company offered by this Prospectus are being offered for the account of the Selling Security Holders. Such shares include (i) 730,765 currently outstanding shares, which were issued in a private placement in 1996 as part of the consideration for an acquisition, and (ii) up to 65,000 shares of authorized and unissued shares of Common Stock that may hereafter be acquired by certain Selling Security Holders pursuant to certain outstanding warrants (the "Specified Warrants").

Based upon information currently available to the Company, the table below indicates with respect to each Selling Security Holder (i) the number of currently outstanding shares of Common Stock held of record by such Selling Security Holder and (ii) in the case of a Selling Security Holder that is the holder of any of the Specified Warrants, the number of shares of Common Stock underlying such Specified Warrants. The table below indicates by footnote reference any material relationship that a Selling

Security Holder has had with the Company during the preceding three years. This Prospectus covers all shares of Common Stock shown in the table below.

Name

Shares of Common
Stock Owned and/or
Shares of Common
Stock Underlying

Specified Warrants
Held

Clydene Chiesa, as Executrix of the Estate of John Chiesa(1)	146,153(2)
Angelina M. Petri(1)	146,153(2)
Andrew J. Parola and Ida Mae Parola, husband and wife as community property(1)	146,153(2)
Emilio J. Ratto and Guiliana R. Ratto, husband and wife as community property(1)	146,153(2)
Rinaldo M. Rossi and Dorris G. Rossi, husband and wife as community property(1)	146,153(2)
Krieg Family Trust(3)	60,000(4)
LT4 Consultants, Inc.(5)	5,000(4)

(1) In June 1996, the Company acquired three affiliated California corporations (Salinas Disposal Services, Inc., Rural Dispos-All Services, Inc., and Madison Lane Properties, Inc.). Each indicated Selling Security Holder (i.e., each Selling Security Holder with respect to which there is reference to this footnote in the table) is a former stockholder of the acquired corporations. The shares of Common Stock that the table shows are owned by each indicated Selling Security Holder were issued by the Company as consideration for the acquisition described above. Following such acquisition, each of Clydene Chiesa, Angelina M. Petri, Andrew J. Parola, Emilio J. Ratto and Rinaldo M. Rossi became, and as of the date of this Prospectus is, an employee of a subsidiary of the Company.

(2) Represents currently outstanding shares.

(3) In June 1996, the Company acquired United Waste Systems, Inc., an Arizona corporation that was not previously affiliated with the Company ("United Arizona"). Prior to such acquisition, the Krieg Family Trust was the sole shareholder of United Arizona. Dean G. Krieg and Mary Lou Krieg are the trustees and beneficiaries of the Krieg Family Trust. In connection with the acquisition of United Arizona, the Company issued to the Krieg Family Trust a warrant to purchase 60,000 shares of Common Stock as part of the consideration for such acquisition. The shares indicated in the table with respect to

the Krieg Family Trust represent the shares of Common Stock underlying such warrant. Concurrently with the acquisition of United Arizona, the Company entered into a consulting agreement with a company (the "Consultant") that Dean G. Krieg controls and of which he is the president. Such consulting agreement provides for the Consultant to furnish certain consulting services to the Company and for the Consultant to receive specified compensation for such services.

(4) Represents shares underlying Specified Warrants.

(5) In July 1996, the Company acquired Baker's Rural Sanitation, Inc., a Colorado corporation ("Baker's Rural"). Prior to such acquisition, Leslie W. Baker was the president, and one of the shareholders, of Baker's Rural. Concurrently with such acquisition, the Company entered into a consulting agreement with LT4 Consultants, Inc. ("LT4 Consultants"), a company controlled by Leslie W. Baker and of which he is the president. Such consulting agreement provides for LT4 Consultants to furnish certain consulting services to the Company and for LT4 Consultants to receive specified compensation for such services. As part of such compensation, the Company issued to LT4 Consultants a warrant to purchase 5,000 shares of Common Stock. The shares indicated in the table with respect to LT4 Consultants represent the shares of Common Stock underlying such warrant.

Assuming that the Selling Security Holders dispose of all shares covered by this Prospectus (and assuming no additional acquisitions or dispositions of shares of Common Stock by such Selling Security Holders), none of the Selling Security Holders would continue to own of record any shares of Common Stock.

PLAN OF DISTRIBUTION

The Selling Security Holders are offering shares of Common Stock for their own account, and not for the account of the Company.

