

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-3
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

USA WASTE SERVICES, INC.

(Exact name of registrant as specified in its charter)

OKLAHOMA

(State or other jurisdiction of
incorporation or organization)

73-1309529

(I.R.S. Employer
Identification No.)

5000 Quorum Drive, Suite 300
Dallas, Texas 75240
(214) 233-4212

(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

Earl E. DeFrates
USA Waste Services, Inc.
5000 Quorum Drive, Suite 300
Dallas, Texas 75240
(214) 233-4212

(Name, address, including zip code, and telephone
number, including area code, of agent for service)

Copies to:

John T. Unger
Snell & Smith, P.C.
1000 Louisiana, Suite 3650
Houston, Texas 77002

Approximate date of commencement of proposed sale to the public:
November 15, 1994.

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/

The Prospectus contained in this Registration Statement also
relates to 2,418,967 shares of Common Stock covered by the
Registrant's Registration Statement on Form S-3 (Registration No.
33-42988) and 440,000 shares of Common Stock covered by the
Registrant's Registration Statement on Form S-3 (Registration No.
33-76226) and is intended as the common prospectus to which
reference is made in Rule 429 under the Securities Act of 1933, as
amended.

PROSPECTUS

4,292,967 Shares

USA WASTE SERVICES, INC.

Common Stock

This Prospectus relates to 4,292,967 shares (the "Shares") of the
Common Stock, \$.01 par value ("Common Stock"), of USA Waste
Services, Inc., an Oklahoma corporation (the "Company") offered
for the account of the selling shareholders (the "Selling
Shareholders") and their transferees if they wish to sell any of
the Shares in transactions in which they and any broker-dealer
through whom the Shares are sold may be deemed underwriters within
the meaning of the Securities Act of 1933, as amended (the
"Securities Act"), to enable a Selling Shareholder to pledge the
Shares as collateral for loans made to the Selling Shareholder,
and to enable the Selling Shareholder or a pledgee to publicly

sell all or a portion of the Shares in order to pay the principal or interest on such loans or in the event of a margin call or default in connection with such loans. See "Selling Shareholders." the Company will not receive any proceeds from the sale of the Shares sold by the Selling Shareholders.

The Shares offered hereby relate to Common Stock issued by the Company in connection with its acquisition by merger of Countryside Landfill, Inc., an Illinois corporation ("Countryside"), Soil Remediation of Philadelphia, Inc., a Delaware corporation ("SRP"), and Cactus Disposal, Inc., an Arizona corporation ("Cactus"), and its acquisition of certain of the assets of Watts Texas Limited Partnership, a Texas limited partnership ("Watts"). The Selling Shareholders are Watts, former shareholders of Countryside, SRP, and Cactus, and The First Southwest Company, a Texas corporation ("First Southwest"), and certain of its directors and officers, who received shares in connection with such acquisitions. In connection with the Company's issuance of the Shares, the Company agreed to register resales of such shares and to bear all expenses (other than brokerage fees, underwriting discounts and selling commissions, and fees and expenses of counsel and other advisers to the Selling Shareholders) in connection with the registration of the Shares.

The Company anticipates that any sales by the Selling Shareholders and their transferees will be effected from time to time on the

open market in ordinary brokerage transactions on the New York Stock Exchange (the "NYSE"), on which the Common Stock is listed, on the over-the-counter market, or in private transactions, at market prices prevailing at the time of sale or at negotiated prices. The Shares will be offered for sale on terms to be determined when the agreement to sell is made or at the time of sale, as the case may be. The Shares may be offered directly, through agents designated from time to time, or through brokers or dealers. A member firm of the NYSE may be engaged to act as a Selling Shareholder's agent in the sale of the Shares by such Selling Shareholders. The commission paid to the member firm will be the normal stock exchange commission (including negotiated commissions to the extent permissible). Sales of Shares by the member firm may be made on the NYSE from time to time at prices related to prices then prevailing. Any such sales may be block trades. Any commissions allowed to any broker-dealer, and if any broker-dealer purchases any of the Shares as principal, any profits received on the resale of such Shares may be deemed underwriting discounts and commissions under the Securities Act. See "Manner of Offering."

The Shares of Common Stock offered hereby have been listed on the NYSE. On May , 1995, the last sale price of the Common Stock on the NYSE was \$. per share.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE 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 May , 1995

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[CAPTION]

AVAILABLE INFORMATION

The Company is subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the "1934 Act"), and in accordance therewith files reports, proxy statements, and other information with the Securities and Exchange Commission (the "Commission"). Such reports, proxy and information statements, and other information filed by the Company may be inspected and copied at the public reference facilities maintained by the Commission at Judiciary Plaza Building, 450 Fifth Street, N.W., Room 1024, Washington, D.C. 20549 and at the regional offices of the Commission located at 7 World Trade Center, Suite 1300, New York, New York 10048 and 500 West Madison, Suite 1400, Chicago, Illinois 60621-2511. Copies of such material may be obtained from the Public Reference Section of the Commission at 450 Fifth Street, N.W., Room 1024, Washington, D.C. 20549, at prescribed rates. In addition, the Company's securities are listed on the New York Stock Exchange and reports, proxy and information statements, and other information concerning the Company described above may be inspected at the offices of such Exchange at 20 Broad Street, New York, New York 10005.

This Prospectus constitutes part of a Registration Statement on Form S-3 (together with all amendments and exhibits thereto, the "Registration Statement") filed by the Company with the Commission under the Securities Act of 1933, as amended (the "1933 Act"). This Prospectus omits certain of the information contained in the Registration Statement, and reference is hereby made to the Registration Statement for further information with respect to the Company and the Common Stock offered hereby. Any statements contained herein concerning the provisions of any document filed as an exhibit to the Registration Statement or otherwise filed with the Commission are not necessarily complete, and in each instance reference is made to the copy of such document as filed. Each such statement is qualified in its entirety by such reference. The Registration Statement, including exhibits and schedules thereto, may be inspected without charge at the offices of the Commission, and copies of such materials may be obtained therefrom at prescribed rates.

