SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(X) QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED MARCH 31, 1996

OR

( ) TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM _____ TO _____

COMMISSION FILE NUMBER: 1-12154

USA WASTE SERVICES, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE	73-1309529
(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	(I.R.S. EMPLOYER IDENTIFICATION NO.)

5400 LBJ FREEWAY
SUITE 300 - TOWER ONE
DALLAS, TEXAS 75240
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

(214) 383-7900
(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

NO CHANGE
(FORMER NAME, FORMER ADDRESS, AND FORMER FISCAL YEAR, IF CHANGED SINCE LAST REPORT)

INDICATE BY CHECK MARK WHETHER THE REGISTRANT (1) HAS FILED ALL REPORTS REQUIRED TO BE FILED BY SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934 DURING THE PRECEDING 12 MONTHS (OR FOR SUCH SHORTER PERIOD THAT THE REGISTRANT WAS REQUIRED TO FILE SUCH REPORTS), AND (2) HAS BEEN SUBJECT TO SUCH FILING REQUIREMENTS FOR THE PAST 90 DAYS.

YES X NO ___

INDICATE THE NUMBER OF SHARES OUTSTANDING OF EACH OF THE ISSUER'S CLASSES OF COMMON STOCK AS OF MAY 1, 1996:

COMMON STOCK $.01 PAR VALUE 66,014,914 SHARES

PART I. FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS

USA WASTE SERVICES, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(In Thousands, Except Share and Par Value Amounts)
(Unaudited)

	March 31, 1996	December 31, 1995
ASSETS		
Current assets:		
Cash and cash equivalents	$ 16,591	$ 13,164
Accounts receivable, net	61,006	58,333
Notes and other receivables	13,133	13,802
Deferred income taxes	15,600	15,600
Prepaid expenses and other	25,411	19,223
Total current assets	131,741	120,122
Notes and other receivables	17,208	11,704
Property and equipment, net	599,869	593,293
Excess of cost over net assets of acquired businesses, net	95,643	91,250
Other intangible assets, net	27,639	27,528
Other assets	69,109	64,140
Total assets	$941,209	$908,037
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 32,457	$ 32,364
Accrued liabilities	20,295	27,924
Deferred revenues	6,007	6,030
Current maturities of long-term debt	41,601	38,925
Total current liabilities	100,360	105,243
Long-term debt, less current maturities	354,978	334,860
Closure, post-closure, and other liabilities	61,887	65,085
Total liabilities	517,225	505,188
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, $1.00 par value; 10,000,000 shares authorized; none issued	--	--
Common stock, $.01 par value; 150,000,000 shares authorized; 66,082,850 and 65,975,048 shares issued, respectively	661	660
Additional paid-in capital	728,924	727,971
Accumulated deficit	(303,447)	(323,963)
Less treasury stock at cost, 144,975 shares and 138,810 shares, respectively	(2,154)	(1,819)
Total stockholders' equity	423,984	402,849
Total liabilities and stockholders' equity	$941,209	$908,037

The accompanying notes are an integral part of these condensed consolidated financial statements.

USA WASTE SERVICES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In Thousands, Except Per Share Amounts)
(Unaudited)

	Three months ended March 31, 1996	Three months ended March 31, 1995
Operating revenues	$124,629	$101,242
Costs and expenses:		
Operating	69,598	58,279
General and administrative	14,542	16,890
Depreciation and amortization	14,875	12,980
Unusual items	--	693
	99,015	88,842
Income from operations	25,614	12,400
Other income (expense):		
Interest expense:		
Nonrecurring interest	--	(3,512)
Other	(5,767)	(8,212)
Interest and other income, net	2,033	1,845
	(3,734)	(9,879)
Income before provision for income taxes	21,880	2,521
Provision for income taxes	1,364	2,337
Net income	$20,516	$ 184
Earnings per common share	$ 0.31	$ 0.00
Weighted average number of common and common equivalent shares outstanding	66,964	51,088

The accompanying notes are an integral part of these condensed consolidated financial statements.

USA WASTE SERVICES, INC.
CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
(In Thousands)
(Unaudited)

	Preferred Stock	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Treasury Stock
Balance, December 31, 1995	$ --	$ 660	$727,971	$(323,963)	$(1,819)
Common stock issued in acquisitions	--	1	1,160	--	--
Common stock returned for acquisition settlement	--	--	--	--	(751)
Common stock issued from treasury upon exercise of stock options	--	--	(82)	--	219
Common stock issued from treasury upon exercise of stock warrants	--	--	(125)	--	197
Net income	--	--	--	20,516	--
Balance, March 31, 1996	$ --	$ 661	$728,924	$(303,447)	$(2,154)

The accompanying notes are an integral part of these condensed consolidated financial statements.

USA WASTE SERVICES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In Thousands)
(Unaudited)

	Three months ended March 31, 1996	1995
Cash flows from operating activities:		
Net cash provided by operating activities	$14 ,431	$14,163
Cash flows from investing activities:		
Acquisitions of businesses, net of cash acquired	(12,246)	--
Capital expenditures	(14,680)	(16,044)
Loans and advances to others	(7,659)	(5,426)
Collection of loans to others	1,158	102
Proceeds from sale of assets	633	4,155
Increase in restricted assets	(499)	9,430)
Other	--	(384)
Net cash used in investing activities	(33,293)	(27,027)
Cash flows from financing activities:		
Proceeds from issuance of long-term debt	32,000	17,000
Principal payments on long-term debt	(9,920)	(10,792)
Proceeds from exercise of stock options	137	30
Proceeds from exercise of warrants	72	517
Net cash provided by financing activities	22,289	6,755
Increase (decrease) in cash and cash equivalents	3,427	(6,109)
Cash and cash equivalents at beginning of period	13,164	30,161
Cash and cash equivalents at end of period	$16,591	$24,052

The accompanying notes are an integral part of these condensed consolidated financial statements.

USA WASTE SERVICES, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

The condensed consolidated balance sheets of USA Waste Services, Inc. ("the Company") as of March 31, 1996 and December 31, 1995, the related condensed consolidated statements of operations for the three months ended March 31, 1996 and 1995, the condensed consolidated statement of stockholders' equity for the three months ended March 31, 1996, and the condensed consolidated statements of cash flows for the three months ended March 31, 1996 and 1995 are unaudited. In the opinion of management, such financial statements include all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of financial position, results of operations, and cash flows for the periods presented. The financial statements included herein should be read in connection with the Company's Consolidated Financial Statements and related notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 1995 and to the Company's Joint Proxy Statement and Prospectus dated April 2, 1996 included in the Company's Registration Statement on Form S-4 filed in connection with the acquisition of Western Waste Industries ("Western") (see Note 5).

