COVANTA HOLDING CORP
Form 10-Q
October 18, 2012
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-Q

þ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2012

or

¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number 1-06732

COVANTA HOLDING CORPORATION
(Exact name of registrant as specified in its charter)

Delaware	95-6021257
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification Number)
445 South Street, Morristown, NJ	07960
(Address of Principal Executive Office)	(Zip Code)

(862) 345-5000
(Registrant’s telephone number including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes þ No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes þ No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer þ	Accelerated filer ¨	Non-accelerated filer ¨	Smaller reporting company ¨
		(Do not check if a smaller reporting company)	

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No þ

Applicable Only to Corporate Issuers:

The number of shares of the registrant’s Common Stock outstanding as of the latest practicable date.

Class	Outstanding at October 11, 2012
Common Stock, $0.10 par value	131,654,926 shares

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COVANTA HOLDING CORPORATION AND SUBSIDIARIES
FORM 10-Q QUARTERLY REPORT
For the Quarter Ended September 30, 2012

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this Quarterly Report on Form 10-Q may constitute “forward-looking” statements as defined in Section 27A of the Securities Act of 1933 (the “Securities Act”), Section 21E of the Securities Exchange Act of 1934 (the “Exchange Act”), the Private Securities Litigation Reform Act of 1995 (the “PSLRA”) or in releases made by the Securities and Exchange Commission (“SEC”), all as may be amended from time to time. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause the actual results, performance or achievements of Covanta Holding Corporation and its subsidiaries (“Covanta”) or general industry results or broader economic performance in domestic and international markets in which we operate or compete, to differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements. Statements that are not historical fact are forward-looking statements. Forward-looking statements can be identified by, among other things, the use of forward-looking language, such as the words “plan,” “believe,” “expect,” “anticipate,” “intend,” “estimate,” “project,” “may,” “will,” “would,” “could,” “should,” “seeks,” or “sche similar words, or the negative of these terms or other variations of these terms or comparable language, or by discussion of strategy or intentions. These cautionary statements are being made pursuant to the Securities Act, the Exchange Act and the PSLRA with the intention of obtaining the benefits of the “safe harbor” provisions of such laws. Covanta cautions investors that any forward-looking statements made by Covanta are not guarantees or indicative of future performance. Important assumptions and other important factors that could cause actual results to differ materially from those forward-looking statements with respect to Covanta include, but are not limited to, the risks and uncertainties affecting its businesses described in Item 1A. Risk Factors of Covanta’s Annual Report on Form 10-K for the year ended December 31, 2011 and in other filings by Covanta with the SEC.

Although Covanta believes that its plans, intentions and expectations reflected in or suggested by such forward-looking statements are reasonable, actual results could differ materially from a projection or assumption in any of its forward-looking statements. Covanta’s future financial condition and results of operations, as well as any forward-looking statements, are subject to change and inherent risks and uncertainties. The forward-looking statements contained in this Quarterly Report on Form 10-Q are made only as of the date hereof and Covanta does not have or undertake any obligation to update or revise any forward-looking statements whether as a result of new information, subsequent events or otherwise, unless otherwise required by law.

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PART I. FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS
COVANTA HOLDING CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
	(Unaudited) (In millions, except per share amounts)			
OPERATING REVENUES:				
Waste and service revenues	$264	$273	$802	$800
Electricity and steam sales	115	109	297	301
Other operating revenues	33	50	115	119
Total operating revenues	412	432	1,214	1,220
OPERATING EXPENSES:				
Plant operating expenses	225	221	735	740
Other operating expenses	31	44	100	102
General and administrative expenses	24	24	74	74
Depreciation and amortization expense	46	48	145	142
Net interest expense on project debt	7	8	22	24
Net write-offs	(2)	—	(2)	—
Total operating expenses	331	345	1,074	1,082
Operating income	81	87	140	138
Other income (expense):				
Interest income	—	1	—	1
Interest expense	(25)	(16)	(67)	(50)
Non-cash convertible debt related expense	(6)	(9)	(19)	(20)
Loss on extinguishment of debt	—	(1)	(2)	(1)
Other (expense) income, net	—	(10)	3	(13)
Total other expenses	(31)	(35)	(85)	(83)
Income from continuing operations before income tax expense and equity in net income from unconsolidated investments	50	52	55	55
Income tax expense	(27)	(2)	(30)	(3)
Equity in net income from unconsolidated investments	4	1	10	3
Income from continuing operations	27	51	35	55
(Loss) income from discontinued operations, net of income tax expense of $0, $0, $1 and $3, respectively	—	(7)	(2)	144
NET INCOME	27	44	33	199
Less: Net income from continuing operations attributable to noncontrolling interests in subsidiaries	(1)	(2)	(1)	(3)
Less: Net income from discontinued operations attributable to noncontrolling interests in subsidiaries	—	—	—	(3)

Total net income attributable to noncontrolling interests in subsidiaries	(1)	(2)	(1)	(6)
NET INCOME ATTRIBUTABLE TO COVANTA HOLDING CORPORATION	$26	$42	$32	$193
Amounts Attributable to Covanta Holding Corporation stockholders':				
Continuing operations	$26	$49	$34	$52
Discontinued operations	—	(7)	(2)	141
Net Income Attributable to Covanta Holding Corporation	$26	$42	$32	$193

The accompanying notes are an integral part of the condensed consolidated financial statements.

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COVANTA HOLDING CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME (Continued)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
	(Unaudited) (In millions, except per share amounts)			
Earnings Per Share Attributable to Covanta Holding Corporation stockholders':				
Basic				
Continuing operations	$0.20	$0.35	$0.25	$0.37
Discontinued operations	—	(0.05)	(0.01)	0.98
Covanta Holding Corporation	$0.20	$0.30	$0.24	$1.35
Weighted Average Shares	131	139	133	143
Diluted				
Continuing operations	$0.19	$0.35	$0.25	$0.36
Discontinued operations	—	(0.05)	(0.01)	0.98
Covanta Holding Corporation	$0.19	$0.30	$0.24	$1.34
Weighted Average Shares	132	140	134	144
Cash Dividend Declared Per Share:	$0.15	$0.075	$0.45	$0.225

The accompanying notes are an integral part of the condensed consolidated financial statements.

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COVANTA HOLDING CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
	(Unaudited) (In millions)			
Net income	$27	$44	$33	$199
Foreign currency translation	2	(19)	(2)	(11)
Adjustment for pension plan termination settlement, net of tax, for insurance subsidiaries	1	—	1	—
Net unrealized loss on derivative instruments, net of tax	(3)	—	(2)	—
Net unrealized gain on available for sale securities, net of tax	1	—	1	—
Other comprehensive (loss) income attributable to Covanta Holding Corporation	1	(19)	(2)	(11)
Comprehensive income	28	25	31	188
Less:				
Net income attributable to noncontrolling interests in subsidiaries	(1)	(2)	(1)	(6)
Foreign currency translation attributable to noncontrolling interests in subsidiaries	—	1	—	1
Comprehensive income attributable to noncontrolling interests in subsidiaries	(1)	(1)	(1)	(5)
Comprehensive income attributable to Covanta Holding Corporation	$27	$24	$30	$183

The accompanying notes are an integral part of the condensed consolidated financial statements.

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COVANTA HOLDING CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

	As of September 30, 2012	December 31, 2011
	(Unaudited)	
	(In millions, except per share amounts)	
ASSETS		
Current:		
Cash and cash equivalents	$262	$232
Restricted funds held in trust	120	101
Receivables (less allowances of $5 and $5, respectively)	262	260
Unbilled service receivables	18	20
Deferred income taxes	25	28
Prepaid expenses and other current assets	103	105
Assets held for sale	—	18
Total Current Assets	790	764
Property, plant and equipment, net	2,372	2,423
Investments in fixed maturities at market (cost: $36 and $31, respectively)	38	31
Restricted funds held in trust	90	90
Unbilled service receivables	19	25
Waste, service and energy contracts, net	408	434
Other intangible assets, net	74	78
Goodwill	232	232
Investments in investees and joint ventures	45	43
Other assets	328	265
Total Assets	$4,396	$4,385
LIABILITIES AND EQUITY		
Current:		
Current portion of long-term debt	$3	$32
Current portion of project debt	140	147
Accounts payable	32	25
Deferred revenue	76	61
Accrued expenses and other current liabilities	233	211
Liabilities held for sale	—	3
Total Current Liabilities	484	479
Long-term debt	1,607	1,454
Project debt	493	533
Deferred income taxes	651	633
Waste and service contracts	38	76
Other liabilities	140	122
Total Liabilities	3,413	3,297
Commitments and Contingencies (Note 13)		
Equity:		
Covanta Holding Corporation stockholders equity:		
Preferred stock ($0.10 par value; authorized 10 shares; none issued and outstanding)	—	—
	16	16

Common stock ($0.10 par value; authorized 250 shares; issued 159 and 158 shares; outstanding 132 and 136 shares)		
Additional paid-in capital	803	824
Accumulated other comprehensive (loss) income	(1)	1
Accumulated earnings	162	244
Treasury stock, at par	(3)	(2)
Total Covanta Holding Corporation stockholders equity	977	1,083
Noncontrolling interests in subsidiaries	6	5
Total Equity	983	1,088
Total Liabilities and Equity	$4,396	$4,385

The accompanying notes are an integral part of the condensed consolidated financial statements.