The Common Stock offered by the Selling Security Holders (the "Resale Shares") may be sold from time to time by the Selling Security Holders directly to purchasers or, alternatively, may be offered from time to time through agents, brokers, dealers or underwriters, who may receive compensation in the form of concessions or commissions from the Selling Security Holders or purchasers of the Resale Shares (which compensation may be in excess of customary commissions). Sales of the Resale Shares may be made in one or more transactions through The Nasdaq Stock Market, otherwise in the over-the-counter market, or in privately negotiated transactions or otherwise, and such sales may be made at the market price prevailing at the time of sale, a price related to such prevailing market price or a negotiated

price.

Under the Exchange Act and the regulations thereunder, any person engaged in a distribution of the shares of Common Stock of the Company offered by this Prospectus may not simultaneously engage in market making activities with respect to the Common Stock of the Company during the applicable "cooling off" periods prior to the commencement of such distribution. In addition, and without limiting the foregoing, each Selling Security Holder will be subject to applicable provisions of the Exchange Act and the rules and regulations thereunder including, without limitation, Rules 10b-6 and 10b-7, which provisions may limit the timing of purchases and sales of Common Stock by the Selling Security Holders.

To the extent required, the Company will use its best efforts to file, during any period in which offers or sales are being made, one or more supplements to this Prospectus to describe any material information with respect to the plan of distribution not previously disclosed in this Prospectus or any material change to such information in this Prospectus.

VALIDITY OF COMMON STOCK

The validity of the shares of Common Stock being sold in the offering has been passed upon for the Company by Ehrenreich & Krause, New York, New York.

EXPERTS

The consolidated financial statements of United Waste Systems Inc., appearing in the Company's Annual Report (Form 10-K) for the year ended December 31, 1995, and the supplemental consolidated financial statements of United Waste Systems, Inc., appearing in the Company's Current Report on Form 8-K dated June 28, 1996, have been audited by Ernst & Young LLP, independent auditors, as set forth in their reports thereon included therein and incorporated herein by reference. Such consolidated and supplemental consolidated financial statements are incorporated herein by reference in reliance upon such reports given upon the authority of such firm as experts in accounting and auditing.

The combined financial statements of the PRM Acquired Companies appearing in the Company's Form 8-K/A dated September 19, 1995, and incorporated by reference herein have been audited by Coopers & Lybrand L.L.P., independent accountants as set forth in their report thereon appearing therein, and are incorporated by reference herein in reliance upon such report given upon the authority of such firm as experts in accounting and auditing.

PART II

Item 14. Other Expenses of Issuance and Distribution

The expenses of the Registrant in connection with the distribution of the securities being registered hereunder are set forth below and will be borne by the Registrant:

Securities and Exchange Commission	
registration fee	\$ 8,099
Printing expenses	1,000
Accounting fees and expenses	7,000
Legal fees and expenses	5,000
Miscellaneous	1,901

Total	\$23,000

All amounts except the registration fee are estimated.

Item 15. Indemnification of Directors and Officers.

Pursuant to specific authority granted by Section 102 of the Delaware General Corporation Law (the "DGCL"), Article X of the Registrant's Certificate of Incorporation contains the following provision regarding limitation of liability of directors and officers:

The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by Paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, or any corresponding provision of the General Corporation Law of the State of Delaware.

The Registrant, as a Delaware corporation, is empowered by Section 145 of the DGCL, subject to the procedures and limitation stated therein, to indemnify any person against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with any threatened, pending or completed action, suit or proceeding in which such person is made a party by reason of his being or having been a director, officer, employer or agent of the Registrant. The statute provides that indemnification pursuant to its provisions is not exclusive of other rights of indemnification to which a person may be entitled under any by-law, agreement, vote of stockholders or disinterested directors, or otherwise. Article IX of Registrant's Amended and Restated Certificate of Incorporation and Article V of Registrant's By-laws both provide for indemnification of its officers and

directors to the full extent permitted by the DGCL. In addition, the Company has entered into indemnification agreements with each of its directors and officers. In general, these agreements require the Company to indemnify each of such persons against expenses, judgments, fines, settlements and other liabilities incurred in connection with any proceeding (including a derivative action) to which such person may be made a party by reason of the fact that such person is or was a director, officer or employee of the Company or guaranteed any obligations of the Company, provided that the right of an indemnitee to receive indemnification is subject to the following limitations: (i) an indemnitee is not entitled to indemnification unless he acted in good faith and in a manner that he reasonably believed to be in or not opposed to the best interests of the Company, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful and (ii) in the case of a derivative action, an indemnitee is not entitled to indemnification in the event that he is judged in a final non-appealable decision of a court of competent jurisdiction to be liable to the Company due to willful misconduct in the performance of his duties to the Company (unless and only to the extent that the court determines that the indemnitee is fairly and reasonably entitled to indemnification).