[CAPTION]

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The following documents filed by the Company with the Commission under the 1934 Act are incorporated by reference in this prospectus: (i) the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1994, as amended by the Company's Annual Report on Form 10-K/A (the "Annual Report"), (ii) the Company's Joint Proxy Statement and Prospectus for its 1995 Annual Meeting of Shareholders dated May , 1995, including the USA Waste and Chambers Combined Historical Unaudited Pro Forma Condensed Financial Statements and the Consolidated Financial Statements of Chambers Development Company, Inc., for the years

ended December 31, 1994 and 1993 contained therein, and (iii) the Current Report on Form 8-K dated February 28, 1994, as filed by Envirofil, Inc., a wholly owned subsidiary of USA Waste, as amended by Form 8-K/A dated May 11, 1994, including the combined financial statements of the Acquired New Jersey Solid Waste Companies as of December 31, 1992 and 1993 and for each of the three years in the period ended December 31, 1993.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14, or 15(d) of the 1934 Act subsequent to the date of filing of the Company's Annual Report on Form 10-K referred to above and prior to the termination of the offering described herein shall be deemed to be incorporated by reference and to be a part of this Prospectus from the date of filing of such documents. All information appearing in this prospectus is qualified in its entirety by the information and financial statements (including the notes thereto) appearing in the documents incorporated by reference.

Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for all purposes to the extent that a statement contained in this Prospectus, or in any other subsequently filed document which is also incorporated by reference, modifies or replaces 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 provide without charge to each person to whom this Prospectus is delivered, on written or oral request of such person, a copy (without exhibits) of any and all information incorporated by reference in this Prospectus. Requests for such copies should be directed to Earl E. DeFrates, Executive Vice President, USA Waste Services, Inc., (i) if by telephone to (214) 233-4212 and (ii) if by mail to 5000 Quorum Drive, Suite 300, Dallas, Texas 75240.

THE COMPANY

The Company is an integrated solid waste management company operating in the non-hazardous solid waste management segment of the industry. The Company operates primarily in the collection, transfer and recycling, disposal, and soil remediation portions of the industry. The Company provides solid waste management services to the full spectrum of municipal, commercial, industrial, and residential customers with operations in California, Illinois, Indiana, Missouri, New Jersey, North Dakota, Ohio, Oklahoma, Pennsylvania, Texas, Washington, and West Virginia. Based on 1994 revenues, the Company is currently the sixth largest publicly traded non-hazardous waste management company in the United States.

The Company currently owns or operates 10 solid waste landfills. These landfills are located in Illinois (2), Washington, Indiana (2), Oklahoma, Texas, Missouri, West Virginia, and North Dakota. The Company conducts collection operations that serve metropolitan markets in the vicinity of six of its landfills in Illinois (Lake and McDonough County), Washington, Texas, Oklahoma and Indiana (White County), as well as collection operations (including materials recycling and transfer operations in certain markets) serving metropolitan markets in Houston, Fort Worth, and San Antonio, Texas; Chicago, Illinois; central New Jersey; and Sacramento and Stockton, California. The Company also operates a recycled materials brokerage business based in Columbus, Ohio and two soil remediation facilities located in the Philadelphia, Pennsylvania area.

The Company's strategy is to capitalize on the trend of consolidation in the non-hazardous solid waste industry in several ways. One of the key elements of the Company's strategy involves expansion of its integrated solid waste management services in selected markets through the acquisition of additional solid waste collection operations, landfills, transfer stations, and other related businesses that can be effectively integrated with each other and with the Company's existing operations to provide an overall improvement of operating results. In addition, acquisitions in new geographic areas will be pursued where opportunities exist to strengthen the Company's competitive position or, where opportunities exist, to apply the Company's operating and management expertise to enhance the performance of acquired operations and better utilize an existing base of assets. The Company also intends to expand its operations in the areas that it serves through the development of landfills, collection operations, and transfer station operations, and the development of or participation in recycling and composting services where appropriate. The Company concentrates on serving the local markets in each of its markets by providing an array of non-hazardous solid waste services to the communities that it serves. In connection with its acquisition program, the Company seeks to improve operating efficiencies through the integration of local collection and transfer operations with landfills; the reorganization of collection operations; consolidation of routes and improved utilization of operating equipment; restructuring of landfill management and administrative systems; consolidation of operating and marketing activities; and increased utilization of operating equipment. The Company anticipates that added service requirements, increased regulation, heightened public concern over the environment, and continued refinement of available disposal sites will cause continued industry consolidation and increased privatization of municipal services, affording the Company attractive future opportunities for growth.

Since August 1990, the Company has acquired nine landfills, 17 collection operations, two transfer stations, a recycled materials brokerage business, and two soil remediation facilities and assumed operation of one municipal landfill.

Additional information concerning the Company's business, assets, management, results of operations, and other matters is included in the Company's reports filed under the 1934 Act that are incorporated by reference in this Prospectus, including the Company's Annual Report on Form 10-K for the year ended December 31, 1994, and the Joint Proxy Statement and Prospectus dated May 1, 1995. See "Incorporation of Certain Information by Reference."

The term "Company" and "USA Waste" refer to USA Waste Services

Inc., an Oklahoma corporation, and its subsidiaries and predecessors unless the context requires otherwise. The Company's executive offices are located at 5000 Quorum Drive, Suite 300, Dallas, Texas 75240, and its telephone number is (214) 233-4212.

RECENT EVENTS

The Company has entered into an Amended and Restated Agreement and Plan of Merger dated November 28, 1994, with Chambers Development Company, Inc., a Delaware corporation ("Chambers"), pursuant to which a wholly owned subsidiary of the Company will be merged (the "Merger") with and into Chambers and Chambers will become a wholly owned subsidiary of the Company. Pursuant to the Merger, each share of common stock, \$.50 par value, and Class A common stock, \$.50 par value, of Chambers will be converted into .41667 of a shares of Common Stock of the Company. The Company estimates that it will issue approximately 27.8 million shares of Common Stock in connection with the Merger. Closing of the Merger is subject to, among other things, the absence of any material change in the business or assets of the Company or Chambers, the receipt of fairness opinions by the boards of directors of the Company and Chambers, the vote of the stockholders of the Company and Chambers, registration of the shares of Common Stock of the Company to be issued in connection with the Merger under the Securities Act, listing of such shares on the New York Stock Exchange, the obtaining of all necessary third party consents, and the final settlement of certain litigation affecting Chambers. Although there is no assurance that the Merger will receive the favorable vote of a majority of the Common Stock, the Boards of Directors of the Company and Chambers have unanimously approved the Merger and intend to recommend its approval at the respective stockholders meetings of the Company and Chambers. The Company expects the Merger to be completed in June 1995.