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COVANTA HOLDING CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Nine Months Ended September 30,	
	2012	2011
	(Unaudited) (In millions)	
OPERATING ACTIVITIES:		
Net income	$33	$199
Less: (Loss) income from discontinued operations, net of tax expense	(2)	144
Income from continuing operations	35	55
Adjustments to reconcile net income from continuing operations to net cash provided by operating activities from continuing operations:		
Depreciation and amortization expense	145	142
Amortization of long-term debt deferred financing costs	5	4
Amortization of debt premium and discount	(3)	(4)
Loss on extinguishment of debt	2	1
Non-cash convertible debt related expense	19	20
Stock-based compensation expense	13	13
Equity in net income from unconsolidated investments	(10)	(3)
Dividends from unconsolidated investments	7	5
Deferred income taxes	23	23
Other, net	(10)	(3)
Reversal of uncertain tax positions related to pre-emergence tax matters	—	(24)
Change in restricted funds-other related to contractual liability to pre-petition creditors	—	5
Change in restricted funds held in trust	(10)	(35)
Change in working capital, net of effects of acquisitions	52	77
Total adjustments for continuing operations	233	221
Net cash provided by operating activities from continuing operations	268	276
Net cash used in operating activities from discontinued operations	—	1
Net cash provided by operating activities	268	277
INVESTING ACTIVITIES:		
Proceeds from the sale of investment securities	2	10
Purchase of investment securities	(10)	(9)
Purchase of property, plant and equipment	(94)	(91)
Acquisition of businesses, net of cash acquired	—	(10)
Acquisition of land use rights	(1)	(8)
Other, net	5	(7)
Net cash used in investing activities from continuing operations	(98)	(115)
Net cash provided by investing activities from discontinued operations	11	227
Net cash (used in) provided by investing activities	(87)	112
FINANCING ACTIVITIES:		
Proceeds from borrowings on long-term debt	699	—
Payment of deferred financing costs	(26)	—
Principal payments on long-term debt	(621)	(5)
Principal payments on project debt	(46)	(83)
Convertible debenture repurchases	(25)	(32)

Payments of borrowings on revolving credit facility	(63)	—
Proceeds from borrowings on revolving credit facility	83	—
Proceeds from borrowings on project debt	—	15
Change in restricted funds held in trust	(11)	7
Cash dividends paid to stockholders	(51)	(22)
Common stock repurchased	(83)	(203)
Financing of insurance premiums, net	(10)	—
Distributions to partners of noncontrolling interests in subsidiaries	(1)	(5)
Other, net	3	(3)
Net cash used in financing activities from continuing operations	(152)	(331)
Net cash (used in) provided by financing activities from discontinued operations	(2)	8
Net cash used in financing activities	(154)	(323)
Effect of exchange rate changes on cash and cash equivalents	1	(4)
Net increase in cash and cash equivalents	28	62
Cash and cash equivalents at beginning of period	234	141
Cash and cash equivalents at end of period	262	203
Less: Cash and cash equivalents of discontinued operations at end of period	—	8
Cash and cash equivalents of continuing operations at end of period	$262	$195

The accompanying notes are an integral part of the condensed consolidated financial statements.

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COVANTA HOLDING CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 1. ORGANIZATION AND BASIS OF PRESENTATION

The terms “we,” “our,” “ours,” “us” and “Company” refer to Covanta Holding Corporation and its subsidiaries; the term “Cova Energy” refers to our subsidiary Covanta Energy Corporation and its subsidiaries.

Organization

Covanta is one of the world’s largest owners and operators of infrastructure for the conversion of waste to energy (known as “energy-from-waste” or “EfW”), as well as other waste disposal and renewable energy production businesses. Energy-from-waste serves two key markets as both a sustainable waste disposal solution that is environmentally superior to landfilling and as a source of clean energy that reduces overall greenhouse gas emissions and is considered renewable under the laws of many states and under federal law. Our facilities are critical infrastructure assets that allow our customers, which are principally municipal entities, to provide an essential public service.

Our EfW facilities earn revenue from both the disposal of waste and the generation of electricity, generally under long-term contracts, as well as from the sale of metal recovered during the energy-from-waste process. We process approximately 20 million tons of solid waste annually. We operate and/or have ownership positions in 44 energy-from-waste facilities, which are primarily located in North America, and 14 additional energy generation facilities, including other renewable energy production facilities in North America (wood biomass and hydroelectric). In total, these assets produce approximately 10 million megawatt (“MW”) hours of baseload electricity annually. We also operate a waste management infrastructure that is complementary to our core EfW business.

We own and hold equity interests in energy-from-waste facilities in China and Italy. We are pursuing additional growth opportunities in parts of Europe, primarily in the United Kingdom, where the market demand, regulatory environment or other factors encourage technologies such as energy-from-waste to reduce dependence on landfilling for waste disposal and fossil fuels for energy production in order to reduce greenhouse gas emissions.

We also have investments in subsidiaries engaged in insurance operations in California, primarily in property and casualty insurance; however these collectively account for less than 1% of our consolidated revenue.

We have one reportable segment which is Americas and is comprised of waste and energy services operations primarily in the United States and Canada. For additional information, see Note 5. Financial Information by Business Segments.

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with United States Generally Accepted Accounting Principles (“GAAP”) and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (including normal recurring accruals) considered necessary for fair presentation have been included in our financial statements. All intra-entity accounts and transactions have been eliminated. Operating results for the interim period are not necessarily indicative of the results that may be expected for the fiscal year ended December 31, 2012. This Form 10-Q should be read in conjunction with the Audited Consolidated Financial Statements and accompanying Notes in our Annual Report on Form 10-K for the year ended December 31, 2011 (“Form 10-K”).

We use the equity method to account for our investments for which we have the ability to exercise significant influence over the operating and financial policies of the investee. Consolidated net income includes our proportionate share of the net income or loss of these companies. Such amounts are classified as “equity in net income from unconsolidated investments” in our condensed consolidated financial statements. Investments in companies in which we do not have the ability to exercise significant influence are carried at the lower of cost or estimated realizable value. We monitor investments for other-than-temporary declines in value and make reductions when appropriate.

NOTE 2. RECENT ACCOUNTING PRONOUNCEMENTS

In December 2011, the Financial Accounting Standards Board ("FASB") and International Accounting Standards Board ("IASB") issued joint requirements related to balance sheet disclosures related to offsetting assets and liabilities. Entities are required to disclose both gross information and net information about both instruments and transactions eligible for offset in the statement of financial position and instruments and transactions subject to an agreement similar to a master netting arrangement. This scope would include derivatives, sale and repurchase agreements and reverse sale and repurchase agreements, and securities borrowing and securities lending arrangements. The objective of this disclosure is to facilitate comparison between those entities that prepare their financial statements on the basis of U.S. GAAP and those entities that prepare their financial statements on the basis of International Financial Reporting Standards ("IFRS"). Disclosures are required to be retrospective for all comparative periods presented. We are required to adopt this standard for the first quarter of 2013. We do not expect this accounting standard to have an impact on our condensed consolidated financial statements.

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In July 2012, the FASB issued an accounting standards update to simplify the testing of indefinite-lived intangible assets for impairment. Examples of intangible assets subject to the guidance include indefinite-lived trademarks, licenses, and distribution rights. The amendment provides the option to first assess qualitative factors to determine whether it is necessary to perform the quantitative impairment test. Under the option, an entity is no longer required to calculate the fair value of an indefinite-lived intangible asset unless the entity determines, based on a qualitative assessment, that it is more likely than not that its fair value is less than its carrying amount. We are required to adopt this standard for the fourth quarter of 2012. We do not expect this accounting standard to have an impact on our condensed consolidated financial statements.