Pursuant to Section 145 of the DGCL, Registrant has purchased insurance on behalf of its present and former directors and officers against any liability asserted against or incurred by them in such capacity or arising out of their status as such.

Item 16. Exhibits.

See Exhibit Index.

Item 17. 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) 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 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 a 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 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 and 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 arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, 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 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.

SIGNATURES

Pursuant to the requirements of 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 Registration Statement to be signed on its behalf by the undersigned, hereunto duly authorized, in Greenwich, Connecticut, on the 23rd day of August, 1996.

United Waste Systems, Inc.

By: /s/ Michael J. Nolan

Michael J. Nolan
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in their respective capacities and on the respective dates set forth opposite their names.

*

Bradley S. Jacobs
Chairman, Chief Executive Officer and Director (Principal Executive Officer)
August 21, 1996

*

John N. Milne, Director
August 21, 1996

G. Chris Andersen, Director
August , 1996

*

Lawrence J. Twill, Sr., Director
August 21, 1996

*

Christian Weyer, Director
August 21, 1996

J Bryan Williams, III, Director
August , 1996

/s/ Michael J. Nolan

Michael J. Nolan, Chief Financial Officer
(principal financial officer)
August 21, 1996

/s/ Sandra E. Welwood

Sandra E. Welwood, Vice President Controller
(principal accounting officer)
August 21, 1996

*By: /s/ Michael J. Nolan

Michael J. Nolan
Attorney-in-Fact

EXHIBIT INDEX

Exhibit Number and Exhibit

4.1 Amended and Restated Certificate of Incorporation dated
October 31, 1991 (incorporated by reference to Exhibit No. 3.1 to
the Registration Statement on Form S-1 Commission File
No. 33-53488)

4.2 Certificate of Increase of Designated Number of Shares

of Series B Cumulative Convertible Preferred Stock dated March 31, 1992 (incorporated by reference to Exhibit No. 3.2 to the Registration Statement on Form S-1 Commission File No.33-53488)

4.3 Certificate of Correction to Amended and Restated Certificate of Incorporation dated April 30, 1992 (incorporated by reference to Exhibit No. 3.3 to the Registration Statement on Form S-1 Commission File No.33-53488)

4.4 Certificate of Amendment to Certificate of Incorporation dated October 9, 1992 (incorporated by reference to Exhibit No. 3.4 to the Registration Statement on Form S-1 Commission File No. 33-53488)

4.5 Certificate of Amendment to Certificate of Incorporation dated August 31, 1993 (incorporated by reference to Exhibit No. 3.4.1 to the Registration Statement on Form S-1 Commission File No. 33-70832)

4.6 By-laws (incorporated by reference to Exhibit No. 3.5 to the Registration Statement on Form S-1 Commission File No. 33-53488)

5.1 Opinion of Ehrenreich & Krause

23.1 Consent of Ehrenreich & Krause (included in the opinion filed as Exhibit 5.1)

23.2 Consent of Ernst & Young LLP

23.3 Consent of Coopers & Lybrand L.L.P.

23.4 Awareness Letter of Coopers & Lybrand L.L.P.

23.5 Consent of Hanson Rotter & Green

23.6 Consent of Hanson Rotter & Green

24.1 Power of Attorney (included in Part II of the original Registration Statement under the caption "Signatures")

August 21, 1996

United Waste Systems, Inc.
Four Greenwich Office Park
Greenwich, Connecticut 06830

Re: Registration Statement on Form S-3 (333-7991)
Relating to 795,765 Shares of Common Stock

Gentlemen:

You have requested our opinion in connection with the above-referenced registration statement, as amended (the "Registration Statement"), relating to up to 795,765 shares of Common Stock, par value \$.001 per share, of United Waste Systems, Inc. (the "Company") that may from time to time be sold by the holders thereof (the "Selling Security Holders"). These shares include 730,765 currently outstanding shares (such shares being referred to as the "Outstanding Shares") and up to 65,000 shares of authorized and unissued shares of Common Stock that may hereafter be acquired by Selling Security Holders pursuant to certain outstanding warrants (such shares being referred to as the "Underlying Shares").