1. LONG-TERM DEBT:

Long-term debt consists of the following (in thousands):

	March 31, 1996	December 31, 1995
Credit Facility:		
Revolving credit facility	$ 83,613	$ 51,613
Term loan facility	209,228	215,835
Industrial revenue bonds	80,500	82,250
Other	23,238	24,087
	396,579	373,785
Less current maturities	41,601	38,925
	$354,978	$334,860

On June 30, 1995, in connection with the acquisition of Chambers Development Company ("Chambers"), the Company entered into a $550,000,000 financing agreement consisting of a $300,000,000 five-year revolving credit and letter of credit facility and a $250,000,000 term loan facility. Borrowings under the credit facility are collateralized by all the stock and intercompany receivables of the Company and its subsidiaries, whether now owned or hereafter acquired. Revolving credit loans under the credit facility are limited to $180,000,000 at March 31, 1996, less the amount of any future industrial revenue bonds enhanced by letters of credit under the credit facility. Loans bear interest at a rate based on the Eurodollar rate or the prime rate, plus a spread not to exceed 1.75% per annum. The credit facility may also be used for letters of credit purposes with variable fees from 0.75% to 1.75% per annum charged on amounts issued. A commitment fee of up to .5% is required on the unused portion of the credit facility.

On May 7, 1996, in connection with the acquisition of Western, the Company replaced its existing credit facility with a $750,000,000 senior revolving credit facility ("Credit Facility"). The Credit Facility will be used to refinance existing bank loans and letters of credit as well as fund additional acquisitions and working capital. The Credit Facility will be available for standby letters of credit of up to $300,000,000. Loans under the Credit Facility bear interest at a rate based on the Eurodollar rate plus a spread not to exceed 0.75% per annum (spread initially set at 0.405% per annum). The Credit Facility requires a facility fee not to exceed 0.38% per annum on the entire available credit facility (facility fee initially set at 0.22% per annum). The Company's liquidity will be enhanced by the Credit Facility as the financial covenants are less restrictive and principal reductions are not required for a three year period.

2. BUSINESS COMBINATIONS:

During the three months ended March 31, 1996, the Company acquired 13 collection businesses for approximately $12,246,000 in cash and 64,624 shares of the Company's Common Stock. These acquisitions were accounted for under the purchase method of accounting and the pro forma effect of the acquisitions is not material to the Company's financial condition or its results of operations.

USA WASTE SERVICES, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

3. INCOME TAXES:

The difference in federal income taxes at the statutory rate and the provision for income taxes is primarily due to the net change in the valuation allowance. The valuation allowance for deferred tax assets had a net decrease of $5,814,000 in the first quarter of 1996 due to changes in the Company's gross deferred tax assets and liabilities and the realizations of a portion of the Company's net deferred tax asset. Future taxable income was projected utilizing annualized first quarter taxable income. Based on this analysis of taxable income, the Company has restored the net deferred tax asset to $15,600,000. If the Company's current trend of profitability continues, additional net deferred tax assets of up to approximately $87,800,000 could be recognized in future periods.

4. COMMITMENTS AND CONTINGENCIES:

Environmental matters -- The Company is subject to extensive and evolving federal, state, and local environmental laws and regulations that have been enacted in response to technological advances and the public's increased concern over environmental issues. As a result of changing governmental attitudes in this area, management anticipates that the Company will continually modify or replace facilities and alter methods of operation. The majority of the expenditures necessary to comply with the environmental laws and regulations are made in the normal course of business. Although the Company, to the best of its knowledge, is in compliance in all material respects with the laws and regulations affecting its operations, there is no assurance that the Company will not have to expend substantial amounts for compliance in the future.

Legal matters -- See Part II, Item 1, of this Form 10-Q for discussion of legal matters.

Insurance -- The Company self-insures certain of its comprehensive general liability and workers' compensation risks, while maintaining third-party coverage to protect against catastrophic loss. The Company has not incurred significant fines, penalties, or liabilities for pollution or environmental liabilities at any of its facilities; however, the Company's operating results could be adversely affected in the future in the event of uninsured losses.

Employment agreements -- The Company has entered into employment agreements with certain of its executives and officers. These employment agreements include provisions governing compensation and benefits to be paid upon termination of employment with the Company or certain changes in control of the Company. Under certain conditions, the agreements can be terminated by the Company or the employee. Upon termination of an agreement, the employee's compensation would continue at approximately 75% of the employee's prior compensation for periods ranging from three to five years. During the three to five year period, the employee would be available to the Company on a part-time basis for consulting and also would not be permitted to engage in any activities in direct competition with the Company. If these executives were to be terminated without cause during 1996 or if certain executives elected to terminate their agreements, the aggregate annual compensation on a part-time basis would be approximately $1,250,000. If a change in control were to occur in 1996 and the executives were to elect to take the change in control payments, they would receive approximately $6,473,000. As of March 31, 1996, the Company has not recorded any accruals in the financial statements related to these employment agreements.

Other commitments and contingencies -- The Company is a party to certain other litigation arising in the normal course of business. In addition, contingencies of an environmental nature currently exist at certain of its disposal sites. Management believes that the ultimate outcome of these matters will not have a material adverse effect on the Company's financial position and results of operations.

USA WASTE SERVICES, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

5. MERGER WITH WESTERN WASTE INDUSTRIES:

On May 7, 1996, the Company consummated an Agreement and Plan of Merger (the "Merger Agreement") to acquire Western through a merger transaction ("Western Merger") accounted for as a pooling of interests. Under the terms of the Merger Agreement, the Company issued 1.50 shares of its Common Stock for each share of Western outstanding common stock. Prior to the Western Merger, the Company owned approximately 4.1% of Western's outstanding shares (634,900 common shares of Western were recorded at cost of $12,596,000 in other assets in the condensed consolidated balance sheets at March 31, 1996 and December 31, 1995), which were canceled on the Western Merger's effective date. The Western Merger increased the Company's outstanding shares of Common Stock by approximately 23.1 million shares and the Company assumed options under Western's stock option plans equivalent to approximately 5.2 million underlying USA Waste shares of Common Stock. Following the Western Merger, the Company's Board of Directors was expanded from 9 to 11 members, with approval to appoint a twelfth member at a later date. See Part II, Item 5, of this Form 10-Q for USA Waste supplemental condensed consolidated financial information.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion reviews the Company's operations for the three months ended March 31, 1996 and 1995, and should be read in conjunction with the Company's condensed consolidated financial statements and related notes thereto included elsewhere herein, as well as the Company's consolidated financial statements and related notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 1995 and the Company's Joint Proxy Statement and Prospectus dated April 2, 1996, included in the Company's Registration Statement on Form S-4 filed in connection with the acquisition of Western.