NOTE 3. BUSINESS DEVELOPMENT, ASSETS HELD FOR SALE AND DISPOSITIONS

Business Development, Long-term Contracts and Organic Growth

Alexandria/Arlington County Energy-from-Waste Facility

In February 2012, we entered into a new tip fee contract with the City of Alexandria and Arlington County to provide for continued waste supply to our Alexandria EfW facility through 2025. This contract represents approximately 15% of the capacity at our Alexandria EfW facility. Both parties have the option to terminate the agreement in 2019. The agreement also provides the City of Alexandria and Arlington County with the option to extend the agreement to 2038.

Braintree Transfer Station

In March 2012, we began a major renovation project to increase recycling capacity at the Braintree transfer station located near our Southeast Massachusetts EfW facility. The project is expected to be completed by the end of 2012. The town of Braintree extended the site lease agreement with the facility to 2030.

Essex Energy-from-Waste Facility

In the third quarter 2012, our wholly-owned subsidiary Covanta Essex Company, the Port Authority of New York and New Jersey (“Port Authority”) and the New York City Department of Sanitation (“DSNY”) entered into a series of significant agreements relating to our Essex, New Jersey energy-from-waste facility. Among these, we entered into supplements to the service agreement and lease with the Port Authority, which will go into effect on January 1, 2013, and which convert the service agreement into a tip fee arrangement through 2032 and extend the lease (with renewal options) through 2052. DSNY will continue to utilize about half of the facility's disposal capacity under a new 20 year contract with the Port Authority.

We are planning significant operational improvements, at a cost estimated to be between approximately $75 to $100 million, for the Essex EfW facility, including a state-of-the-art air filtration system and a new recycling system for ferrous and non-ferrous metals. We are working closely with the New Jersey Department of Environmental Protection on all necessary permits and will install the state-of-the-art particulate emissions control system, called a baghouse, on each of the Essex facility's three combustion units. Construction is expected to commence in 2014 and be completed by 2016. The facility's environmental performance is currently compliant with all environmental permits and will be further improved with the baghouse installation.

Long Island, New York Energy Agreements

In the third quarter 2012, we entered into power purchase agreements with the Long Island Power Authority ("LIPA") for the sale of electric power from our Hempstead, Huntington, and Babylon energy-from-waste facilities, and the client community entered into a power purchase agreement with LIPA for the sale of electric power from the MacArthur energy-from-waste facility. The agreements are retroactive to April 1, 2012 and have an initial term of five years with two, five-year renewal terms at seller's option. At Hempstead, revenue under the LIPA agreement is for our account. At Huntington and Babylon, which each have service fee (owned) structures, most of the revenue from their respective LIPA agreements will be retained by the client communities for the duration of their respective service agreements, both expiring in 2019. At MacArthur, a publicly-owned facility at which we have a service fee (operated) structure, most of the revenue under the LIPA agreement will be retained by the client community indefinitely.

Montgomery County Energy-from-Waste Facility

In the first quarter 2012, we extended the service agreement to operate the Montgomery County EfW facility and Derwood transfer station, both publicly owned, from 2016 to 2021 on substantially the same terms as in the existing agreement.

Niagara Energy-from-Waste Facility

During the first quarter of 2012, we extended a steam sale contract from 2013 to 2021 for our Niagara EfW facility. This contract combined with new and extended contracts entered in 2011 will increase the steam demand from our customer base and will require us to invest in capital expenditures in 2012 and 2013 to install a new natural gas package boiler and steam line to connect to our new customers.

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Springfield Energy-from-Waste Facility

In April 2012, we extended the service fee agreement with the City of Springfield for our Springfield EFW facility from 2014 to 2024. This contract represents about one-third of the capacity at our Springfield EfW facility. The agreement also includes an amendment to our contract relating to the ash landfill that is directly adjacent to the facility which will support our plan to build and operate a new metal recovery and recycling facility at the ash landfill.

Stanislaus Energy-from-Waste Facility

In June 2012, we amended and extended our service fee agreement with the City of Modesto and the County of Stanislaus, California. The contract was amended to a tip fee agreement under which the City of Modesto and the County of Stanislaus will continue to supply nearly all the facility's waste through 2027.

Tulsa Energy-from-Waste Facility

In June 2012, we extended a tip fee agreement for our Tulsa EfW facility with the City of Tulsa, Oklahoma from 2012 to 2022. The City of Tulsa will supply approximately one third of the facility's waste.

Organic Growth Investments

During the nine months ended September 30, 2012, we invested approximately $18 million in various organic growth initiatives, including enhancing the capabilities of our existing assets, deploying new or improved technologies targeted at increasing revenue and expanding our customer base and service offerings.

Assets Held for Sale and Dispositions

In 2010, we adopted a plan to sell our interests in certain fossil fuel independent power production facilities in the Philippines, India, and Bangladesh. During 2011, we sold the majority of those assets and in April 2012, we completed the sale of our interest in a barge-mounted 126 MW (gross) diesel/natural gas-fired electric power generation facility located near Haripur, Bangladesh, the last of the four Asia fossil fuel independent power production ("IPP") assets designated as assets held for sale. We have realized total net proceeds of approximately $268 million, net of transaction costs, for the sale of these four IPP assets.

The assets and liabilities associated with these businesses are presented in our condensed consolidated balance sheets as "Current Assets Held for Sale" and "Current Liabilities Held for Sale." The results of operations of these businesses are included in the condensed consolidated statements of income as "Income from discontinued operations, net of tax." The cash flows of these businesses are also presented separately in our condensed consolidated statements of cash flows.

The following table summarizes the operating results of the discontinued operations for the periods indicated (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Revenues	$—	$15	$—	$84
Operating expenses, including net gain on disposal of assets held for sale in 2011 (1)	$—	$(23)	$(3)	$55
(Loss) income before income tax expense and equity in net income from unconsolidated investments	$—	$(8)	$(3)	$140
Equity in net income from unconsolidated investments	$—	$1	$2	$7
(Loss) income from discontinued operations, net of income tax expense of $0, $0, $1 and $3, respectively	$—	$(7)	$(2)	$144

(1) During the three and nine months ended September 30, 2011, we recorded a net after-tax (loss) gain on disposal of assets held for sale of $(11) million and $121 million, respectively.

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COVANTA HOLDING CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

The following table sets forth the assets and liabilities of the assets held for sale included in the condensed consolidated balance sheets as of the dates indicated (in millions):

	As of September 30, 2012	December 31, 2011
Cash and cash equivalents	$—	$2
Accounts receivable	—	1
Investments in investees and joint ventures	—	15
Assets held for sale	$—	$18
Accrued expenses and other	$—	$3
Liabilities held for sale	$—	$3

NOTE 4. EARNINGS PER SHARE (“EPS”)

Per share data is based on the weighted average number of outstanding shares of our common stock, par value $0.10 per share, during the relevant period. Basic earnings per share are calculated using only the weighted average number of outstanding shares of common stock. Diluted earnings per share computations, as calculated under the treasury stock method, include the weighted average number of shares of additional outstanding common stock issuable for stock options, restricted stock awards, restricted stock units and warrants whether or not currently exercisable. Diluted earnings per share for all the periods presented does not include securities if their effect was anti-dilutive (in millions, except per share amounts).

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Net income from continuing operations	26	49	34	52
Net (loss) income from discontinued operations	—	(7)	(2)	141
Net income attributable to Covanta Holding Corporation	26	42	32	193
Basic earnings per share:				
Weighted average basic common shares outstanding	131	139	133	143
Continuing operations	$0.20	$0.35	$0.25	$0.37
Discontinued operations	—	(0.05)	(0.01)	0.98
Covanta Holding Corporation	$0.20	$0.30	$0.24	$1.35
Diluted earnings per share:				
Weighted average basic common shares outstanding	131	139	133	143
Dilutive effect of stock options	—	—	—	—
Dilutive effect of restricted stock	1	1	1	1
Dilutive effect of warrants	—	—	—	—
Weighted average diluted common shares outstanding	132	140	134	144
Continuing operations	$0.19	$0.35	$0.25	$0.36
Discontinued operations	—	(0.05)	(0.01)	0.98
Covanta Holding Corporation	$0.19	$0.30	$0.24	$1.34

Securities excluded from the weighted average dilutive common shares outstanding because their inclusion would have been anti-dilutive:				
Stock options	2	2	2	2
Restricted stock	—	—	—	—
Restricted stock units	—	—	—	—
Warrants	28	27	28	27

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In 2009, we entered into privately negotiated warrant transactions in connection with the issuance of 3.25% Cash Convertible Senior Notes due 2014 (the "3.25% Notes"). These warrants could have a dilutive effect to the extent that the price of our common stock exceeds the applicable strike price of $22.57. As of September 30, 2012, the warrants did not have a dilutive effect on earnings per share because the average market price during the periods presented was below the strike price.