Chambers provides integrated solid waste services in the United States, with properties and operations at the end of 1994 in selected areas of Florida, Georgia, Illinois, Maryland, Mississippi, New Jersey, North Carolina, Ohio, Pennsylvania, South Carolina, Tennessee, Virginia, and West Virginia. Major elements of Chambers' business include the operation, management, construction, and engineering of solid waste landfills, transfer stations, recycling facilities, and related operations. Chambers also provides the services of collecting, hauling, and recycling solid waste for municipal, commercial, industrial, and residential customers. Chambers presently owns or operates 14 sanitary landfills, one construction and demolition debris landfill, and one medical, special, and municipal waste incinerator. Chambers landfills provide long-term disposal capacity for a majority of its collection and hauling operations.

Based on revenues, Chambers is the fifth largest publicly traded non-hazardous solid waste management company in the United States. For the years ended December 31, 1994, 1993, and 1992, respectively, Chambers had revenues of \$257,989,000, \$288,481,000, and \$294,310,000, and net income (loss) of \$(90,244,000), \$8,303,000, and \$(70,723,000), respectively. Upon consummation of the Merger, the Company will become the third largest publicly traded non-hazardous solid waste management company in the United States based on 1994 revenues.

Reference should be made to "USA Waste Services, Inc. and Chambers Development Company, Inc. Combined Historical Unaudited Pro Forma Condensed Financial Statements" included in the Company's Joint Proxy Statement and Prospectus dated May , 1995, filed under the 1934 Act and incorporated by reference in this Prospectus for pro forma financial information giving effect to the Merger. See "Incorporation of Certain Information by Reference."

In connection with the acquisition of Chambers the Company also intends to propose to its shareholders that the Company's domicile be changed from Oklahoma to Delaware.

RISK FACTORS

In addition to the other information set forth in this Prospectus, the following factors should be considered by prospective investors when evaluating an investment in the Common Stock of the Company.

Reliance on Future Acquisitions for Growth

The Company's strategy envisions that a significant portion of its future growth will come from businesses yet to be acquired or the development of landfill projects. There can be no assurance that the Company will be able to successfully identify suitable acquisition candidates, successfully negotiate the acquisition of such businesses, or obtain any necessary financing. Additionally, there is no assurance that any such financing will not result in increased leverage or dilution to existing shareholders.

The Company's current strategy includes the acquisition and development of additional landfills, transfer stations, collection and recycling operations as well as the expansion of capacity at its existing landfills. The trend toward consolidation in the solid waste industry has increased competition for the acquisition of landfills, transfer stations, and collection operations and a number of the Company's competitors for such acquisitions have significantly greater financial resources than the Company. In some areas of the country there is a shortage of permitted disposal capacity and existing landfill operations may become too expensive to justify their purchase or become unavailable for purchase by the Company. In addition, land scarcity, local citizen opposition, and stricter regulation have made it increasingly difficult to obtain permits to expand existing landfills or to develop new landfills or transfer stations. Thus, there can be no assurance that the Company can successfully pursue its strategy and failure to do so may limit the Company's growth potential.

Operations Could Be Adversely Affected by Government Regulation and Potential Litigation

The Company's operations are subject to, and substantially affected by, extensive federal, state, and local laws, regulations, orders, and permits that govern environmental protection, health and safety, zoning, and other matters. These regulations may impose restrictions on the Company's operations that could limit or reduce the Company's revenues and earnings, such as limiting the expansion of disposal facilities, limiting or banning the disposal of out-of-state waste or certain categories of waste, or mandating the disposal of local refuse. Because of heightened public concern, companies in the waste management services business, including the Company, in the normal course of business may become subject to judicial and administrative proceedings involving federal, state, or local agencies. These governmental agencies may seek to impose fines on the Company or to revoke or deny renewal of the Company's operating permits or licenses for violations of environmental laws or regulations or to require the Company to remediate environmental problems relating to waste disposed of by the Company or its predecessors, or resulting from its or its predecessor's transportation and collection operations, all of which could have a material adverse effect on the Company. Since these extensive regulations are continually evolving, the Company may from time to time be required to make significant capital and operating expenditures in response to regulatory changes. In some situations, the Company may be unable to recoup these expenditures from its customers in the form of price increases. The Company may also become subject to actions brought by individuals or community groups in connection with the permitting or licensing of its operations, any alleged violations of such permits and licenses, or other matters.

Due to the nature of the Company's business and the industry in which it operates, the Company could from time to time receive unfavorable publicity, which could adversely affect the market price of the Common Stock.

Potential Liability for Environmental Damage

The Company is subject to liability for any environmental damage its landfills, transfer stations, and collection operations may

cause to adjacent landowners and other persons, particularly as a result of the contamination of drinking water sources or the soil, including damage resulting from conditions existing prior to the acquisition of such operations by the Company. The Company may also be subject to liability for any environmental contamination caused by pollutants or hazardous substances whose transportation, treatment, or disposal was arranged for by the Company or its predecessors. If the Company were to incur a substantial liability for environmental damage, its financial condition could be materially adversely affected.

The Company currently maintains a limited amount of environmental impairment liability (EIL) insurance on certain of its landfills and transfer stations that provides coverage against clean-up costs, bodily injury of non-employees, and property damage caused by off-site pollution emanating from the Company's landfills or transfer stations. However, there can be no assurance that such environmental impairment liability insurance will be adequate to cover any or all potential liabilities or will be available in the future or that the premium required will make continued retention of such coverage economically feasible. If in the absence of such insurance the Company were to incur liability for environmental damage or the amount of available insurance proved insufficient, the Company's financial condition could be materially adversely affected.

Highly Competitive Industry

The waste management industry is highly competitive and requires substantial capital resources. The industry comprises two large national waste management companies as well as numerous local and regional companies of varying sizes and financial resources. The largest national waste management companies have significantly greater financial resources than the Company and may be better positioned to take advantage of potential acquisition targets on which the Company's future growth is substantially dependent. In addition, many municipalities operate collection and disposal operations. Competition may also be affected by the increasing national emphasis on recycling, composting, incineration, and other waste reduction programs that could reduce the volume of refuse and garbage collected or deposited in landfills.

