



COVANTA HOLDING CORPORATION
CODE OF CONDUCT AND ETHICS FOR SENIOR FINANCIAL OFFICERS
(As of October 2005)

Introduction.

This Code of Conduct and Ethics for Senior Financial Officers (“Code of Conduct and Ethics”) has been adopted by the Board of Directors of the Corporation to promote honest and ethical conduct, proper disclosure of financial information in the Corporation's periodic reports, and compliance with applicable laws, rules, and regulations of the New York Stock Exchange (“NYSE”) and the SEC by the Corporation's senior officers who have financial responsibilities.

Applicability.

As used in this Code of Conduct and Ethics, the term Senior Financial Officer means the Corporation's Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer, Controller, or persons performing similar functions.

Principles and Practices.

In performing his or her duties, each of the Senior Financial Officers must:

1. Maintain high standards of honest and ethical conduct and avoid any actual or apparent conflict of interest as defined in NYSE rules and the rules, the regulations of the SEC, and any Corporation Code of Business Conduct and Ethics;
2. Report to the Audit Committee of the Board of Directors any conflict of interest that may arise and any material transaction or relationship that reasonably could be expected to give rise to a conflict;
3. Provide, or cause to be provided, full, fair, accurate, timely, and understandable disclosure in reports and documents that the Corporation files with or submits to the SEC and in other public communications;
4. Comply and take all reasonable actions to cause others to comply with applicable rules and regulations of NYSE and the SEC; and
5. Promptly report violations of this Code of Conduct and Ethics to the Corporation’s Audit Committee.

Waiver.

Any request for a waiver of any provision of this Code of Conduct and Ethics must be in writing and addressed to the Board of Directors. Any waiver of this Code of Conduct and Ethics must be made by the Board of Directors and will be disclosed promptly by means approved by the SEC and NYSE.

Compliance and Accountability.

The Audit Committee will at least annually assess compliance with this Code of Conduct and Ethics and the performance of the Senior Financial Officers, and report material violations to the Board of Directors, and recommend to the Board appropriate action.

This Code of Conduct and Ethics shall be posted on the Corporation's website at www.covantaholding.com.