NOTE 5. FINANCIAL INFORMATION BY BUSINESS SEGMENTS

We have one reportable segment which is Americas and is comprised of waste and energy services operations primarily in the United States and Canada. The results of our reportable segment are as follows (in millions):

	Americas	All Other [(1)]	Total
Three Months Ended September 30, 2012			
Operating revenues	$402	$10	$412
Depreciation and amortization expense	46	—	46
Operating income (loss)	105	(24)	81
Three Months Ended September 30, 2011			
Operating revenues	$421	$11	$432
Depreciation and amortization expense	48	—	48
Operating income (loss)	93	(6)	87
	Americas	All Other [(1)]	Total
Nine Months Ended September 30, 2012			
Operating revenues	$1,183	$31	$1,214
Depreciation and amortization expense	143	2	145
Operating income (loss)	176	(36)	140
Nine Months Ended September 30, 2011			
Operating revenues	$1,188	$32	$1,220
Depreciation and amortization expense	141	1	142
Operating income (loss)	157	(19)	138

(1) All other is comprised of the financial results of our insurance subsidiaries' operations and our remaining international assets. See Note 8. Supplementary Information for additional information.

NOTE 6. CHANGES IN CAPITALIZATION

2012 Debt Refinancing

During the first quarter of 2012, we completed a refinancing of our previously existing senior secured credit facilities issued by our subsidiary, Covanta Energy, which consisted of a $300 million revolving credit facility, a $320 million funded letter of credit facility and a $619 million term loan ($650 million original amount), by entering into $1.2 billion in new senior secured credit facilities (the "2012 Credit Facilities"; see below for details) issued by our subsidiary, Covanta Energy, comprised of a $900 million revolving credit facility that expires in 2017 (the "Revolving Credit Facility") and a $300 million term loan due 2019 (the "Term Loan"), and by issuing $400 million aggregate principal amount of 6.375% senior notes due 2022 (the "6.375% Notes"; see below for details). The proceeds from the Term Loan and a portion of the proceeds from the 6.375% Notes were used to repay the previously existing term loan, as well as to pay transaction expenses, while the Revolving Credit Facility replaced the previously existing $300 million revolving credit facility and $320 million funded letter of credit facility.

As a result of the refinancing, we recognized a loss on extinguishment of debt of approximately $2 million, pre-tax, during the nine months ended September 30, 2012, which was comprised of the write-off of deferred financing costs in connection with previously existing financing arrangements.

See Note 14. Subsequent Event for information regarding refinancing of several series of existing tax-exempt project bonds.

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Long-Term Debt

Long-term debt is as follows (in millions):

	As of September 30, 2012	December 31, 2011
7.25% Senior Notes due 2020	$400	$400
6.375% Senior Notes due 2022	400	—
1.00% Senior Convertible Debentures due 2027 [1]	—	25
3.25% Cash Convertible Senior Notes due 2014	460	460
Debt discount related to 3.25% Cash Convertible Senior Notes	(48)	(67)
Cash conversion option derivative at fair value	81	49
3.25% Cash Convertible Senior Notes, net	493	442
Term loan	298	619
Debt discount related to Term loan	(1)	—
Term loan, net	297	619
Revolving credit facility	20	—
Total	1,610	1,486
Less: current portion	(3)	(32)
Total long-term debt	$1,607	$1,454

(1) The remaining outstanding Debentures were redeemed at par during the first quarter of 2012. See additional information below under 1.00% Senior Convertible Debentures due 2027.

2012 Credit Facilities

The following is a comparison of our previously existing credit facilities and the 2012 Credit Facilities issued by our subsidiary, Covanta Energy (in millions):

	Credit Facilities As of September 30, 2012	December 31, 2011
Term loan	$298	$650
Revolving credit facility	$900	$300
Funded letter of credit facility	N/A	$320
Total capacity to issue letters of credit	$900	$520

The Revolving Credit Facility is available for the issuance of letters of credit up to the full amount of the facility, provides for a $50 million sub-limit for the issuance of swing line loans (a loan that can be requested in US Dollars on a same day basis for a short drawing period); and is available in US Dollars, Euros, Pounds Sterling, Canadian Dollars and certain other currencies to be agreed upon, in each case for either borrowings or for the issuance of letters of credit.

We have the option to issue additional term loans and/or increase the size of the Revolving Credit Facility (collectively, the “Incremental Facilities”), subject to the satisfaction of certain conditions and obtaining sufficient lender commitments, in an amount up to the greater of $500 million and the amount that, after giving effect to the incurrence of such Incremental Facilities, would not result in a leverage ratio, as defined in the credit agreement governing the 2012 Credit Facilities (the “Credit Agreement”), exceeding 2.75:1.00.

The proceeds of the Term Loan were used, together with a portion of the proceeds of the 6.375% Notes offering (see 6.375% Senior Notes due 2022 below for details), to refinance the previously existing credit facilities and to pay the related fees and expenses. The proceeds under the Revolving Credit Facility are available for working capital and general corporate purposes of Covanta Energy and its subsidiaries.

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Availability under Revolving Credit Facility

As of September 30, 2012, we had availability under the Revolving Credit Facility as follows (in millions):

	Total Available Under Credit Facility	Maturing	Outstanding Borrowings as of September 30, 2012	Outstanding Letters of Credit as of September 30, 2012	Available as of September 30, 2012
Revolving Credit Facility	$ 900	2017	$20	$283	$597

During the nine months ended September 30, 2012, we utilized $83 million of the Revolving Credit Facility, of which we subsequently repaid $63 million prior to the end of the period.

Repayment Terms

As of September 30, 2012, the Term Loan has mandatory amortization payments remaining as follows (in millions):

	2012	2013	2014	2015	2016	2017	2018	2019	Total
Annual Remaining Amortization	$—	$3	$3	$3	$3	$3	$3	$280	$298

The 2012 Credit Facilities (both the Term Loan and Revolving Credit Facility) are pre-payable at our option at any time. In the event that all or any portion of the Term Loan is voluntarily prepaid in relation to a repricing or refinancing transaction resulting in lower pricing for us on or prior to March 28, 2013, however, we shall pay a fee to the lenders equal to 1.00% of the amount so prepaid.

Under certain circumstances, the 2012 Credit Facilities obligate us to apply 25% of our excess cash flow (as defined in the Credit Agreement) for each fiscal year commencing in 2013, as well as net cash proceeds from specified other sources, such as asset sales or insurance proceeds, to prepay the Term Loan, provided that this excess cash flow percentage shall be reduced to 0% in the event the Leverage Ratio (as defined below under Credit Agreement Covenants) is at or below 3.00:1.00.

Interest and Fees

Borrowings under the 2012 Credit Facilities bear interest, at our option, at either a base rate or a Eurodollar rate plus an applicable margin determined by pricing grids, which are based on Covanta Energy’s leverage ratio. Base rate is defined as the higher of (i) the Federal Funds Effective Rate plus 0.50%, (ii) the rate the administrative agent announces from time to time as its per annum “prime rate” or (iii) the one-month LIBOR rate plus 1.00%. Eurodollar rate borrowings bear interest at the British Bankers’ Association LIBOR Rate, commonly referred to as “LIBOR”, for the interest period selected by us. Base rate borrowings under the Revolving Credit Facility shall bear interest at the base rate plus an applicable margin ranging from 1.25% to 1.75%. Eurodollar borrowings under the Revolving Credit Facility shall bear interest at LIBOR plus an applicable margin ranging from 2.00% to 2.75%. Fees for issuances of letters of credit include fronting fees equal to 0.125% per annum and a participation fee for the lenders equal to the applicable interest margin for LIBOR rate borrowings. We will incur an unused commitment fee ranging from 0.375% to 0.50% on the unused amount of commitments under the Revolving Credit Facility. The Term Loan bears interest, at our option, at either (i) the base rate plus an applicable margin ranging from 1.75% to 2.00%, or (ii) LIBOR plus an applicable margin ranging from 2.75% to 3.00%, subject to a LIBOR floor of 1.00%.

Guarantees and Securitization

The 2012 Credit Facilities are guaranteed by us and by certain of our subsidiaries. The subsidiaries that are party to the 2012 Credit Facilities agreed to secure all of the obligations under the 2012 Credit Facilities by granting, for the benefit of secured parties, a first priority lien on substantially all of their assets, to the extent permitted by existing contractual obligations; a pledge of substantially all of the capital stock of each of our domestic subsidiaries and 65% of substantially all the capital stock of each of our foreign subsidiaries which are directly owned, in each case to the extent not otherwise pledged.