INTRODUCTION

The Company provides non-hazardous solid waste management services, consisting of collection, transfer, disposal, soil remediation, and recycling services in 21 states. Since August 1990, the Company has experienced significant growth principally through the acquisition and integration of solid waste businesses and is now the fourth largest non- hazardous solid waste company in North America. The company owns or operates 29 landfills, 22 transfer stations, and 45 collection companies serving more than 500,000 customers.

The Company's revenues consist primarily of fees charged for its collection and disposal services. Revenues for collection services include fees from residential, commercial, industrial, and municipal collection customers. A portion of these fees are billed in advance; a liability for future service is recorded upon receipt of payment and revenues are recognized as services are actually provided. Fees for residential services are normally based on the type and frequency of service. Fees for commercial and industrial services are normally based on the type and frequency of service and the volume of solid waste collected.

The Company's revenues from its landfill operations consist of disposal fees (known as tipping fees) charged to third parties and are normally billed monthly. Tipping fees are based on the volume or weight of solid waste being disposed of at the Company's landfill sites. Fees are charged at transfer stations based on the volume of solid waste deposited, taking into account the Company's cost of loading, transporting, and disposing of the solid waste at a landfill. Intercompany revenues between the Company's landfill and collection operations have been eliminated in the financial statements presented herein.

Operating expenses include direct and indirect labor and the related taxes and benefits, fuel, maintenance and repairs of equipment and facilities, tipping fees paid to third party landfills, property taxes, and accruals for future landfill closure and post-closure costs. Certain direct landfill development expenses are capitalized and depreciated over the estimated useful life of a site as capacity is consumed, and include acquisition, engineering, upgrading, construction, and permitting costs. All indirect development expenses, such as administrative salaries and general corporate overhead, are expensed in the period incurred.

General and administrative costs include management salaries, clerical and administrative costs, professional services, facility rentals, and related insurance costs, as well as costs related to the Company's marketing and sales force.

RESULTS OF OPERATIONS

The following table presents, for the periods indicated, the period to period change in dollars (in thousands) and percent for the various Condensed Consolidated Statements of Operations items:

	Period to Period Change for the Three Months Ended March 31, 1996 and 1995	
	$	%
Operating revenues	$23,387	23.1%
Costs and expenses:		
Operating	11,319	19.4
General and administrative	(2,348)	(13.9)
Depreciation and amortization	1,895	14.6
Unusual items	(693)	(100.0)
	10,173	11.5
Income from operations	13,214	106.6
Other income (expense):		
Interest expense:		
Nonrecurring interest	3,512	100.0
Other	2,445	29.8
Interest and other income, net	188	10.2
	6,145	62.2
Income before provision for income taxes	19,359	767.9
Provision for income taxes	(973)	(41.6)
Net income	$20,332	11,050.0%

The following table presents, for the periods indicated, the percentage relationship that the various components of the Condensed Consolidated Statements of Operations bear to operating revenues:

	Three Months Ended March 31, 1996	Three Months Ended March 31, 1995
Operating revenues:		
Disposal	30.6%	31.9%
Waste collection	52.3	52.1
Transfer stations	12.0	9.9
Other	5.1	6.1
	100.0	100.0
Costs and expenses:		
Operating	55.8	57.6
General and administrative	11.7	16.7
Depreciation and amortization	11.9	12.8
Unusual items	--	0.7
	79.4	87.8
Income from operations	20.6	12.2
Other income (expense):		
Interest expense:		
Nonrecurring interest	--	(3.4)
Other	(4.6)	(8.1)
Interest and other income, net	1.6	1.8
	(3.0)	(9.7)
Income before provision for income taxes	17.6	2.5
Provision for income taxes	1.1	2.3
Net income	16.5	0.2%

THREE MONTHS ENDED MARCH 31, 1996 AND 1995

Operating Revenues

Operating revenues were $124,629,000 for the three months ended March 31, 1996, an increase of $23,387,000, or 23.1%, as compared to the corresponding period of 1995. The increase in operating revenues is attributable to the effect of acquisitions, less dispositions, and the growth in operating revenues from comparable operations, excluding the negative impact of severe weather conditions in certain market areas, and the decline in certain non-core businesses which do not provide a significant contribution to earnings. Acquisitions during 1996 and the effect of acquisitions made during 1995 accounted for an approximate 20% increase in operating revenues. Operating revenues from comparable disposal and collection operations increased approximately 1% due to price increases and approximately 9.1% due to volume increases, with the negative impact of the harsh weather conditions in 1996 and declines in other non-core revenues accounting for the remaining decrease of approximately 7%.

Operating Costs and Expenses

Operating costs and expenses increased $11,319,000, or 19.4%, for the three months ended March 31, 1996, as compared to the first quarter of 1995. The increase in operating costs and expenses in 1996 is primarily attributable to the impact of new business acquisitions, net of dispositions, made in 1995 and 1996 of $16,183,000. Offsetting the increase due to acquisitions is the effect of reduced operating costs and expenses of approximately $2,800,000 for the existing Chambers operations since the Company's merger with Chambers in June 1995, and the increased utilization of internal disposal from 50% in the first quarter of 1995 to 53%, which equates to approximately $1,000,000 in decreased costs, for the corresponding period of 1996. Operating costs and expenses for other comparable operations decreased $1,064,000 due to the Company's ability to service internal growth without a proportionate increase in costs.

As a percentage of operating revenues, operating costs and expenses decreased from 57.6% in the first quarter of 1995 to 55.8% for the corresponding period in 1996. This decrease occurred for the reasons described above despite the effect of the change in the mix of operating revenues for services provided, which would generally result in an increase in the percentage of operating costs to operating revenues. Operating revenues for disposal operations decreased from 31.9% in the first quarter of 1995 to 30.6% for the corresponding period of 1996, which increases operating costs as a percentage of operating revenues since disposal operations generally have lower operating cost margins than collection and transfer station operations.

General and Administrative

General and administrative expenses decreased $2,348,000 for the three months ended March 31, 1996, compared to the first quarter of 1995, and were down as a percent of operating revenues. This is the result of the Company's ability to integrate new business acquisitions without a proportionate increase in general and administrative expenses and cost reductions as a result of the merger with Chambers consummated in June 1995.

Depreciation and Amortization

Depreciation and amortization increased $1,895,000 for the three months ended March 31, 1996, compared to the first quarter of 1995 due primarily to the acquisition of new businesses. As a percentage of operating revenues, depreciation and amortization decreased due to improved utilization of equipment through the internal volume growth in the collection and disposal operations without a corresponding increase in equipment and facilities.