The Company provides residential collection services under a number of municipal contracts. As is the case in the industry, such contracts come up for competitive bidding periodically and there is no assurance that the Company will be the successful bidder and will be able to retain such contracts. If the Company is unable to replace any contract lost through the competitive bidding process with a comparable contract within a reasonable time period or to use any surplus equipment in other service areas, the earnings of the Company could be adversely affected. As the Company continues to grow, the loss of any one contract will have less of an impact on the Company's operations as a whole.

Shares Eligible for Future Sale Could Affect Market Price

Future sales of substantial amounts of Common Stock in the public market following the offering made hereby could adversely affect the prevailing market price of the Common Stock. The Company has issued and has outstanding a substantial number of shares of Common Stock that are not registered with the Commission. However, such unregistered shares may be sold in compliance with Rule 144 under the Securities Act. At March 1, 1995, the Company has reserved for future issuance 1,504,628 shares of Common Stock issuable under its 1990 Stock Option Plan and 1993 Stock Incentive Plan and the Envirofil Employee's 1993 Stock Option Plan. The shares issuable upon exercise of these options have been registered under the Securities Act and will be freely tradeable following their issuance. At March 31, 1995, the Company also had outstanding warrants to purchase an aggregate of 2,635,468 shares of Common Stock. In addition, the Company has issued \$49,000,000 in aggregate principal amount of its 8-1/2% Convertible Subordinated Debentures Due 2002, which are convertible into Common Stock, unless previously redeemed, at a price of \$13.25 per share, subject to adjustment in certain events. The shares issuable upon conversion of such debentures have been registered under the Securities Act and will be freely tradeable following their issuance.

[CAPTION]

USE OF PROCEEDS

This Prospectus relates to an aggregate of 4,292,967 shares of Common Stock that are being offered for the account of the Selling Shareholders. All proceeds from the sale of such shares will go to the Selling Shareholders.

[CAPTION]

DESCRIPTION OF CAPITAL STOCK

The Company is authorized to issue 50,000,000 shares of Common Stock, par value \$0.01 per share, of which 22,678,822 shares were outstanding at March 31, 1995. The Company is also authorized to issue 10,000,000 shares of Preferred Stock, \$.01 par value (the "Preferred Stock"), none of which were outstanding as of September 30, 1994. The Company has reserved for future issuance, 3,698,113 shares issuable upon conversion of the 8-1/2% Convertible Subordinated Debentures Due 2002, 2,635,468 shares upon exercise of outstanding warrants, and 1,504,628 shares issuable under the 1990 Stock Option Plan and 1993 Stock Incentive Plan and the Envirofil Employees' 1993 Stock Option Plan.

Common Stock

Each holder of Common Stock is entitled to one vote per share held of record on each matter submitted to shareholders. Cumulative voting for the election of directors is not permitted, and the holders of a majority of shares voting for the election of directors can elect all members of the Board of Directors. Subject to the rights of any holders of Preferred Stock, holders of record of shares of Common Stock are entitled to receive ratably dividends when and if declared by the Board of Directors out of funds of the Company legally available therefor. In the event of a voluntary or involuntary winding up or dissolution, liquidation, or partial liquidation of the Company, holders of Common Stock are entitled to participate ratably in any distribution of the assets of the Company, subject to any prior rights of holders of any outstanding Preferred Stock.

Holders of Common Stock have no conversion, redemption, or preemptive rights. All outstanding shares of Common Stock are, and the Shares offered hereby will be, upon issuance and sale, validly issued, fully paid, and nonassessable.

Preferred Stock

The Board of Directors is authorized, without further approval of the shareholders, to issue the Preferred Stock in series and with respect to each series, to fix its designations, relative rights (including voting, dividend, conversion, sinking fund, and redemption rights), preferences (including with respect to dividends and upon liquidation), privileges, and limitations. The Board of Directors of the Company, without shareholder approval, may issue Preferred Stock with voting and conversion rights, both of which could adversely affect the voting power of the holders of Common Stock, and dividend or liquidation preferences that would restrict Common Stock dividends or adversely affect the assets available for distribution to holders of shares of Common Stock upon the Company's dissolution.

Authorized But Unissued Shares

Authorized but unissued shares of Common Stock or Preferred Stock can be reserved for issuance by the Board of Directors from time to time without further shareholder action for proper corporate purposes, including stock dividends or stock splits, raising equity capital, and structuring future corporate transactions, including acquisitions.

Transfer Agent and Registrar

The transfer agent and registrar for the Common Stock is The First National Bank of Boston, Boston, Massachusetts.

Limited Liability and Indemnification of Officers and Directors

The Certificate of Incorporation of the Company provides that the directors of the Company shall not be liable to the Company or its

shareholders for monetary damages for breach of fiduciary duty as a director to the fullest extent permitted by the Oklahoma Act. The foregoing limitation does not eliminate or limit the liability of a director for any breach of a director's duty of loyalty to the Company or its shareholders, for acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of law, for any transaction from which the director derived an improper personal benefit, or for approval of the unlawful payment of a dividend or an unlawful stock purchase or redemption. The Certificate of Incorporation of the Company also provides that the Company shall indemnify, and advance litigation expenses to, its officers, directors, employees, and agents to the fullest extent permitted by the Oklahoma Act and all other laws of the State of Oklahoma.

The Oklahoma Act provides that the Company has the power to indemnify any person who is sued or threatened to be made a named party in a proceeding, other than an action by or in the right of the Company, because such person is or was a director, officer, employee, or agent of the Company or is or was serving at the request of the Company as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses actually and reasonably incurred by him in connection with such proceeding. In order to be indemnified, the person must have (1) acted in good faith; (2) acted in a manner he reasonably believed to be in or not opposed to the best interests of the Company, and (3) with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The indemnification includes attorneys' fees, judgments, fines, and amounts paid in settlement.

The Oklahoma Act also provides that the Company may indemnify any person who is sued or threatened to be made a named party in a proceeding by or in the right of the Company to procure a judgment in its favor because such person is or was a director, officer, employee, or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. In order to be indemnified, the person must have conducted himself in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Company. No indemnification may be made, however, with respect to any claim, issue, or matter as to which such person shall have been judged to be liable to the Company unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which the court shall deem proper.