Credit Agreement Covenants

The loan documentation under the 2012 Credit Facilities contains various affirmative and negative covenants, as well as financial maintenance covenants, that limit our ability to engage in certain types of transactions. We were in compliance with all required covenants as of September 30, 2012.

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The negative covenants of the 2012 Credit Facilities limit our and our restricted subsidiaries' ability to, among other things:

- incur additional indebtedness (including guarantee obligations);
- create certain liens against or security interests over certain property;
- pay dividends on, redeem, or repurchase our capital stock or make other restricted junior payments;
- enter into agreements that restrict the ability of our subsidiaries to make distributions or other payments to us;
- make investments;
- consolidate, merge or transfer all or substantially all of our assets and the assets of our subsidiaries on a consolidated basis;
- dispose of certain assets; and
- make certain acquisitions.

The financial maintenance covenants of the 2012 Credit Facilities, which are measured on a trailing four quarter period basis, include the following:

- a maximum Leverage Ratio of 4.00 to 1.00 for the trailing four quarter period, which measures the principal amount of Covanta Energy's consolidated debt less certain restricted funds dedicated to repayment of project debt principal and construction costs ("Consolidated Adjusted Debt") to its adjusted earnings before interest, taxes, depreciation and amortization, as calculated in the Credit Agreement ("Adjusted EBITDA"). The definition of Adjusted EBITDA in the 2012 Credit Facilities excludes certain non-recurring and non-cash charges.
- a minimum Interest Coverage Ratio of 3.00 to 1.00, which measures Covanta Energy's Adjusted EBITDA to its consolidated interest expense plus certain interest expense of ours, to the extent paid by Covanta Energy as calculated in the Credit Agreement.

6.375% Senior Notes due 2022 (the "6.375% Notes")

In March 2012, we sold $400 million aggregate principal amount of 6.375% Senior Notes due 2022. Interest on the 6.375% Notes is payable semi-annually on April 1 and October 1 of each year, commencing on October 1, 2012, and the 6.375% Notes will mature on October 1, 2022 unless earlier redeemed or repurchased. Net proceeds from the sale of the 6.375% Notes were $392 million, consisting of gross proceeds of $400 million net of $8 million in offering expenses. We used a portion of the net proceeds of the 6.375% Notes offering to repay a portion of the amounts outstanding under Covanta Energy's previously existing term loan.

The 6.375% Notes are senior unsecured obligations, ranking equally in right of payment with any of the future senior unsecured indebtedness of Covanta Holding Corporation. The 6.375% Notes are effectively junior to our existing and future secured indebtedness, including any guarantee of indebtedness under the credit facilities of our subsidiary, Covanta Energy. The 6.375% Notes are not guaranteed by any of our subsidiaries and are effectively subordinated to all existing and future indebtedness and other liabilities of our subsidiaries.

The indenture for the 6.375% Notes may limit our ability and the ability of certain of our subsidiaries to:

- incur additional indebtedness;
- pay dividends or make other distributions or repurchase or redeem their capital stock;
- prepay, redeem or repurchase certain debt;
- make loans and investments;
- sell restricted assets;
- incur liens;
- enter into transactions with affiliates;
- alter the businesses they conduct;
- enter into agreements restricting our subsidiaries' ability to pay dividends; and
- consolidate, merge or sell all or substantially all of their assets.

If and for so long as the 6.375% Notes have an investment grade rating and no default under the indenture has occurred, certain of the covenants will be suspended. At our option, the 6.375% Notes are subject to redemption at any time on or after April 1, 2017, in whole or in part, at the redemption prices set forth in the indenture, together with

accrued and unpaid interest, if any, to the date of redemption. At any time prior to April 1, 2015, we may redeem up to 35% of the original principal amount of the 6.375% Notes with the proceeds of certain equity offerings at a redemption price of 106.375% of their principal amount, together with accrued and unpaid interest, if any, to the date of redemption. In addition, at any time prior to April 1, 2017, we may redeem some or all of the 6.375% Notes at a price equal to 100% of their principal amount, plus accrued and unpaid interest, plus a “make-whole premium”.

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If we sell certain of our assets or experience specific kinds of changes in control, we must offer to purchase the 6.375% Notes. The occurrence of specific kinds of changes in control will be a triggering event requiring us to offer to purchase from the holders all or a portion of the 6.375% Notes at a price equal to 101% of their principal amount, together with accrued and unpaid interest, if any, to the date of purchase. In addition, certain asset dispositions will be triggering events that may require us to use the proceeds from those asset dispositions to make an offer to purchase the 6.375% Notes at 100% of their principal amount, together with accrued and unpaid interest, if any, to the date of purchase if such proceeds are not otherwise used within 365 days to repay indebtedness or to invest or commit to invest such proceeds in additional assets related to our business or capital stock of a restricted subsidiary.

7.25% Senior Notes due 2020 (the “7.25% Notes”)

For specific criteria related to redemption features of the 7.25% Notes, refer to Note 11 of the Notes to Consolidated Financial Statements in our Form 10-K.

3.25% Cash Convertible Senior Notes due 2014 (the “3.25% Notes”)

Under limited circumstances, the 3.25% Notes are convertible by the holders thereof into cash only, based on a conversion rate of 61.4782 shares of our common stock per $1,000 principal amount of 3.25% Notes (which represents a conversion price of approximately $16.27 per share) subject to certain customary adjustments as provided in the indenture for the 3.25% Notes. The conversion rate for the 3.25% Notes was adjusted to its current level in connection the quarterly cash dividend payable on July 6, 2012 and became effective on June 20, 2012. We will not deliver common stock (or any other securities) upon conversion under any circumstances. In connection with the issuance of the 3.25% Notes, we also sold warrants (the “Warrants”), correlating to the number of shares underlying the 3.25% Notes, which currently have a strike price of $22.57 and settle on a net share basis. As the 3.25% Notes convert only into cash, the strike price of the Warrants effectively represents the conversion price above which we may issue shares in connection with these two issuances. For additional information, see Item 7A. Quantitative and Qualitative Disclosures About Market Risk in our Form 10-K.

The debt discount related to the 3.25% Notes is accreted over their term and recognized as non-cash convertible debt related expense. The following table details the amount of the accretion of debt discount as of September 30, 2012 expected to be included in our condensed consolidated financial statements for each of the periods indicated (in millions):

	For the Years Ended		
	Remainder of 2012	2013	2014
3.25% Cash Convertible Senior Notes due 2014	$6	$29	$13

For specific criteria related to contingent interest, conversion or redemption features of the 3.25% Notes and details related to the cash conversion option, cash convertible note hedge and warrants related to the 3.25% Notes, refer to Note 11 of the Notes to Consolidated Financial Statements in our Form 10-K.

For details related to the fair value for the contingent interest feature, cash conversion option, and cash convertible note hedge related to the 3.25% Notes, see Note 12. Derivative Instruments.

1.00% Senior Convertible Debentures due 2027 (the “Debentures”)

As of December 31, 2011, there were $25 million aggregate principal amount of the Debentures outstanding. On February 1, 2012, holders of $23 million of outstanding Debentures exercised their option for us to redeem the Debentures at par. The Debentures were also subject to redemption at our option at any time on or after February 1, 2012, and we subsequently redeemed the remaining $2 million of outstanding Debentures on March 23, 2012.

Equity

During the nine months ended September 30, 2012, we granted 778,724 restricted stock awards and 108,164 restricted stock units. For information related to stock-based award plans, see Note 10. Stock-Based Compensation.
During the nine months ended September 30, 2012, we withheld 280,831 shares of our common stock in connection with tax withholdings for vested stock awards.

Dividends declared to stockholders are as follows (in millions, except per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Regular cash dividend				
Declared	$20	$10	$61	$32
Per Share	$0.15	$0.075	$0.45	$0.225

During the nine months ended September 30, 2012, the Board of Directors approved an additional $100 million share repurchase authorization. Under the program, common stock repurchases may be made in the open market, in privately negotiated transactions from time to time, or by other available methods, at management's discretion in accordance with applicable federal securities laws. The timing and amounts of any repurchases will depend on many factors, including our capital structure, the market price of our common stock and overall market conditions. As of September 30, 2012, the amount remaining under our currently authorized share repurchase program was $90 million. Common stock repurchased is as follows (in millions, except per share amounts):

	Amount	Shares Repurchased	Weighted Average Cost per Share
Three Months Ended March 31, 2012	$30	1.8	$16.45
Three Months Ended June 30, 2012	30	1.9	$16.04
Three Months Ended September 30, 2012 (1)	25	1.5	$17.22
Nine Months Ended September 30, 2012	$85	5.2	$16.57

(1) Approximately $2 million of common stock repurchased during the three months ended September 30, 2012 was paid in October 2012.

