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Form PTO-1594
(Rev. 10/02)
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Tab settings

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 3.3104
Ogden Corporation

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Covanta Energy Corporation
Internal Address: _____
Street Address: 40 Lane Road, CN 2615
City: Fairfield State: NJ Zip: 07007-2615

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: March 13, 2001

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
76/133,621

Additional number(s) attached Yes No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Vivian Polak
 Internal Address: LeBocuf, Lamb, Greene & MacRae, L.L.P.
 Street Address: 125 West 55th Street
 City: New York State: NY Zip: 10019

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41)..... \$ 40
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Vivian Polak [Signature] 3/3/04
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document:

04/02/2004 NBETACHE 0000079 76133621
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Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

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FINANCE SECTION

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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

/s/ Jeffrey R. Horowitz

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