Indemnification by the Company is subject to a determination that the director, officer, employee, or agent has met the applicable standard of conduct. The determination must be made (1) by a majority vote of a quorum of the Board of Directors, consisting only of directors who were not parties to such action, suit or proceeding; (2) if such a quorum cannot be obtained, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or (3) by the shareholders of the Company.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers, or person controlling the Company pursuant to the foregoing provisions, the Company has been informed 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.

Shares Eligible for Future Sale

Future sales of substantial amounts of Common Stock in the public market following the offering made hereby could adversely affect the prevailing market price of the Common Stock. The Company has issued and has outstanding a substantial number of shares of Common Stock that are not registered with the Commission. However, such unregistered shares may be sold in compliance with Rule 144 under the Securities Act. At December 31, 1994, the Company also has outstanding under its 1990 Stock Option Plan and 1993 Stock Incentive Plan and the Envirofil Employee's 1993 Stock Option Plan options to purchase 1,504,628 shares of Common Stock and in the

future may issue additional options. The shares issuable upon exercise of these options have been registered under the Securities Act and will be freely tradeable following their issuance. At March 31, 1995, the Company also had outstanding warrants to purchase an aggregate of 2,635,468 shares of Common Stock. In addition, the Company has issued \$49,000,000 in aggregate principal amount of its 8-1/2% Convertible Subordinated Debentures Due 2002, which are convertible into Common Stock,

unless previously redeemed, at a price of \$13.25 per share, subject to adjustment in certain events. The shares issuable upon conversion of such debentures have been registered under the Securities Act and will be freely tradeable following their issuance.

[CAPTION]

SELLING SHAREHOLDERS

This Prospectus covers offers from time to time by the Selling Shareholders of the Shares owned by them. The following table sets forth the names of the Selling Shareholders and the number of shares of Common Stock held by each as of the date of this Prospectus that are registered hereunder:

| Name | Number of Shares |
|---------------------------------|------------------|
| Robert F. Smith | 2,418,967 |
| Watts Texas Limited Partnership | 1,114,000 |
| Louis D. Paolino, Jr. | 600,000 |
| Donald F. Moorehead, Jr. | 100,000 |
| Shelley Moorehead | 100,000 |
| Harold Rubenstein | 40,000 |
| The First Southwest Company | 8,000 |
| T. Benjamin Jennings | 6,000 |
| Scott D. Cook | 6,000 |

[FN]

Mr. Smith was a director and Vice Chairman of the Board of Directors of the Company from July 1, 1992, to May 27, 1994, and Vice President from July 1, 1992, to , 1994.

Mr. Moorehead is Chairman of the Board and Chief Development Officer of the Company.

Shares acquired from Mr. Paolino

Ms. Moorehead is Mr. Moorehead's spouse
Directors of The First Southwest Company

Mr. Smith beneficially owns 2,845,107 shares of Common Stock of the Company (including warrants and options currently exercisable or exercisable within 60 days), which represents approximately 12.4% of the outstanding Common Stock of the Company as of May 1, 1995. Mr. Moorehead beneficially owns 2,129,027 shares of Common Stock of the Company (including warrants and options currently exercisable or exercisable within 60 days), which represents approximately 9.2% of the outstanding Common Stock of the Company at May 1, 1995. Mr. Rubenstein beneficially owns a total of 123,516 shares of Common Stock of the Company.

The 2,418,967 Shares held by Mr. Smith have been registered to permit him to establish margin accounts with respect to such Shares or to otherwise pledge the Shares as collateral for loans made to him. Mr. Smith's current intention is, if necessary to repay a loan or in the event of a margin call or default in connection with a loan, to sell such portion of the Shares as may be necessary to repay the principal of, interest on, or other costs or charges with respect to, such loan or to satisfy such margin call.

The 1,114,000 shares of Common Stock owned by Watts (the "Watts Shares") are being registered to permit Watts, (i) prior to September 5, 1995, to establish margin accounts with respect to such Shares or to otherwise pledge the Watts Shares as collateral for loans made to Watts. Watts current intention is, if necessary to repay a loan or in the event of a margin call or default in connection with a loan, to sell such portion of the Watts Shares as may be necessary to repay the principal of, interest on, or other costs or charges with respect to, such loan or to satisfy such margin call, (ii) subsequent to March 5, 1995 and prior to September 9, 1995, to sell or otherwise dispose of up to 507,000 of the Watts Shares, and (iii) subsequent to September 5, 1995, to sell or otherwise dispose of any or all of the Watts Shares. See "Manner of Offering - Registration Rights Agreements."

MANNER OF OFFERING

This Prospectus, as appropriately amended or supplemented, may be used from time to time by a Selling Shareholder, or his transferees, to offer and sell the Shares in transactions in which he and any broker-dealer through whom any of the Shares are sold may be deemed to be underwriters within the meaning of the Securities Act. The Company will receive none of the proceeds from any such sales. There presently are no arrangements or understandings, formal or informal, pertaining to the distribution of the Shares.

The Company anticipates that resales of the Shares by the Selling Shareholders will be effected from time to time on the open market in ordinary brokerage transactions on the New York Stock Exchange ("NYSE"), on which the Common Stock is listed, in the over-the-counter market, or in private transactions (which may involve crosses and block transactions). The Shares will be offered for sale at market prices prevailing at the time of sale or at negotiated prices and on terms to be determined when the agreement to sell is made or at the time of sale, as the case may be. The Shares may be offered directly, through agents designated from time to time, or through brokers or dealers. A member firm of the NYSE may be engaged to act as a Selling Shareholder's agent in the sale of the Shares by a Selling Shareholder and/or may acquire Shares as principal. Member firms participating in such transactions as agent may receive commissions from the Selling Shareholder (and, if they act as agent for the purchaser of such Shares, from such purchaser), such commissions computed in appropriate cases in accordance with the applicable rules of the NYSE, which commissions may be at negotiated rates where permissible. Sales of Shares by the member firm may be made on the NYSE from time to time at prices related to prices then prevailing. Any such sales may be by block trade.