Noncontrolling interests in subsidiaries

Noncontrolling interests in subsidiaries is as follows (in millions):

	As of September 30,	
	2012	2011
Noncontrolling interests in subsidiaries, balance as of beginning of period	$5	$33
Elimination due to sale of controlling interests in subsidiaries	—	(18)
Distributions to partners of noncontrolling interests in subsidiaries	—	(5)
Net income	1	6
Accumulated other comprehensive income	—	(1)
Noncontrolling interests in subsidiaries, balance as of end of period	$6	$15

NOTE 7. INCOME TAXES

We record our interim tax provision based upon our estimated annual effective tax rate and account for the tax effects of discrete events in the period in which they occur. We file a federal consolidated income tax return with our eligible subsidiaries. Our federal consolidated income tax return also includes the taxable results of certain grantor trusts described below.

We currently estimate our annual effective tax rate for the year ending December 31, 2012 to be approximately 49.4%. We review the annual effective tax rate on a quarterly basis as projections are revised and laws are enacted. The effective income tax rate was approximately 54.8% and 6.0% for the nine months ended September 30, 2012 and 2011, respectively. The increase in the effective tax rate was primarily due to the impact in 2012 of a write-off of capitalized development costs related to a project which we ceased to pursue in the United Kingdom (See Note 8. Supplementary Information - Net Write-offs) and in 2011 from the reversal of uncertain tax positions at September

30, 2011, as discussed below.

For the three months ended September 30, 2011, the income tax provision included a $24 million benefit due to the reversal of uncertain tax positions, following the expiration of applicable statutes of limitations related to pre-emergence tax matters in the Covanta Energy bankruptcy. Since March 2004, we had held $20 million in restricted funds intended to cover those uncertain tax positions. The restricted funds were included in other assets on our condensed consolidated balance sheet. The expiration of the statutes of limitations triggered a liability to pre-petition claimants of approximately 73% of the restricted fund balance. Therefore, we recorded approximately $15 million as other expense during the three months ended September 30, 2011 and $5 million was released to us.
Uncertain tax positions, exclusive of interest and penalties, were $120 million and $119 million as of September 30, 2012 and December 31, 2011, respectively. Included in the balance of unrecognized tax benefits as of September 30, 2012 are potential benefits of $120 million that, if recognized, would impact the effective tax rate. For the three months ended September 30, 2012 and 2011, we recognized a net tax expense for uncertain tax positions of less than $1 million and a net tax benefit of $22 million, respectively, including interest and penalties. For the nine months ended September 30, 2012 and 2011, we recognized a net tax expense for uncertain tax positions of less than $1 million and a net tax benefit of $22 million, respectively, including interest and penalties. We have accrued interest and penalties associated with liabilities for uncertain tax positions of $2 million for both September 30, 2012 and December 31, 2011. We continue to reflect tax related interest and penalties as part of the tax provision.
In the ordinary course of our business, the Internal Revenue Service ("IRS") and state tax authorities will periodically audit our federal and state tax returns. As issues are examined by the IRS and state auditors, we may decide to adjust the existing liability for uncertain tax positions for issues that were not previously deemed an exposure. Federal income tax returns for Covanta Energy are closed for the years through 2003. However, to the extent net operating loss carryforwards ("NOLs") are utilized from earlier years, federal income tax returns for Covanta Holding Corporation, formerly known as Danielson Holding Corporation, are still open. The IRS is currently auditing our tax returns for the years 2004 through 2009. If the IRS were successful in challenging our NOLs, it is possible that some portion of the NOLs would not be available to offset consolidated taxable income. State income tax returns are generally subject to examination for a period of three to five years after the filing of the respective return. The state impact of any federal changes remains subject to examination by various states for a period of up to one year after formal notification to the states. We have various state income tax returns in the process of examination, administrative appeals or litigation.
Our NOLs predominantly arose from our predecessor insurance entities, formerly named Mission Insurance Group, Inc., "Mission"). These Mission insurance entities have been in state insolvency proceedings in California and Missouri since the late 1980's. The amount of NOLs available to us will be reduced by any taxable income or increased by any taxable losses generated by current members of our consolidated tax group, which include grantor trusts associated with the Mission insurance entities.
While we cannot predict what amounts, if any, may be includable in taxable income as a result of the final administration of these grantor trusts, substantial actions toward such final administration have been taken and we believe that neither arrangements with the California Commissioner of Insurance nor the final administration by the Director of the Division of Insurance for the State of Missouri will result in a material reduction in available NOLs.
We had consolidated federal NOLs estimated to be approximately $445 million for federal income tax purposes as of December 31, 2011, based on the income tax returns filed. The federal NOLs will expire in various amounts from December 31, 2023 through December 31, 2030, if not used. In addition to the consolidated federal NOLs, as of December 31, 2011, we had state NOL carryforwards of approximately $223 million, which expire between 2012 and 2031, net foreign NOL carryforwards of approximately $2 million expiring between 2015 and 2031, and federal tax credit carryforwards, including production tax credits of $44 million expiring between 2014 and 2022, and minimum tax credits of $7 million with no expiration. These deferred tax assets are offset by a valuation allowance of approximately $22 million. For further information, refer to Note 16. Income Taxes of the Notes to the Consolidated Financial Statements in our Form 10-K.

NOTE 8. SUPPLEMENTARY INFORMATION

Operating Costs

Pass through costs

Pass through costs are costs for which we receive a direct contractually committed reimbursement from the municipal client which sponsors an energy-from-waste project. These costs generally include utility charges, insurance premiums, ash residue transportation and disposal and certain chemical costs. These costs are recorded net of municipal client reimbursements in our condensed consolidated financial statements. Total pass through costs were $15 million and $19 million for the three months ended September 30, 2012 and 2011, respectively and $54 million and $62 million for the nine months ended September 30, 2012 and 2011, respectively.

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Other operating expenses

The components of other operating expenses are as follows (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Construction costs	$25	$44	$95	$100
Insurance subsidiary operating expenses [(1)]	8	4	13	12
Foreign exchange gain	—	(1)	(1)	(3)
Insurance recoveries	—	—	(5)	(4)
Other	(2)	(3)	(2)	(3)
Total other operating expenses	$31	$44	$100	$102

(1) Insurance subsidiary operating expenses are primarily comprised of incurred but not reported loss reserves, loss adjustment expenses and policy acquisition costs. During the three months ended September 30, 2012, we transitioned our remaining insurance business to run-off and recorded losses and reserve increases of $7 million primarily relating to adverse loss development.

Stanislaus Energy-from-Waste Facility

On January 14, 2012, our Stanislaus, California energy-from-waste facility experienced a turbine generator failure. Damage to the turbine generator was extensive and operations at the facility were suspended promptly to assess the cause and extent of damage. The facility is capable of processing waste without utilizing the turbine generator to generate electricity, and we resumed waste processing operations during the first quarter of 2012. The facility has not been able to generate electricity for a substantial portion of 2012. The cost of repair or replacement, and business interruption losses, are insured under the terms of applicable insurance policies, subject to deductibles. During the second quarter of 2012, we received installments of approximately $8 million under applicable insurance policies. Approximately $2 million of the insurance recoveries offset the write-down of assets for the repair and reconstruction of the turbine, and $5 million was recorded as reductions to plant operating expenses and other operating expenses. We believe this event will not have a material adverse impact on our results of operations, financial position or cash flows.

Amortization of waste, service and energy contracts

Our waste, service and energy contracts are intangible assets and liabilities relating to long-term operating contracts at acquired facilities and are recorded upon acquisition at their estimated fair market values based upon discounted cash flows. Intangible assets and liabilities are amortized using the straight line method over their remaining useful lives. The following table details the amount of the actual/estimated amortization expense and contra-expense associated with these intangible assets and liabilities as of September 30, 2012 included or expected to be included in our condensed consolidated statement of income for each of the years indicated (in millions):

	Waste, Service and Energy Contracts (Amortization Expense)	Waste and Service Contracts (Contra-Expense) [(1)]
Nine Months Ended September 30, 2012	$ 27	$(9)
Remainder of 2012	$ 9	$(3)
2013	32	(10)
2014	29	(10)
2015	26	(6)
2016	22	(5)
Thereafter	290	(4)
Total	$ 408	$(38)

(1) See Net write-offs discussion below.

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COVANTA HOLDING CORPORATION AND SUBSIDIARIES
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Net write-offs

The components of net write-offs are as follows (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Americas segment:				
Write-off of intangible liability [(1)]	$(29)	$—	$(29)	$—
Write-off of renewable fuels project [(2)]	16	—	16	—
Other:				
Development costs [(3)]	11	—	11	—
Total net write-offs	$(2)	$—	$(2)	$—

(1) During the three months ended September 30, 2012, our service contract for the Essex EfW facility was amended and we recorded a non-cash write-off of an intangible liability of $29 million related to the below-market service contract which was recorded at fair value upon acquisition of the facility. For additional information, see Note 3. Business Development, Assets Held for Sale and Dispositions.