Unusual Items

In 1995, the unusual items include $693,000 of severance and other termination benefits paid to former Chambers employees in connection with its pre-merger reorganization.

Income from Operations

For reasons discussed above, income from operations as a percent of operating revenues in the first quarter of 1996 was 20.6% as compared to 12.2% as in the first quarter of 1995. The improvement in recurring operations is the result of economies of scale realized by the Company with respect to recent acquisitions and improvements in comparative operations.

Other Income and Expense

Other income and expense consists of interest expense, interest income, and other income. Interest expense, gross of amounts capitalized, decreased as a result of an overall reduction in indebtedness and the refinancing of Chambers pre-merger indebtedness and the Company's existing indebtedness to lower rates at June 30, 1995. In addition, $3,512,000 of nonrecurring interest was incurred during the three months ended March 31, 1995, relating to extension fees and other charges associated with the aforementioned debt refinancing by Chambers. Capitalized interest for the first quarter of 1996 was approximately $1,573,000 as compared to $1,258,000 in the first quarter of 1995.

Provision for Income Taxes

The provision for income taxes decreased $973,000 for the three months ended March 31, 1996, as compared to the corresponding period of 1995. The 1995 provision for income taxes represents current income taxes of USA Waste and Chambers on a separate basis. The decrease in the provision for income taxes in 1996 is the result of the change in the valuation allowance and corresponding recognition of the benefit for a portion of the Company's net deferred tax asset.

Net Income

For the reasons discussed above, net income increased $20,332,000 during the three months ended March 31, 1996 as compared to the corresponding period of 1995.

LIQUIDITY AND CAPITAL RESOURCES

The Company operates in an industry that requires a high level of capital investment. The Company's capital requirements basically stem from (i) its working capital needs for its ongoing operations, (ii) capital expenditures for cell construction and expansion of its landfill sites, as well as new trucks and equipment for its collection and hauling operations, and (iii) business acquisitions. The Company's strategy is to meet these capital needs first from internally generated funds and secondly from various financing sources available to the Company, including the issuance of its Common Stock. It is further part of the Company's strategy to minimize working capital while maintaining available commitments under bank credit agreements to fund any capital needs in excess of internally generated cash flow.

As of March 31, 1996, the Company had working capital of $31,381,000 (a ratio of current assets to current liabilities of 1.31:1) and a cash balance of $16,591,000, which compares to working capital of $14,879,000 (a ratio of current assets to current liabilities of 1.14:1) and a cash balance of $13,164,000 as of December 31, 1995. During the first three months of 1996, the Company received net cash from operations of $14,431,000, and received net cash from financing activities of $22,289,000. These funds were used primarily to fund investments in other businesses of $12,246,000 and for capital expenditures of approximately $14,680,000.

The Company's capital expenditure and working capital requirements have increased reflecting the Company's business strategy of growth through acquisitions and development projects. The Company's budgeted cash requirements for the remainder of 1996 include estimated capital expenditures of approximately $75,000,000. The Company intends to finance the remainder of its 1996 capital requirements through internally generated cash flow and amounts available under its revolving credit facility. At March 31, 1996, the available line of credit for cash borrowings was $93,875,000.

On May 7, 1996, in connection with the acquisition of Western, the Company replaced its existing credit facility with a $750,000,000 senior revolving credit facility ("Credit Facility"). The Credit Facility will be used to refinance existing bank loans and letters of credit as well as fund additional acquisitions and working capital. The Credit Facility will be available for standby letters of credit up to $300,000,000. Loans under the Credit Facility bear interest at a rate based on the Eurodollar rate plus a spread not to exceed 0.75% per annum (spread initially set at 0.405% per annum). The Credit Facility requires a facility fee not to exceed 0.38% per annum on the entire available credit facility (facility fee initially set at 0.22% per annum). The Company's liquidity will be enhanced by the Credit Facility as the financial covenants are less restrictive and principal reductions are not required for a three year period.

The Company's business plan is to grow through acquisitions as well as development projects. The Company has issued equity securities in business acquisitions where appropriate and expects to do so in the future. Furthermore, the Company's future growth will depend greatly upon its ability to raise additional capital. Management believes that it can arrange the necessary financing required to accomplish its business plan; however, to the extent the Company is not successful in its future financing strategies the Company's growth could be limited.

The Company recently entered the New York City solid waste market on April 17, 1996, upon acquiring certain collection and paper processing operations of Barretti Carting Corp. and related entities for approximately $15,000,000 in cash. The Company has not yet closed on a related New York City transfer station pending the receipt of proper permits and government approvals. Upon receipt of such approvals the Company would be obligated to acquire these assets for approximately $16,000,000 in cash. The Company regularly engages in discussions relating to potential acquisitions and has identified several possible acquisition opportunities. The Company may announce acquisition transactions at any time.

SEASONALITY AND INFLATION

Because the volumes of certain types of waste, such as yard clippings and construction debris, tend to be higher in the spring and summer, the Company experiences seasonal variations in its revenues. As a result, during spring and summer, the Company's revenues tend to be higher than its revenues in fall and winter. In addition, during the winter, harsh weather conditions often temporarily affect the Company's ability to collect, transport, and dispose of waste, as experienced by certain operating locations in the first quarter of 1996. The seasonal impact is often offset by revenues added through acquisitions such that the Company's reported revenues have historically reflected increases in period to period comparisons.

The Company believes that inflation and changing prices have not had, and are not expected to have, any material adverse effect on the results of operations in the near future.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The Company is a party to various litigation matters arising in the ordinary course of business. Management believes that the ultimate resolution of these matters will not have a material adverse impact on the Company's financial condition. In the normal course of its business and as a result of the extensive government regulation of the solid waste industry, the Company periodically may become subject to various judicial and administrative proceedings involving federal, state, or local agencies. To date, the Company has not been required to pay any material fine or had a judgment entered against it for violation of any environmental law. From time to time the Company also may be subjected to actions brought by citizen's groups in connection with the permitting of landfills or transfer stations, or alleging violations of the permits pursuant to which the Company operates. The Company also may be subject to claims for personal injury or property damage arising out of accidents involving its vehicles.