Participating broker-dealers may agree with a Selling Shareholder to sell a specified number of shares at a stipulated price per share and, to the extent such broker-dealer is unable to do so acting as agent for the Selling Shareholder to purchase as principal any unsold shares at the price required to fulfill the broker-dealer's commitment to the Selling Shareholder. In addition or alternatively, shares may be sold by a Selling Shareholder, and/or by or through other broker-dealers in special offerings, exchange distributions, or secondary distributions pursuant to and in compliance with the governing rules of the NYSE, and in connection therewith commissions in excess of the customary commission prescribed by the rules of such securities exchange may be paid to participating broker-dealers, or, in the case of certain secondary distributions, a discount or concession from the offering price may be allowed to participating broker-dealers in excess of such customary commission. Broker-dealers who acquire shares as principal may thereafter resell such Shares from time to time in transactions (which may involve cross and block transactions and which may involve sales to and through other broker-dealers, including transactions of the nature described in the preceding two sentences) on the NYSE, in negotiated transactions, or otherwise, at market prices prevailing at the time of sale or at negotiated prices, and in connection with such resales may pay to or receive commissions from the purchasers of such shares.

Upon the Company's being notified by a Selling Shareholder that a particular offer to sell the Shares is made, a material arrangement has been entered into with a broker-dealer for the sale of shares through a block trade, special offering, exchange distribution, or secondary distribution, or any block trade has taken place, to the extent required, a supplement to this Prospectus will be delivered together with this Prospectus and filed pursuant to Rule 424(b) under the Securities Act setting forth with respect to such offer or trade the terms of the offer or trade; including (i) the number of Shares involved, (ii) the price at which the Shares were sold, (iii) any participating brokers, dealers, agents or member firm involved, (iv) any discounts, commissions and other items paid as compensation from, and the resulting net proceeds to, the Selling Shareholder, (v) that such broker-dealers did not conduct any investigation to verify the information set out in this Prospectus, and (vi) other

facts material to the transaction.

Shares may be sold directly by a Selling Shareholder or through agents designated by a Selling Shareholder from time to time. Unless otherwise indicated in the a supplement to this Prospectus, any such agent will be acting on a best efforts basis for the period of its appointment.

The Selling Shareholders and any brokers, dealers, agents, member firm or others that participate with the Selling Shareholders in the distribution of the Shares may be deemed to be "underwriters" within the meaning of the Securities Act, and any commissions or fees received by such persons and any profit on the resale of the Shares purchased by such person may be deemed to be underwriting commissions or discounts under the Securities Act.

The Company may agree to indemnify the Selling Shareholders as underwriters under the Securities Act against certain liabilities, including liabilities arising under the Securities Act. Agents may be entitled under agreements entered into with the Selling Shareholders to indemnification against certain civil liabilities, including liabilities under the Securities Act.

The Selling Shareholders will be subject to the applicable provisions of the 1934 Act and the rules and regulations thereunder, including without limitation Rules 10b-2, 10b-6, and 10b-7, which provisions may limit the timing of purchases and sales of any of the Common Stock by the Selling Shareholders. All of the foregoing may affect the marketability of the Common Stock.

The Company will pay substantially all the expenses incident to this offering of the Common Stock by the Selling Shareholders to the public other than brokerage fees, commissions and discounts of underwriters, dealers or agents.

In order to comply with certain states' securities laws, if applicable, the Common Stock will be sold in such jurisdictions only through registered or licensed brokers or dealers. In addition, in certain states the Common Stock may not be sold unless the Common Stock has been registered or qualified for sale in such state or an exemption from registration or qualification is available and is complied with.

Countryside Merger Agreement

In connection with acquisition of Mark VI Enterprises, Inc. (the parent of Countryside Landfill, Inc.) ('Mark VI'), the Company, USA Waste of Illinois, Inc., Mr. Smith and Mark VI entered into an Agreement of Merger (the 'Countryside Merger Agreement') pursuant to which Mr. Smith received 4,500,000 shares of Common Stock. Pursuant to the Countryside Merger Agreement, the Company agreed to file a registration statement with the Commission to effect the registration under the Securities Act of the shares of the Company's Common Stock received by Mr. Smith as a result of the merger and to use its best efforts to maintain such registration for a period of two years from the effective date of the registration statement. The Company filed a Registration Statement on Form S-3 to permit Mr. Smith to pledge his shares of Common Stock to secure loans or margin accounts that was declared effective on October 31, 1991. Mr. Smith has disposed of 2,081,033 shares of Common Stock pursuant to such registration statement.

Pursuant to the Countryside Merger Agreement, all expenses incident to registration and qualification of the Shares, including legal, accounting, and printing fees, will be borne by the Company.

The Countryside Merger Agreement contains an indemnification provision between the Company and Mr. Smith indemnifying Mr. Smith against losses, claims, damages and liabilities to which Mr. Smith may become subject under the Securities Act or state law caused by any untrue statement or alleged untrue statement of any material fact contained in this Prospectus, the Registration Statement of which this Prospectus is a part or any amendment or supplement thereof, or any omission or alleged omission to state herein or therein a material fact required to be stated or necessary to make the statements herein or therein not misleading. The indemnity from the Company also covers amounts incurred in connection with investigating or defending against any such claim. The indemnity from the Company does not cover untrue statements and omissions made in reliance upon and in conformity with written information furnished to the Company by Mr. Smith expressly for use in this Prospectus, the Registration Statement of which this Prospectus is a part or any amendment or supplement thereto.

SRP Merger Agreement

In connection with the acquisition of SRP in September 1993, the Company, USA Acquisition Co., SRP, and Mr. Paolino entered into an Agreement of Merger dated September 29, 1993 (the "SRP Merger Agreement"), pursuant to which Mr. Paolino's Shares were originally issued. In the SRP Merger Agreement, the Company agreed to use its best efforts to register the Mr. Paolino's Shares under the Securities Act and applicable state securities laws and to maintain such registration for a period of three years from the effective date of the registration statement, or such other period that terminates on the earlier of: (i) a date specified by Mr. Paolino or (ii) the date all shares covered by the registration statement have been sold or withdrawn. The Registration Statement of which this Prospectus is a part was filed by the Company with the Commission in accordance with the SRP Merger Agreement.

