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BOARD OF SUPERVISORS

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CORRESPONDENCE 4
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January 28, 2008

Chairman, Stanislaus County
Board of Supervisors
1100 H Street
Modesto, CA 95254

The Bank of New York
Corporate Trust Department
385 Rifle Camp Road, 3rd Floor
West Paterson, NJ 07424
Attn: Sharon Jaffe-Goser

Dear Sir/Madam:

Pursuant to Section 7.03 of the Sublease Agreement of the Trust Agreement dated as of January 1, 2000 by and among the Bank of New York as Trustee and Covanta Stanislaus, Inc. (the "Company"), Stanislaus Waste-To-Energy Financing Agency as Agency (the "Agreement"), please find enclosed the Compliance Certificate.

Sincerely,



Bradford J. Helgeson
Vice President & Treasurer

cc: Karen Wilhelm
Matt Korpela
Mike Norris

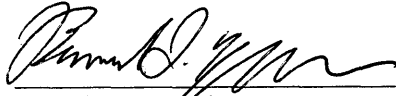


CERTIFICATE OF COMPLIANCE

Pursuant to Section 7.03 of the Trust Agreement dated as of January 1, 2000 by and among the Bank of New York as Trustee and Covanta Stanislaus, Inc. (the "Company"), Stanislaus Waste-To-Energy Financing Agency as Agency (the "Agreement"), the undersigned, hereby certifies that to the best of his knowledge and belief, the Company is in compliance with its obligations under the Documents, as such term is defined in the Agreement, and no events of default have occurred or are continuing thereunder.

Covanta Stanislaus, Inc.

Date: 1/29/08

By: 
Bradford J. Helgeson
Vice President & Treasurer