On or about March 8, 1993, an action was filed in the United States District Court for the Western District of Pennsylvania, captioned Option Resource Group, et al. v. Chambers Development Company, Inc., et al., Civil Action No. 93-354. This action was brought by a market maker in options in Chambers stock and two of its general partners and asserts federal securities law and common law claims alleging that Chambers, in publicly disseminated materials, intentionally or negligently misstated its earnings and that Chambers' officers and directors committed mismanagement and breach of fiduciary duties. These plaintiffs allege that, as a result of large amounts of put options traded on the Chicago Board of Options Exchange between March 13 and March 18, 1992, they engaged in offsetting transactions resulting in approximately $2,100,000 in losses. The plaintiffs in Option Resource Group had successfully requested exclusion from a now settled class action of consolidated suits instituted on similar claims ("Class Action") and Option Resource Group is continuing as a separate lawsuit. Discovery has been completed and a pretrial conference is scheduled for May 17, 1996. Plaintiffs filed a motion for summary judgment which is untimely under the court's case management. The court has stayed responses to the motion for summary judgment. In response to discovery on damages, the plaintiffs reduced their damages claim to $433,000 in alleged losses, plus interest and attorneys' fees, for a total damage claim of $658,000, as of August 21, 1995. The Company intends to continue to vigorously defend against this action. Management of the Company believes the ultimate resolution of such complaint will not have a material adverse effect on the Company's financial position or results of operations.

On August 3, 1995, Frederick A. Moran and certain related persons and entities filed a lawsuit against Chambers Development Company, Inc., certain former officers and directors of Chambers, and Grant Thronton, LLP, in the United States District Court for the Southern District of New York under the caption Moran, et al. v. Chambers, et al., Civil Action No. 95-6034. Plaintiffs, who claim to represent approximately 484,000 shares of Chambers stock, requested exclusion from the settlement agreements which resulted in the resolution of the Class Action and assert that they have incurred losses attributable to shares purchased during the class period and certain additional losses by reason of alleged management misstatements during and after the class period. The claimed losses include damages to Mr. Moran's business and reputation. The Judicial Panel on Multidistrict Litigation has transferred this case to the United States District Court for the Western District of Pennsylvania. The Company has filed its answer to the complaint and intends to vigorously defend against these claims. The case is currently in discovery. Management of the Company believes the ultimate resolution of such complaint will not have a material adverse effect on the Company's financial position or results of operations.

On or about February 1, 1996, an action was filed in the Circuit Court of Cook County, Illinois, captioned Allabastro v. USA Waste Services, Inc., Action No. 96L01165. The case was subsequently removed to the United States District Court for the Northern District of Illinois, Action No. 96-CV-1336. The plaintiff alleges to have entered into an oral agreement with the Company for brokerage services and is demanding a fee of $950,000 based on the alleged contract and on common law for acting as a broker/advisor to the Company in its 1993 purchase of an Indiana landfill and hauling operation from Chambers. Based on the same facts, the plaintiff is also demanding an additional $36,250,000 fee in connection with the June 1995 merger of Chambers with the Company. The plaintiff is also seeking unspecified damages for acting as a management advisor to the Company in its procurement of a landfill renovation/operation contract in Charleston, West Virginia. Interest and other costs are also demanded. The case is in the early stages of discovery. The

Company has filed its answer and intends to vigorously defend against this action, and management believes the ultimate resolution of this suit will not have a material adverse effect on the Company's financial position or results of operations.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matters were submitted to a vote of the Company's stockholders during the first quarter of 1996.

ITEM 5. OTHER INFORMATION

The following supplemental condensed consolidated balance sheets of USA Waste as of March 31, 1996 and December 31, 1995, and the related supplemental condensed consolidated statements of operations for the three months ended March 31, 1996 and 1995 are presented for informational purposes. These financial statements are in effect a restatement of the historical financial statements as if the Western Merger was consummated as of the beginning of the periods presented. These financial statements do not include the impact of certain cost and expense savings and other economic benefits that are expected to be realized as a result of the Western Merger.

USA WASTE SERVICES, INC. SUPPLEMENTAL
CONDENSED CONSOLIDATED BALANCE SHEETS
(In Thousands, Except Share and Par Value Amounts)
(Unaudited)

	March 31, 1996	December 31, 1995
ASSETS		
Current assets:		
Cash and cash equivalents	$ 26,309	$ 18,223
Accounts receivable, net	89,143	90,427
Notes and other receivables	13,133	13,802
Deferred income taxes	20,101	20,101
Prepaid expenses and other	34,258	26,110
Total current assets	182,944	168,663
Notes and other receivables	17,208	11,704
Property and equipment, net	810,059	799,512
Excess of cost over net assets of acquired businesses, net	112,908	108,664
Other intangible assets, net	33,737	34,127
Other assets	75,040	67,694
Total assets	$1,231,896	$1,190,364
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 41,187	$ 40,333
Accrued liabilities	38,637	48,618
Deferred revenues	6,007	6,030
Current maturities of long-term debt	42,854	40,157
Total current liabilities	128,685	135,138
Long-term debt	430,117	410,683
Closure, post-closure, and other liabilities	84,078	87,156
	642,880	632,977
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, $1.00 par value; 10,000,000 shares authorized; none issued	--	--
Common stock, $.01 par value; 150,000,000 shares authorized; 87,529,268 and 87,030,697 shares issued, respectively	875	870
Additional paid-in capital	802,960	796,235
Accumulated deficit	(212,665)	(237,899)
Less treasury stock at cost, 144,975 and 138,810 shares, respectively	(2,154)	(1,819)
Total stockholders' equity	589,016	557,387
Total liabilities and stockholders' equity	$1,231,896	$1,190,364

See accompanying notes.

USA WASTE SERVICES, INC. SUPPLEMENTAL
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In Thousands, Except Per Share Amounts)
(Unaudited)

	Three Months Ended March 31, 1996	1995
Operating revenues	$193,070	$168,880
Costs and expenses:		
Operating	113,977	101,450
General and administrative	24,034	26,163
Depreciation and amortization	20,914	19,343
Unusual items	--	693
	158,925	147,649
Income from operations	34,145	21,231
Other income (expense):		
Interest expense:		
Nonrecurring interest	--	(3,512)
Other	(6,580)	(9,687)
Interest and other income, net	2,202	2,322
	(4,378)	(10,877)
Income before provision for income taxes	29,767	10,354
Provision for income taxes	4,533	5,816
Net income	$ 25,234	$ 4,538
Earnings per common share	$ 0.28	$ 0.06
Weighted average number of common and common equivalent shares outstanding	91,213	74,305

See accompanying notes.

USA WASTE SERVICES, INC.

NOTES TO SUPPLEMENTAL CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

BASIS OF PRESENTATION

The supplemental condensed consolidated financial statements assume the issuance of USA Waste Common Stock in exchange for all outstanding Western Common Stock, excluding 634,900 shares of Western Common Stock held by USA Waste. Such financial statements also assume that the Western Merger is accounted for using the "pooling of interests" method of accounting pursuant to Opinion No. 16 of the Accounting Principles Board. The pooling of interests method of accounting assumes that the combining companies have been merged from their inception, and the historical financial statements for periods prior to consummation of the Merger are restated as though the companies have been combined from their inception.