Pursuant to the SRP Merger Agreement, all expenses incident to the registration and qualification of the Shares, including registration and filing fees, printing expenses, fees and disbursements of counsel for the Company, fees and disbursements of counsel to Mr. Paolino (up to \$2,000 per year), underwriting expenses (other than commissions or discounts), expenses of any audits, and expenses of complying with the securities or "blue sky" laws of any jurisdictions, will be borne by the Company.

The SRP Merger Agreement provides that the Company will indemnify Mr. Paolino against any and all losses, claims, damages, and liabilities (collectively a "Liability") to which Mr. Paolino may become subject under the Securities Act, and state securities or "blue sky" law, any other statute, or at common law, insofar as such Liability (or action in respect thereof) arises out of or is based upon (i) any untrue statement or alleged untrue statement of any material fact contained in this Prospectus, the Registration Statement of which this Registration Statement is a part, or any amendment or supplement thereto or (ii) any omission or alleged omission to state therein a material fact required to be stated therein or necessary in order to make the statements therein not misleading. The indemnity from the Company also covers amounts incurred in investigating and defending against any litigation or claim based upon such untrue statement or omission, or alleged untrue statement or omission. The indemnity from the Company does not cover untrue statements and omissions made in reliance upon and in conformity with written information furnished to the Company by Mr. Paolino expressly for use in this Prospectus, the Registration Statement of which this Prospectus is a part, or any amendment or supplement thereto.

Mr. Paolino sold 100,000 shares of Common Stock to each of Mr. Moorehead and Shelley Moorehead, Mr. Moorehead's spouse in February 1995 in a private transaction at a price of \$15.00 per share.

Registration Rights Agreements

In connection with the acquisition of certain of the assets of Watts in September 1994, the Company and Watts entered into two Registration Rights and Lock-Up Agreements dated September 9, 1994 (the "Registration Rights Agreements") covering 786,000 shares and 228,000 shares of Common Stock, respectively. In the Registration Rights Agreements, the Company agreed to use its best efforts to register the Watts Shares under the Securities Act and applicable state securities laws and to maintain such registration for a period of three years from the effective date of the registration statement, or such other period that terminates on the earlier of: (i) a date specified by Watts or (ii) the date all shares covered by the registration statement have been sold or withdrawn. The Registration Statement of which this Prospectus is a part was filed by the Company with the Commission in accordance with the Registration Rights Agreements.

Pursuant to the Registration Rights Agreements, all expenses incident to the registration and qualification of the Watts Shares, including registration and filing fees, printing expenses, fees and disbursements of counsel for the Company, fees and disbursements of counsel to Watts, underwriting expenses (other than commissions or discounts), expenses of any audits, and

expenses of complying with the securities or "blue sky" laws of any jurisdictions, will be borne by the Company.

The Registration Rights Agreements provide that the Company will indemnify Watts against any and all losses, claims, damages, and liabilities (collectively a "Liability") to which Watts may become subject under the Securities Act, and state securities or "blue sky" law, any other statute, or at common law, insofar as such Liability (or action in respect thereof) arises out of or is based upon (i) any untrue statement or alleged untrue statement of any material fact contained in this Prospectus, the Registration Statement of which this Registration Statement is a part, or any amendment or supplement thereto or (ii) any omission or alleged omission to state therein a material fact required to be stated therein or necessary in order to make the statements therein not misleading. The indemnity from the Company also covers amounts incurred in investigating and defending against any litigation or claim based upon such untrue statement or omission, or alleged untrue statement or omission. The indemnity from the Company does not cover untrue statements and omissions made in reliance upon and in conformity with written information furnished to the Company by Watts expressly for use in this Prospectus, the Registration Statement of which this Prospectus is a part, or any amendment or supplement thereto.

Watts agreed in the Registration Rights Agreements that (i) Watts will not voluntarily offer to sell, sell, or otherwise dispose of any of the Watts Shares prior to March 9, 1995, without the prior written consent of the Company except pursuant to a Qualifying Registration Statement (as defined therein) and (ii) Watts will not voluntarily offer to sell, sell or otherwise dispose of more than 507,000 of the Watts Shares prior to September 5, 1995, without the prior written consent of the Company except pursuant to a Qualifying Registration Statement. The Registration Statement of which this Prospectus is a part is a Qualifying Registration Statement within the meaning of the Registration Rights Agreements.

First Southwest received the 20,000 shares of Common Stock as partial payment for investment banking services performed for the Company in connection with the Company's acquisition of certain of the assets of Watts. First Southwest has transferred 6,000 shares to each of Messrs. Jennings and Cook as compensation for services rendered.

[CAPTION]

LEGAL MATTERS

Certain legal matters in connection with the Shares have been passed upon for the Company by Snell & Smith, A Professional Corporation, Houston, Texas.

[CAPTION]

EXPERTS

The consolidated financial statements of the Company as of December 31, 1993 and 1994, and for each of the three years in the period ended December 31, 1994, incorporated by reference in this Prospectus, have been incorporated by reference herein in reliance on the reports of Coopers & Lybrand, L.L.P., independent accountants, given on the authority of that firm as experts in accounting and auditing.

The consolidated financial statements of Envirofil for the year ended June 30, 1993 referred to in this Prospectus, and the combined financial statements of the Acquired New Jersey Solid Waste Companies as of December 31, 1992 and 1993 and for each of the three years in the period ended December 31, 1993, incorporated into this Prospectus by reference to Envirofil, Inc's Form 8-K filed with the Commission on February 28, 1994, as amended by Envirofil, Inc's Form 8-K/A filed with the Commission on May 11, 1994, have been incorporated herein in reliance upon the authority of Arthur Andersen L.L.P., independent public accountants, given on the authority of that firm as experts in accounting and auditing in giving said report.

The consolidated financial statements of Chambers at December 31, 1993 and 1994, and for each of the three years in the period ended December 31, 1994, incorporated by reference in this Prospectus have been audited by Deloitte & Touche LLP, independent auditors, as stated in their reports, which are incorporated by reference herein, and have been so included in reliance upon their authority

as experts in accounting and auditing.

No dealer, salesman, or any other person has been authorized to give any information or to make any representations other than those contained in this Prospectus in connection with the offering contained herein, and, if given or made, such information or representations must not be relied upon as having been authorized by the Company or the Selling Shareholders. This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby to any person to whom it is unlawful to make such offer or solicitation. Neither the delivery of this Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date hereof.

