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FORM PTO-1618A
Expires 09/30/99
OMB 0651-0027

04-19-2001

U.S. Department of Commerce
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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

4-9-01

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year _____
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Ogden Corporation

Execution Date
Month Day Year
3-14-01

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Covanta Energy Corporation

DBA/AKATA _____

Composed of _____

Address (line 1) 40 Lane Road

Address (line 2) _____

Address (line 3) Fairfield

New Jersey

07007

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
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REEL: 002274 FRAME: 0001

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="76133621"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Catherine S. Chang



March 14, 2001

Name of Person Signing

Signature

Date Signed



State of Delaware
Office of the Secretary of State

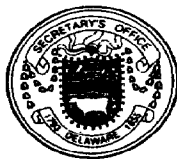
PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"OGDEN-COVANTA, INC.", A DELAWARE CORPORATION,
WITH AND INTO "OGDEN CORPORATION" UNDER THE NAME OF "COVANTA ENERGY CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF MARCH, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTEENTH DAY OF MARCH, A.D. 2001, AT 10 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0371308 8100M

AUTHENTICATION: 1011037

010113894

DATE: 03-08-01

TRADEMARK
REEL: 002274 FRAME: 0003



CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

OGDEN-COVANTA, INC.

INTO

OGDEN CORPORATION

Under Section 253 of the General Corporation Law

Ogden Corporation (the "Company"), a corporation organized and existing under the laws of Delaware, **DOES HEREBY CERTIFY:**

FIRST: That this corporation was incorporated on August 4, 1939, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of Ogden-Covanta, Inc., a corporation incorporated on February 13, 2001, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted pursuant to a Unanimous Written Consent of the Board of Directors, dated February 23, 2001, determined to merge into itself Ogden-Covanta, Inc. on the conditions set forth in such resolutions:

RESOLVED, that the Company merge into itself its wholly-owned subsidiary, Ogden-Covanta, Inc. ("Ogden-Covanta"), a Delaware corporation (the "Merger"), and assume all of Ogden Covanta's liabilities and obligations; and be it further

RESOLVED, that the name of the Company be changed on the date of the Merger from "Ogden Corporation" to "Covanta Energy Corporation"; and be it further

RESOLVED, that the President and any officer designated by the President be and they hereby are directed to make, execute and acknowledge a certificate of ownership and merger setting forth a copy of the resolution to merge Ogden-Covanta into the Company and to assume Ogden-Covanta's liabilities and obligations on the date of adoption thereof and to file the same in the office of the Secretary of State of Delaware; and be it further

FOURTH: That the corporate name of the surviving corporation shall be changed on the effective date from "Ogden Corporation" to "Covanta Energy Corporation".

FIFTH: That the effective time and date of the merger shall be 10:00 A.M., March 13, 2001.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed by Jeffrey R. Horowitz, its Senior Vice President - Legal Affairs and Secretary, this 7th day of March, 2001.

Ogden Corporation



By: Jeffrey R. Horowitz
Title: Senior Vice President - Legal Affairs
and Secretary

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