We have reviewed copies of the Amended and Restated Certificate of Incorporation of the Company (including amendments thereto), the By-laws of the Company, the Registration Statement and exhibits thereto and have examined such corporate documents and records and other certificates, and have made such investigations of law, as we have deemed necessary in order to render the opinion hereinafter set forth. As to certain questions of fact material to our opinion, we have relied upon the certificate of an officer of the Company and upon certificates of public officials.

Based upon and subject to the foregoing, we are of the opinion that (i) the Outstanding Shares have been duly authorized and are validly issued, fully paid and non-assessable and (ii) the Underlying Shares will, when issued and paid for in accordance with the terms of the applicable warrant, be duly authorized, validly issued, fully paid and non-assessable.

We hereby consent to the reference to us under the caption "Validity of Common Stock" in the Registration Statement and to the use of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not hereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules

and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,
Ehrenreich & Krause

CONSENT OF INDEPENDENT AUDITORS

We consent to the reference to our firm under the caption "Experts" in Amendment No. 1 to the Registration Statement on Form S-3 (No. 333-7991) and the related Prospectus of United Waste Systems, Inc., for the registration of up to 795,765 shares of its common stock, and to the incorporation by reference therein of our report dated February 20, 1996 with respect to the consolidated financial statements of United Waste Systems, Inc. included in its Annual Report on Form 10-K for the year ended December 31, 1995, and of our report dated June 28, 1996, except for Note 13 as to which the date is August 22, 1996, with respect to the supplemental consolidated financial statements of United Waste Systems, Inc. included in its Current Report on Form 8-K dated June 28, 1996, filed with the Securities and Exchange Commission.

ERNST & YOUNG LLP

MetroPark, New Jersey
August 22, 1996

CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in Amendment No. 1 to the Registration Statement on Form S-3 (No. 333-7991) and the related Prospectus of United Waste Systems, Inc., relating to the registration of up to 795,765 shares of United Waste Systems, Inc. common stock of our report dated July 7, 1995 except for the first paragraph of Note 1 as to which the date is September 19, 1995, and the last paragraph of Note 5 as to which the date is July 25, 1995, on our audit of the combined financial statements of PRM Acquired Companies as of March 31, 1995 and 1994 and for the years then ended, which report is included in United Waste Systems, Inc's Report on Form 8-K/A Amendment No. 1 to Form 8-K dated September 19, 1995 (Filed on October 4, 1995). We also consent to the reference to our firm under the caption "Experts".

Coopers & Lybrand L.L.P.

Springfield, Massachusetts
August 22, 1996

Exhibit 23.4

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

RE: United Waste Systems, Inc.

We are aware that our report dated October 25, 1995 on our review of interim financial information of PRM Acquired Companies for the three months ended June 30, 1995 and included in the United Waste Systems, Inc. Form 8-K/A Amendment No. 1 to its Form 8-K dated September 19, 1995 (filed on October 4, 1995) is incorporated by reference in this United Waste Systems, Inc. registration statement on Form S-3 relating to the registration of up to 795,765 shares of United Waste Systems, Inc. common stock. Pursuant to Rule 436(c) under the Securities Act of 1933, this report should not be considered a part of the registration statement prepared or certified by us within the meaning of Sections 7 and 11 of that Act.

Coopers & Lybrand L.L.P.

Springfield, Massachusetts
August 22, 1996

August 22, 1996

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in this Amendment No. 1 to the Registration Statement on Form S-3 (No. 333-7991) and the related Prospectus of United Waste Systems, Inc. (the "Company"), for the registration of up to 795,765 shares of its common stock, of our report dated November 21, 1995 with respect to the combined financial statements of Carmel Marina Corporation and Affiliates as of December 31, 1994, included in the Company's Annual Report on Form 10-K for the year ended December 31, 1995 filed with the Securities and Exchange Commission.

HANSON ROTTER GREEN

August 22, 1996

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in this Amendment No. 1 to the Registration Statement on Form S-3 (No. 333-7991) and the related Prospectus of United Waste Systems, Inc. (the "Company"), for the registration of up to 795,765 shares of its common stock, of our report dated May 20, 1994 with respect to the financial statements of Carmel Marina Corporation and Affiliate as of December 31, 1993, included in the Company's Annual Report on Form 10-K for the year ended December 31, 1995 filed with the Securities and Exchange Commission.

HANSON ROTTER GREEN