4,292,967 Shares

USA WASTE SERVICES, INC.

COMMON STOCK

PROSPECTUS

May , 1995

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution.

The following table sets forth the estimated expenses in connection with the distribution of the securities covered by this Registration Statement.

| | |
|--|---------------------------|
| Securities and Exchange Commission fee | \$ 6,992 |
| Printing expenses | 1,000 |
| Accountants' fees and expenses | 5,000* |
| Blue sky fees and expenses | 0 |
| Legal fees and expenses | 10,000* |
| Miscellaneous | 1,000* |
| Total | <u>\$23,992*</u> ===== |

*Estimated.

Item 15. Indemnification of Directors and Officers.

Section 1006-B(7) of the Oklahoma General Corporation Law provides in part:

B. In addition to the matters required to be set forth in the certificate of incorporation pursuant to the provisions of subsection A of this section, the certificate of incorporation may also contain any or all of the following matters:

7. A provision eliminating or limiting the personal liability of a director to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, provide that such provision shall not eliminate or limit the liability of a director:

a. for any breach of the director's duty of loyalty to the corporation or its shareholders; or

b. for acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of law; or

c. under Section 1053 of this title; or

d. for any transaction from which the director derived an improper personal benefit. No such provision shall eliminate or limit the liability of a director for any act or omission occurring prior to the date when such provision becomes effective.

Section 1031 of the Oklahoma General Corporation Law provides:

1031. INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS; INSURANCE. A. A corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he 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, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. A corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he 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 except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

C. To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsection A or B of this section, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith.

D. Any indemnification under the provisions of subsection A or B of this section, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsection A or B of this section. Such determination shall be made:

1. by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or
2. if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or
3. by the shareholders.

E. Expenses incurred by an officer or director in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized by the provisions of this section. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the board of directors deems appropriate.

F. The indemnification and advancement of expense provided by or granted pursuant to the other subsections of this section shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

G. A corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was servicing at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this section.

H. For purposes of this section, references to ``the corporation'' shall include, in addition to the resulting corporation, any

constituent corporation, including any constituent of a constituent, absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this section with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

I. For purposes of this section, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services, by such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this section.

J. The indemnification and advancement of expenses provided by or granted pursuant to this section, unless otherwise provided when authorized or ratified, shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Articles Seventh and Eighth of the Registrant's Certificate of Incorporation provide:

SEVENTH. The Corporation shall indemnify, and advance litigation expenses to, its officers, directors, employees and agents to the fullest extent permitted by the Oklahoma General Corporation Act and all other laws of the State of Oklahoma.

EIGHTH. To the fullest extent that the Oklahoma General Corporation Act as it exists on November 1, 1987 (the effective date of amendments to the Oklahoma General Corporation Act authorizing provisions limiting liability of directors) ("Effective Date"), permits the limitation or elimination of the liability of directors, no director of this Corporation shall be liable to this Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. No amendment to or repeal of this Article [EIGHTH] shall apply to or have any effect on the liability or alleged liability of any director of this Corporation for or with respect to any acts or omission of such director occurring prior to the time of such amendment or repeal.

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 or 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.

Item 16. Exhibits.

- 4.1 Certificate of Incorporation, as amended [Incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-18, file No. 33-20737-FW].

- 4.2 Bylaws, as amended [Incorporated by reference to Exhibit 3.2 of the Registrant's Registration Statement on Form S-18, File No. 33-20237-FW].
- 4.3 Specimen Stock Certificate. [Incorporated by reference to Exhibit 4.3 to the Registrant's Registration Statement on Form S-3 (File No. 33-76224)].
- * 5 Opinion of Snell & Smith, A Professional Corporation.
- 23.1 Consent of Snell & Smith, A Professional Corporation (Included in Exhibit 5).
- 23.2 Consent of Coopers & Lybrand, L.P.P. [Incorporated by reference to Exhibit 23.1 to the Registrant's Annual Report of Form 10-K for the year ended December 31, 1994, as amended by Form 10-K/A].
- 23.3 Consent of Arthur Andersen L.L.P. (Incorporated by reference to Exhibit 23.2 to the Registrant's Annual Report of Form 10-K for the year ended December 31, 1994, as amended by Form 10-K/A)
- 23.4 Consent of Deloitte & Touche, LLP [Incorporated by reference to Exhibit 23.2 to the Registrant's Registration Statement on Form S-4 (Registration No. 33-59259)].
- *24 Powers of Attorney (Included on Page II-6).

*Previously filed.

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) 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 paragraph (a)(1)(i) and (a)(1)(ii) shall 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 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 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 herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) The undersigned registrant hereby undertakes to deliver or cause to be delivered with the prospectus, to each person to whom the prospectus is sent or given, the latest annual report to security holders that is incorporated by reference and furnished pursuant to and meeting the requirements of Rule 14a-3 or Rule 14c-3 under the Securities Exchange Act of 1934; and, where

interim financial information required to be presented by Article 3 of Regulation S-X is not set forth in the prospectus, to deliver, or cause to be delivered to each person to whom the prospectus is sent or given, the latest quarterly report that is specifically incorporated by reference in the prospectus to provide such interim financial information.

(d) 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 or 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.

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this amendment to registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on May 11, 1995.

USA Waste Services, Inc.

By Earl E. DeFrates
Earl E. DeFrates
Executive Vice President and
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on May 11, 1995.

| Signature | Title |
|---|--|
| Donald F. Moorehead, Jr.* Donald F. Moorehead, Jr. | Chairman of the Board and Chief Development Officer |
| John E. Drury* John E. Drury | Chief Executive Officer and Director |
| David Sutherland-Yoest* David Sutherland-Yoest | President, Chief Operating Officer and Director |
| Earl E. DeFrates Earl E. DeFrates | Executive Vice President, Chief Financial Officer, Secretary, Treasurer and a Director |
| Bruce E. Snyder Bruce E. Snyder | Vice President, Controller and Chief Accounting Officer |
| Robert A. Mosley* Robert A. Mosley | Director |
| John D. Spellman* John D. Spellman | Director |
| Gene A. Meredith* Gene A. Meredith | Director |

* By Earl E. DeFrates

Earl E. DeFrates, Agent
and Attorney-in-Fact