The supplemental condensed consolidated financial statements do not include any adjustment for estimated nonrecurring costs directly related to the Merger which are expected to be included in operations of the Company within the twelve months succeeding the consummation of the Merger. Such costs (which are currently estimated for purposes of this presentation to be approximately $27.0 million) include the severance benefits to be paid to certain officers of Western of approximately $1.2 million and an additional $2.0 million to be funded by USA Waste in connection with charitable contributions to be made at the direction of an affiliate of USA Waste. Actual merger costs may vary from such estimate.

Certain reclassifications have been made to the historical financial statements of USA Waste and Western to conform to the supplemental presentation. Such reclassifications are not material to the supplemental condensed consolidated financial statements.

SUPPLEMENTAL ADJUSTMENTS

Adjustments to the supplemental condensed consolidated financial statements were as follows:

(A) All significant intercompany balance sheet and statement of operations items between USA Waste and Western have been eliminated in the supplemental condensed consolidated financial statements. In February 1992, USA Waste acquired a 55% interest in a hauling company from a third party where Western owned the remaining 45%. In March 1993, USA Waste acquired the remaining 45% from Western. The supplemental condensed financial statements reflect the combined company's 100% ownership of the acquired hauling company as of February 1992. Western's earnings in minority interest from February 1992 through March 1993 and the gain on sale to USA Waste of $2,829,000 have been eliminated. The excess cost over net assets of acquired businesses, net of accumulated amortization reported by USA Waste has also been eliminated.

(B) Common stock, additional paid-in capital, and other assets have been adjusted to eliminate USA Waste's investment of 634,900 shares of Western Common Stock.

(C) Adjustments have been made to reclassify Western's depreciation and amortization from operating expenses and general and administrative expenses to a separate line item to conform to the presentation of USA Waste as if the companies had been combined since their inception.

(D) The stockholders' equity accounts have been adjusted to reflect the assumed issuance of 21,446,418 shares as of March 31, 1996 and 21,055,649 shares as of December 31, 1995 of USA Waste Common Stock for all issued and outstanding share of Western Common Stock (based on the exchange ratio of 1.50 shares of USA Waste Common Stock for each share of Western Common Stock outstanding). The actual number of shares of USA Waste Common Stock to be issued pursuant to the Merger will be based upon the number of shares of Western issued and outstanding immediately prior to the consummation of the merger, excluding USA Waste's ownership in Western consisting of 634,900 shares.

(E) Income from continuing operations available to common shareholders per share for each period is based on the combined weighted average number of shares outstanding, after giving effect to the issuance of 1.5 shares of USA Waste Common Stock for each share of Western Common Stock outstanding. Fully diluted earnings per share are considered equal to primary earnings per share for all periods presented because the addition of potentially dilutive securities that are not common stock equivalents would have been either antidilutive or not material.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits:

3.1(a)	-	Amendment to Registrant's Restated Certificate of Incorporation.
3.1(b)	-	Conformed Copy of Registrant's Restated Certificate of Incorporation.
3.2	-	Bylaws [Incorporated by Reference to Exhibit 3.2 of the Registrant's Registration Statement on Form S-4, File No. 33-60103].
4.1	-	Specimen Stock Certificate [Incorporated by reference to Exhibit 4.3 of the Registrant's Registration Statement on Form S-3, File No. 33-76224].
10.1	-	1990 Stock Option Plan [Incorporated by reference to Exhibit 10.1 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 1990].
10.2	-	1993 Stock Incentive Plan [Incorporated by reference to Exhibit 4.4 of the Registrant's Registration Statement on Form S-8, File No. 33-72436].
10.3	-	Envirofil, Inc. 1993 Stock Incentive Plan [Incorporated by reference to Exhibit 10.3 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 1994].

10.4 - Form of Employment Agreement between the Registrant and each of John E. Drury, Donald F. Moorehead, Jr., David Sutherland-Yoest, and Charles A. Wilcox [Incorporated by reference to Exhibit 10.18 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 1994].

10.5 - Employment Agreement between the Registrant and Earl E. DeFrates [Incorporated by reference to Exhibit 10.19 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 1994].

10.6 - Employment Agreement between the Registrant and Gregory T. Sangalis [Incorporated by reference to Exhibit 10.17 to the Registrant's Registration Statement on Form S-4, File No. 33-59259].

10.7 - Revolving Credit and Term Loan Agreement dated as of June 27, 1995, among the Registrant, its subsidiaries, The First National Bank of Boston, Bank of America Illinois, J.P. Morgan Securities Inc., an Morgan Guaranty Trust Company of New York [Incorporated by reference to Exhibit 10.19 to the Registrant's Quarterly Report on Form 10-Q dated June 30, 1995, as amended by Form 10-Q/A].

10.8 - Shareholders Agreement dated December 18, 1995, among USA Waste Services, Inc., Donald F. Moorehead, Jr., John E. Drury, John G. Rangos, Sr., John G. Rangos Jr., Alexander W. Rangos, and John Rangos Development Corporation, Inc. [Incorporated by reference to Exhibit 1 to Schedule 13D dated December 17, 1995 relating to the Registrant].

10.9 - Consulting and Non-Compete Agreement dated June 25, 1995, between the Registrant John G. Rangos, Sr. [Incorporated by reference to Exhibit 10.21 to the Registrant's Quarterly Report on Form 10-Q/A dated June 30, 1995].

10.10 - Employment Agreement dated June 25, 1995, between the Registrant and Alexander W. Rangos [Incorporated by reference to Exhibit 10.22 to the Registrant's Quarterly Report on Form 10-Q/A dated June 30, 1995].

10.11 - Employment Agreement dated December 18, 1995, between the Registrant and Kosti Shirvanian [Incorporated by reference to Exhibit 10.18 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1995].

11.1 - Computation of Earnings Per Common Share.

27.1 - Financial Data Schedule.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

USA WASTE SERVICES, INC.
Registrant

May 14, 1996	BY:	s/ Earl E. DeFrates
Date		Earl E. DeFrates, Executive Vice President, Chief Financial Officer
May 14, 1996	BY:	s/ Bruce E. Snyder
Date		Bruce E. Snyder, Vice President - Controller, Chief Accounting Officer

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
3.1(a)	Amendment to Registrant's Restated Certificate of Incorporation.
3.1(b)	Conformed Copy of Registrant's Restated Certificate of Incorporation.
11.1	Computation of Earnings per common share.
27.1	Financial Data Schedule.