(2) During the three months ended September 30, 2012, we suspended construction of a facility that transformed waste materials into renewable liquid fuels. We recorded a non-cash write-off of $16 million representing the capitalized costs related to this project.

(3) During the three months ended September 30, 2012, we recorded a non-cash write-off of $11 million of capitalized development costs related to a development project which we ceased to pursue in the United Kingdom.

Non-Cash Convertible Debt Related Expense

The components of non-cash convertible debt related expense are as follows (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Debt discount accretion related to the 3.25% Notes	$7	$6	$20	$17
Debt discount accretion related to the Debentures	—	1	—	3
Fair value changes related to the cash convertible note hedge	8	19	(33)	43
Fair value changes related to the cash conversion option derivative	(9)	(17)	32	(43)
Total non-cash convertible debt related expense	$6	$9	$19	$20

Other (Expense) Income, Net

For the nine months ended September 30, 2012, other (expense) income, net included a $3 million foreign currency gain related to intercompany loans. For the nine months ended September 30, 2011, other (expense) income, net included a $15 million expense for a liability to pre-petition claimants and a $1 million foreign currency gain related to intercompany loans. See Note 7. Income Taxes for additional information related to the liability to pre-petition claimants.

Equity in Net Income From Unconsolidated Investments

China Energy-from-Waste Facilities

We own a 40% equity interest in Chongqing Sanfeng Covanta Environmental Industry Co., Ltd. (“Sanfeng”). During the three months ended June 30, 2012, Sanfeng sold its existing 32% interest in the Fuzhou EfW project in China. Equity in net income from unconsolidated investments includes a $2 million gain for our equity interest in the sale of Sanfeng's interest in the Fuzhou EfW project. In a related transaction, Sanfeng increased its ownership interest in the Tongxing EfW facility in China from 25% to 40%.

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COVANTA HOLDING CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

NOTE 9. BENEFIT OBLIGATIONS
Pension and Other Benefit Obligations
The components of net periodic benefit costs are as follows (in millions):

	Pension Benefits			
	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Interest cost	$1	$1	$3	$3
Expected return on plan assets	(1)	(1)	(3)	(4)
Net periodic benefit cost	$—	$—	$—	$(1)

Interest costs and the expected return on plan assets for other post-retirement benefits were not material for the three and nine months ended September 30, 2012 and 2011.
Effective December 31, 2005, we froze service accruals in the defined benefit pension plan for employees in the United States who did not participate in retirement plans offered by collective bargaining units or our insurance subsidiaries. All active employees who were eligible participants in the defined benefit pension plan, as of December 31, 2005, became 100% vested and have a non-forfeitable right to these benefits as of such date. During the second quarter of 2011, we informed employees who were eligible participants in the pension plan of our plan to terminate the pension plan, subject to approval by the IRS, with the intention of fully distributing plan assets as promptly as practicable following such approval. The actual settlement amount will fluctuate based on future market performance, such as the interest rate at the final settlement, actual return on plan assets, and employees' disbursement elections. The actual settlement will take place following receipt of IRS approval.
Defined Contribution Plans
Substantially all of our employees in the United States are eligible to participate in defined contribution plans we sponsor. Our costs related to defined contribution plans were $4 million for each of the three months ended September 30, 2012 and 2011, and $12 million and $11 million for the nine months ended September 30, 2012 and 2011, respectively.

NOTE 10. STOCK-BASED COMPENSATION
During the nine months ended September 30, 2012, we awarded certain employees 719,566 restricted stock awards. The restricted stock awards will be expensed over the requisite service period, subject to an assumed 12% average forfeiture rate. The terms of the restricted stock awards include vesting provisions based solely on continued service. If the service criteria are satisfied, the restricted stock awards vest during March of 2013, 2014, and 2015.
On May 9, 2012, in accordance with our existing program for annual director compensation, we awarded 59,158 shares of restricted stock under the Directors Plan. We determined that the service vesting condition of these restricted stock awards to be non-substantive and, in accordance with accounting principles for stock compensation, recorded the entire fair value of the award as compensation expense on the grant date.
During the nine months ended September 30, 2012, we awarded certain employees 108,164 shares of restricted stock units ("RSUs") under the Growth Equity Plan. The Growth Equity Plan provides for the award of RSUs to certain employees in connection with specified growth-based acquisitions that have been completed or development projects that have commenced.
Compensation expense related to our stock-based awards totaled $3 million and $4 million for the three months ended September 30, 2012 and 2011, respectively and $13 million for both the nine months ended September 30, 2012 and 2011. Unrecognized stock-based compensation expense and weighted-average years to be recognized are as follows (in millions, except for weighted average years):

As of September 30, 2012

	Unrecognized stock-based compensation	Weighted-average years to be recognized
Restricted Stock Awards	$10	2
Restricted Stock Units	$3	2

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NOTE 11. FINANCIAL INSTRUMENTS

Fair Value Measurements

The following methods and assumptions were used to estimate the fair value of each class of financial instruments:

- For cash and cash equivalents, restricted funds, and marketable securities, the carrying value of these amounts is a reasonable estimate of their fair value. The fair value of restricted funds held in trust is based on quoted market prices of the investments held by the trustee.
- Fair values for long-term debt and project debt are determined using quoted market prices.
- The fair value of the note hedge and the cash conversion option are determined using an option pricing model based on observable inputs such as implied volatility, risk free interest rate, and other factors. The fair value of the note hedge is adjusted to reflect counterparty risk of non-performance, and is based on the counterparty's credit spread in the credit derivatives market. The contingent interest features related to the Debentures and the 3.25% Notes are valued quarterly using the present value of expected cash flow models incorporating the probabilities of the contingent events occurring.

The estimated fair value amounts have been determined using available market information and appropriate valuation methodologies. However, considerable judgment is necessarily required in interpreting market data to develop estimates of fair value. Accordingly, the estimates presented herein are not necessarily indicative of the amounts that we would realize in a current market exchange. The fair-value estimates presented herein are based on pertinent information available to us as of September 30, 2012. Such amounts have not been comprehensively revalued for purposes of these financial statements since September 30, 2012, and current estimates of fair value may differ significantly from the amounts presented herein.

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COVANTA HOLDING CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

The following table presents information about the fair value measurement of our assets and liabilities as of September 30, 2012:

Financial Instruments Recorded at Fair Value on a Recurring Basis:	As of September 30, 2012 Carrying Amount	Estimated Fair Value	Fair Value Measurements at Reporting Date Using Quoted Prices in Active Markets for Identical Assets (Level 1) (In millions)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:					
Cash and cash equivalents:					
Bank deposits and certificates of deposit	$256	$256	$256	$—	$—
Money market funds	6	6	6	—	—
Total cash and cash equivalents:	262	262	262	—	—
Restricted funds held in trust:					
Bank deposits and certificates of deposit	4	4	4	—	—
Money market funds	149	149	149	—	—
U.S. Treasury/Agency obligations (1)	15	15	15	—	—
State and municipal obligations	11	11	11	—	—
Commercial paper/Guaranteed investment contracts/Repurchase agreements	31	31	31	—	—
Total restricted funds held in trust:	210	210	210	—	—
Restricted funds — other:					
Bank deposits and certificates of deposit (2)(3)	5	5	5	—	—
Money market funds (3)	8	8	8	—	—
Residential mortgage-backed securities (3)	1	1	1	—	—
Total restricted funds other:	14	14	14	—	—
Investments:					
Mutual and bond funds (2)	2	2	2	—	—
Investments available for sale:					
U.S. Treasury/Agency obligations (4)	9	9	9	—	—
Residential mortgage-backed securities (4)	11	11	11	—	—
Other government obligations (4)	3	3	3	—	—
Corporate investments (4)	15	15	15	—	—
Equity securities (3)	4	4	4	—	—
Total investments:	44	44	44	—	—
Derivative Asset — Note Hedge	80	80	—	80	—
Total assets:	$610	$610	$530	$80	$—
Liabilities:					
Derivative Liability — Cash Conversion Option	$81	$81	$—	$81	$—
Derivative Liabilities — Contingent interest features of the 3.25% Notes	0	0	—	0	—
Derivative Liability — Energy Hedges	1	1	—	1	—
Total liabilities:	$82	$82	$—	$82	$—

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COVANTA HOLDING CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

	As of September 30, 2012	
Financial Instruments Recorded at Carrying Amount:	Carrying Amount	Estimated Fair Value
Assets:		
Accounts receivables [(5)]	$278	$278
Liabilities:		
Long-term debt	$1,610	$1,679
Project debt	$633	$645

(1) The U.S. Treasury/Agency obligations in restricted funds held in trust are primarily comprised of Federal Home Loan Mortgage Corporation securities at fair value.
(2) Included in other noncurrent assets in the condensed consolidated balance sheets.
(3) Included in prepaid expenses and other current assets in the condensed consolidated balance sheets.
(4) Included in investments in fixed maturities at market in the condensed consolidated balance sheets.
(5) Includes $16 million of noncurrent receivables in other noncurrent assets in the condensed consolidated balance sheets.

