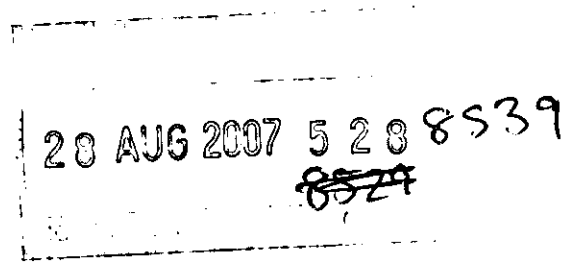


DATED the 23rd of AUGUST 2007



DUBLIN WASTE TO ENERGY LIMITED
(Registered No. 399060)

STATUTORY DECLARATION
RE: SECTION 60 OF THE COMPANIES ACT, 1963 (as amended)

Arthur Cox
Earlsfort Centre
Earlsfort Terrace
Dublin 2

EL114/002/CS82016.2

STATUTORY DECLARATION

PURSUANT TO SECTION 60 OF THE COMPANIES ACT, 1963 (as amended)

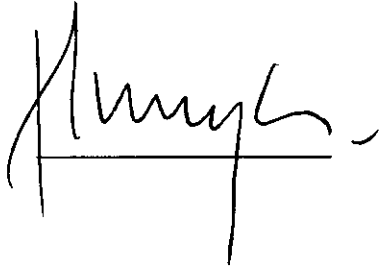
DUBLIN WASTE TO ENERGY LIMITED


(registered no. 399060)

We, Jens Kragholm of 53, Kraftvaerksvej, DK-7000 Fredericia, Denmark, Malcolm Chilton of 20 Prosper Meadow, Kingswinford, West Midlands DY6 8BA, United Kingdom and Scott Whitney of 96 Windsor Drive, Pine Brook, NJ 07058, USA being aged 18 years and upwards do hereby solemnly and sincerely declare that:-

1. We, the declarants, are a majority of the directors of Dublin Waste to Energy Limited incorporated with registered number 399060 (the “**Company**”).
2. None of us has had an order made against us under Section 150 of the Companies Act, 1990 (as amended) and to the best of our knowledge and belief no person who is the subject of a declaration under Section 150 is appointed or acts in any way, whether directly or indirectly, as a director or secretary of the Company.
3. We are making this declaration at a duly constituted meeting of the board of directors of the Company held on the date of this declaration.
4. Capitalised terms used but not defined in this statutory declaration have the meaning given to them in the Construction Funding Facility Agreement between the Company and Covanta Energy (Ireland) Limited (as Facility Agent and Security Trustee) and Covanta Europe Holdings S.á.r.l. and DONG Energy Generation A/S (as Original Lenders) (the “**Facility Agreement**”).
5. In order to secure the obligations of the Company in respect of the Development Loan Agreements and the Facility Agreement, the Company is required to enter into a debenture with Covanta Energy (Ireland) Limited (as Security Trustee) (the “**Debenture**”).
6. The entry of the Company into the Debenture could constitute financial assistance in connection with a purchase of shares in the Company within the meaning of Section 60 of the Companies Act, 1963.
7. The financial assistance will take the form of entry by the Company into the Debenture.
8. The person to whom such financial assistance is to be given is Covanta Energy (Ireland) Limited.
9. The purpose for which the Company intends that person to use the financial assistance is in connection with the purchase by that person of shares in the Company’s holding company Dublin Waste to Energy (Holdings) Limited.

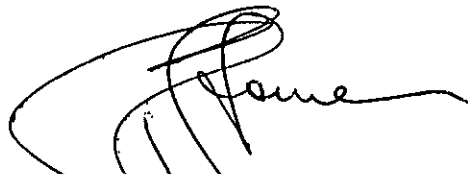
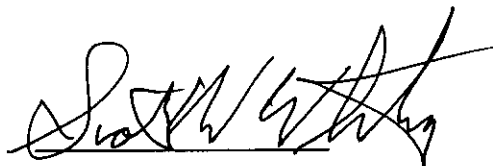
10. We, the declarants, have made a full enquiry into the affairs of the Company and, having done so, we have formed the opinion that the Company, having entered into the Debenture (which could constitute the giving of financial assistance within the meaning of Section 60 for the reasons stated in this Statutory Declaration), will be able to pay its debts in full as they become due.
11. We make this solemn declaration in compliance with Section 60 of the Companies Act, 1963 (as amended) and conscientiously believing the same to be true and by virtue of the Statutory Declarations Act, 1938.



DECLARED before me by the Declarants on the
23rd day of August 2007 at ~~DUBLIN~~ 
EARLSFORT TERRACE
DUBLIN 2 .

McChilton

in the County of the City of Dublin
and I know Alex McLean who has identified
Jens Kragholm and Malcolm Chilton to me and
the identity of Scott Whitney has been verified
to me by production and inspection of his
passport



COMMISSIONER FOR OATHS /
PRACTISING SOLICITOR