Exhibit 3.1(a)

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
USA WASTE SERVICES, INC.

USA WASTE SERVICES, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of the corporation a resolution was adopted proposing and declaring advisable the following amendment to the Restated Certificate of Incorporation of the corporation and directing that the amendment be considered at the annual meeting of stockholders:

> RESOLVED, that the Restated Certificate of Incorporation of USA Waste Services, Inc. be amended by deleting Article Eleventh in its entirety and that Article Twelfth shall be renumbered and known as Article Eleventh.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a meeting of the stockholders of the corporation was duly called and held on May 7, 1996, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That the amendment was duly adopted in accordance with the applicable provisions in Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, USA Waste Services, Inc. has caused this certificate to be signed by its authorized officer this 7th day of May, 1996.

USA WASTE SERVICES, INC.

By /s/ Earl E. DeFrates

Name: Earl E. DeFrates

Title: Executive Vice President

Exhibit 3.1(b)

RESTATED CERTIFICATE OF INCORPORATION

OF

USA WASTE SERVICES, INC.

(Conformed Copy -- As Amended As Of May 7, 1996)

The original Certificate of Incorporation of USA Waste Services, Inc. was filed with the Secretary of State of the State of Delaware on April 28, 1995. The original Certificate of Incorporation is hereby amended and restated pursuant to 8 Del. C. Section 245 to read in its entirety as follows:

First: The name of the Corporation is USA Waste Services, Inc.

Second: The registered office of the Corporation in the State of Delaware is located at Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle. The name and address of its registered agent is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware.

Third: The nature of the business, objects and purposes to be transacted, promoted or carried on by the Corporation is:

To engage in any lawful activity for which corporations may be organized under the General Corporation Law of Delaware.

Fourth: The total number of shares of capital stock which the Corporation shall have authority to issue is one hundred sixty million (160,000,000), divided into one hundred fifty million (150,000,000) shares of Common Stock of the par value of one cent ($0.01) per share and ten million (10,000,000) shares of Preferred Stock of the par value of one cent ($0.01) per share.

A. No holder of Common Stock or Preferred Stock of the Corporation shall have any pre-emptive, preferential, or other right to purchase or subscribe for any shares of the unissued stock of the Corporation or of any stock of the Corporation to be issued by reason of any increase of the authorized capital stock of the Corporation or of the number of its shares, or of any warrants, options, or bonds, certificates of indebtedness, debentures, or other securities convertible into or carrying options or warrants to purchase stock of the Corporation or of any stock of the Corporation purchased by it or its nominee or nominees or other securities held in the treasury of the Corporation, whether issued or sold for cash or other consideration or as a dividend or otherwise other than, with respect to Preferred Stock, such rights, if any, as the Board of Directors in its discretion from time to time may grant and at such price as the Board of Directors in its discretion may fix.

B. The holders of Common Stock shall have the right to one vote per share on all questions to the exclusion of all other classes of stock, except as by law expressly provided, as otherwise herein expressly provided or as contained within a certificate of designation, with respect to the holders of any other class or classes of stock.

C. The Board of Directors is authorized, subject to limitations prescribed by law, by resolution or resolutions to provide for the issuance of shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable law of the State of Delaware, to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences, and rights of the shares of each such series and the qualifications, limitations or restrictions thereof. The authority of the Board with respect to each series shall include, but not be limited to, determination of the following:

(1) The number of shares constituting that series and the distinctive designation of that series;

(2) The dividend rights and dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series;

(3) Whether that series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

(4) Whether that series shall have conversion or exchange privileges, and, if so, the terms and conditions of such conversion or exchange including provision for adjustment of the conversion or exchange rate in such events as the Board of Directors shall determine;

(5) Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in cash on redemption, which amount may vary under different conditions and at different redemption dates;

(6) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;

(7) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series;

(8) Any other relative rights, preferences and limitations of that series; or

(9) Any or all of the foregoing terms.

D. Except where otherwise set forth in the resolution or resolutions adopted by the Board of Directors of the Corporation providing for the issue of any series of Preferred Stock created thereby, the number of shares comprising such series may be increased or decreased (but not below the number of shares then outstanding) from time to time by like action of the Board of Directors of the Corporation. Should the number of shares of any series be so decreased, the shares constituting such decrease shall resume the status which they had prior to adoption of the resolution originally fixing the number of shares of such series.

E. Shares of any series of Preferred Stock which have been redeemed (whether through the operation of a sinking fund or otherwise), purchased or otherwise acquired by the Corporation, or which, if convertible or exchangeable, have been converted into or exchanged for shares of stock of any other class or classes, shall have the status of authorized and unissued shares of Preferred Stock and may be reissued as a part of the series of which they were originally a part or may be reclassified or reissued as part of a new series of Preferred Stock to be created by resolution or resolutions of the Board of Directors or as part of any other series of Preferred Stock, all subject to the conditions or restrictions adopted by the Board of Directors of the Corporation providing for the issue of any series of Preferred Stock and to any filing required by law.

Fifth: The Corporation is to have perpetual existence.

Sixth: Elections of directors need not be by written ballot unless the bylaws of the Corporation shall so provide. Meetings of stockholders may be held within or without the State of Delaware, as the bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes of the State of Delaware) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the bylaws of the Corporation.

Seventh: No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of Delaware or any amendment thereto or successor provision thereto, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of Delaware hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended General Corporation Law of Delaware. Neither this Restated Certificate of Incorporation nor any amendment, alteration, or repeal of this Article, nor the adoption of any provision of the Restated Certificate of Incorporation inconsistent with this Article, shall adversely affect, eliminate, or reduce any right or protection of a director of the Corporation hereunder with respect to any act, omission or matter occurring, or any action, suit, or claim that, but for this Article, would accrue or arise, prior to the time of such amendment, modification, repeal, or adoption of an inconsistent provision. All references in this Article to a "director" shall also be deemed to refer to such person or persons, if any, who pursuant to a provision of the Restated Certificate of Incorporation in accordance with subsection (a) of Section 141 of the Delaware General Corporation Law, exercise or perform any of the powers or duties otherwise conferred or imposed upon the board of directors by the Delaware General Corporation Law.

Eighth: This Corporation shall, to the maximum extent permitted from time to time under the law of the State of Delaware, indemnify and upon request shall advance expenses to any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit, proceeding or claim, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was or has agreed to be a director or officer of this Corporation or any of its direct or indirect subsidiaries or while such a director or officer is or was serving at the request of this Corporation as a director, officer, partner, trustee, employee or agent of any corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorney's fees and expenses), judgments, fines, penalties and amounts paid in settlement incurred in connection with the investigation, preparation to defend or defense of such action, suit, proceeding or claim; provided, however, that the foregoing shall not require this Corporation to indemnify or advance expenses to any person in connection with any action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person. Such indemnification shall not be exclusive of other indemnification rights arising under any bylaws, agreement, vote of directors or stockholders or otherwise and shall inure to the benefit of the heirs and legal representatives of such person. Any person seeking indemnification under this Article shall be deemed to have met the standard of conduct required for such indemnification unless the contrary shall be established.

Ninth: (A) Except as otherwise provided in this Restated Certificate of Incorporation or the Bylaws of the Corporation relating to the rights of the holders of any class or series of Preferred Stock, voting separately by class or series, to elect additional directors under specified circumstances, the number of directors of the Corporation shall be as fixed from time to time by, or in the manner provided in, the bylaws of the Corporation. Unless approved by at least two-thirds of the incumbent directors, the number of directors which shall constitute the whole Board of Directors shall be no fewer than three and no more than nine.

(B) Commencing with the election of directors at the 1995 Annual Meeting of Stockholders, the directors, other than those who may be elected by the holders of any class or series of Preferred Stock voting separately by class or series, shall be classified, with respect to the time for which they severally hold office, into three classes, Class I, Class II and Class III, which shall be as nearly equal in number as possible, as shall be provided in the manner specified in the bylaws of the Corporation. Each initial director in Class I shall hold office for a term expiring at the 1996 annual meeting of stockholders; each initial director of Class II shall hold office initially for a term expiring at the 1997 annual meeting of stockholders; and each initial director of Class III shall hold office for a term expiring at the 1998 annual meeting of stockholders. Notwithstanding the foregoing provision of this Article, each director shall serve until his successor is duly elected and qualified or until his earlier death, resignation or removal. At each annual meeting of stockholders following the 1995 annual meeting, the successors to the class of directors whose term expires at that meeting shall be elected to hold office for a term expiring at the annual meeting of stockholders held in the third year following the year of their election and until their successors have been duly elected and qualified or until their earlier death, resignation or removal.

(C) Except as otherwise provided pursuant to the provisions of this Restated Certificate of Incorporation or the bylaws of the Corporation relating to the rights of the holders of any class or series of Preferred Stock, voting separately by class or series, to elect directors under specified circumstances, any director or directors may be removed from office at any time, with or without cause but only by the affirmative vote, at any annual meeting or special meeting (as the case may be) of the stockholders, of not less than two-thirds of the total number of votes of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, but only if notice of such proposal was contained in the notice of such meeting.

(D) In the event of any increase or decrease in the authorized number of directors, the newly created or eliminated directorships resulting from such increase or decrease shall be appointed or determined by the Board of Directors among the three classes of directors so as to maintain such classes as nearly equal as possible. No decrease in the authorized number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

(E) Vacancies in the Board of Directors, however caused, and newly-created directorships shall be filled solely by a majority vote of the directors then in office, whether or not a quorum, and any director so chosen shall hold office for a term expiring at the annual meeting of stockholders at which the term of the class to which the director has been chosen expires and when the director's successor is elected and qualified, subject, however, to prior death, resignation, retirement, disqualification or removal from office.

(F) Notwithstanding the foregoing, whenever the holders of any one or more classes or series of Preferred Stock issued by the Corporation shall have the right, voting separately by class or series, to elect directors at an annual or special meeting of stockholders, the election, term of office, filling of vacancies, and other features of such directorships shall be governed by the terms of this Restated Certificate of Incorporation applicable thereto, and such directors so elected shall not be divided into classes pursuant to this Article unless expressly provided by such terms.

(G) Notwithstanding any other provision of this Restated Certificate of Incorporation or the Bylaws of the Corporation (and notwithstanding the fact that a lesser percentage may be specified by law, this Restated Certificate of Incorporation or the Bylaws of the Corporation), the affirmative vote, at any regular meeting or special meeting of the stockholders, of not less than two-thirds of the total number of votes of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to amend or repeal, or to adopt any provision inconsistent with the purpose or intent of, this Article, but only if notice of the proposed alteration or amendment was contained in the notice of such meeting.

Tenth: In furtherance of, and not in limitation of, the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend or repeal the bylaws of the Corporation, or adopt new bylaws, without any action on the part of the stockholders; provided, however, that no such adoption, amendment or repeal shall be valid with respect to bylaw provisions which have been adopted, amended or repealed by the stockholders; and further provided, that bylaws adopted or amended by the Directors and any powers thereby conferred may be amended, altered or repealed by the stockholders.

Eleventh: The Corporation reserves the right at any time, and from time to time, to amend, alter, change, or repeal any provision contained in this Restated Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences, and privileges of whatsoever nature conferred upon stockholders, directors, or any other persons whomsoever by and pursuant to this Restated Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article; provided, however, that the Corporation shall not amend Article Ninth to be effective on a date other than a date on which directors are elected.

USA WASTE SERVICES, INC.
EXHIBIT 11.1 COMPUTATION OF EARNINGS PER COMMON SHARE
(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

	QUARTER ENDED MARCH 31,	
	1996	1995
Primary		
Net income	$20,516	$184
Number of common shares outstanding	65,938	50,657
Effect of using weighted average common stock outstanding	(44)	(477)
Common stock equivalents (1)	1,070	908
Total	66,964	51,088
Earnings per common share	$0.31	$0.00
Fully Diluted		
Net income	$20,516	$184
Number of common shares outstanding	65,938	50,657
Effect of using weighted average common stock outstanding	(44)	(477)
Common stock equivalents (1)	1,268	974
Total	67,162	51,154
Earnings per common share (2)	$0.31	$0.00

- ---------------

(1) Common stock equivalents were determined based on the "Treasury Stock Method" as set forth in Accounting Principles Board Opinion No. 15.

(2) The dilutive effect between primary and fully dilutive earnings (loss) per common share is less than 3% or is anti- dilutive for all periods presented and is therefore not disclosed in the consolidated statements of operations.

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE FINANCIAL STATEMENTS OF USA WASTE FOR THE THREE MONTHS ENDED MARCH 31, 1996 AND IS QUALIFIED IN ITS ENTIREY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

3-MOS
DEC-31-1996
JAN-01-1996
MAR-31-1996
16,591,000
0
78,081,000
(3,942,000)
0
131,741,000
846,428,000
(246,559,000)
941,209,000
100,360,000
354,978,000
661,000
0
0
423,323,000
941,209,000
124,629,000
124,629,000
69,598,000
99,015,000
(2,033,000)
0
5,767,000
21,880,000
1,264,000
20,516,000
0
0
0
20,516,000
0.31
0.31