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COVANTA HOLDING CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

The following table presents information about the fair value measurement of our assets and liabilities as of December 31, 2011:

	As of December 31, 2011		Fair Value Measurements at Reporting Date Using		
Financial Instruments Recorded at Fair Value on a Recurring Basis:	Carrying Amount	Estimated Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
			(In millions)		
Assets:					
Cash and cash equivalents:					
Bank deposits and certificates of deposit	$225	$225	$225	$—	$—
Money market funds	7	7	7	—	—
Total cash and cash equivalents:	232	232	232	—	—
Restricted funds held in trust:					
Bank deposits and certificates of deposit	5	5	5	—	—
Money market funds	119	119	119	—	—
U.S. Treasury/Agency obligations [1]	15	15	15	—	—
State and municipal obligations	7	7	7	—	—
Commercial paper/Guaranteed investment contracts/Repurchase agreements	45	45	45	—	—
Total restricted funds held in trust:	191	191	191	—	—
Restricted funds — other:					
Bank deposits and certificates of deposit [2][3]	5	5	5	—	—
Money market funds [3]	7	7	7	—	—
Residential mortgage-backed securities [3]	1	1	1	—	—
Total restricted funds other:	13	13	13	—	—
Investments:					
Mutual and bond funds [2]	2	2	2	—	—
Investments available for sale:					
U.S. Treasury/Agency obligations[4]	8	8	8	—	—
Residential mortgage-backed securities [4]	7	7	7	—	—
Other government obligations [4]	3	3	3	—	—
Corporate investments [4]	13	13	13	—	—
Equity securities [3]	1	1	1	—	—
Total investments:	34	34	34	—	—
Derivative Asset — Note Hedge	47	47	—	47	—
Derivative Asset — Energy Hedges	3	3	—	3	—
Total assets:	$520	$520	$470	$50	$—
Liabilities:					
Derivative Liability — Cash Conversion Option	$49	$49	$—	$49	$—

Derivative Liabilities — Contingent interest features of the 3.25% Notes and Debentures	0	0	—	0	—
Total liabilities:	$49	$49	$—	$49	$—

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COVANTA HOLDING CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

Financial Instruments Recorded at Carrying Amount:	As of December 31, 2011 Carrying Amount	Estimated Fair Value
Assets:		
Accounts receivables [5]	$277	$277
Liabilities:		
Long-term debt	$1,486	$1,470
Project debt	$680	$693

(1) The U.S. Treasury/Agency obligations in restricted funds held in trust are primarily comprised of Federal Home Loan Mortgage Corporation securities at fair value.
(2) Included in other noncurrent assets in the condensed consolidated balance sheets.
(3) Included in prepaid expenses and other current assets in the condensed consolidated balance sheets.
(4) Included in investments in fixed maturities at market in the condensed consolidated balance sheets.
(5) Includes $17 million of noncurrent receivables in other noncurrent assets in the condensed consolidated balance sheets.

Investments

Our insurance subsidiaries' fixed maturity debt and equity securities portfolio are classified as "available-for-sale" and are carried at fair value. Equity securities that are traded on a national securities exchange are stated at the last reported sales price on the day of valuation. Debt securities values are determined by pricing based on the last day's trading activity. Changes in fair values are credited or charged directly to Accumulated Other Comprehensive Income ("AOCI") in the condensed consolidated statements of comprehensive income as unrealized gains or losses, respectively. Investment gains or losses realized on the sale of securities are determined using the specific identification method. Realized gains and losses are recognized in the condensed consolidated statements of income based on the amortized cost of fixed maturities and the cost basis for equity securities on the date of trade, subject to any previous adjustments for other-than-temporary declines. Other-than-temporary declines in fair value are recorded as realized losses in the condensed consolidated statements of income to the extent they relate to credit losses, and to AOCI to the extent they are related to other factors. The cost basis of the security is also reduced. We consider the following factors in determining whether declines in the fair value of securities are other-than-temporary:

- the significance of the decline in fair value compared to the cost basis;
- the time period during which there has been a significant decline in fair value;
- whether the unrealized loss is credit-driven or a result of changes in market interest rates;
- a fundamental analysis of the business prospects and financial condition of the issuer; and
- our ability and intent to hold the investment for a period of time sufficient to allow for any anticipated recovery in fair value.

Other investments, such as investments in companies in which we do not have the ability to exercise significant influence that do not have readily determinable fair values, are carried at the lower of cost or estimated realizable value.

As of September 30, 2012 and December 31, 2011, the cost or amortized cost of our investments approximated their fair value in the condensed consolidated balance sheets as unrealized gains and losses were not material. The change in net unrealized gain on securities included as a separate component of AOCI in the condensed consolidated statements of comprehensive income was not material for the three and nine months ended September 30, 2012 and 2011, respectively.

Our fixed maturities held by our insurance subsidiary include mortgage-backed securities and collateralized mortgage obligations, collectively ("MBS") representing 30% and 22% of the total fixed maturities as of September 30, 2012 and December 31, 2011, respectively. Our MBS holdings are issued by the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, or the Government National Mortgage Association all of which are rated

"AAA" by Moody's Investors Services. MBS and callable bonds, in contrast to other bonds, are more sensitive to market value declines in a rising interest rate environment than to market value increases in a declining interest rate environment.

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COVANTA HOLDING CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

The expected maturities of fixed maturity securities, by amortized cost and fair value are shown below (in millions):

	As of September 30, 2012	
	Amortized Cost	Fair Value
Available-for-sale:		
One year or less	$6	$6
Over one year to five years	17	18
Over five years to ten years	13	13
More than ten years	—	1
Total fixed maturities	$36	$38

The following table sets forth a summary of temporarily impaired investments held by our insurance subsidiary (in millions):

Description of Investments	As of September 30, 2012		As of December 31, 2011	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. Treasury and other direct U.S. Government obligations	$—	$—	$—	$—
Residential mortgage-backed securities	8	—	4	—
Other government obligations	—	—	1	—
Corporate bonds	1	—	6	—
Total fixed maturities	9	—	11	—
Equity securities	1	—	—	—
Total temporarily impaired investments	$10	$—	$11	$—

The number of U.S. Treasury and federal agency obligations, mortgage-backed securities, other government obligations, and corporate bonds temporarily impaired are 0, 11, 1, and 3, respectively. As of September 30, 2012, all of the temporarily impaired fixed maturity investments had maturities greater than 12 months.

NOTE 12. DERIVATIVE INSTRUMENTS

The following disclosures summarize the fair value of derivative instruments not designated as hedging instruments in the condensed consolidated balance sheets and the effect of changes in fair value related to those derivative instruments not designated as hedging instruments on the condensed consolidated statements of income (in millions).

Derivative Instruments Not Designated As Hedging Instruments	Balance Sheet Location	Fair Value as of	
		September 30, 2012	December 31, 2011
Asset Derivatives:			
Note Hedge	Other noncurrent assets	$80	$47
Liability Derivatives:			
Cash Conversion Option	Long-term debt	$81	$49
Contingent interest features of the Debentures and 3.25% Notes	Other noncurrent liabilities	$0	$0

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COVANTA HOLDING CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

Effect on Income of Derivative Instruments Not Designated As Hedging Instruments	Location of Gain or (Loss) Recognized in Income on Derivatives	Amount of Gain or (Loss) Recognized In Income on Derivatives			
		For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
		2012	2011	2012	2011
Note Hedge	Non-cash convertible debt related expense	$(8)	$(19)	$33	$(43)
Cash Conversion Option	Non-cash convertible debt related expense	9	17	(32)	43
Contingent interest features of the 3.25% Notes and Debentures	Non-cash convertible debt related expense	—	—	—	—
Effect on income of derivative instruments not designated as hedging instruments		$1	$(2)	$1	$—

Cash Conversion Option, Note Hedge and Contingent Interest features related to the 3.25% Cash Convertible Senior Notes

The cash conversion option is a derivative instrument which is recorded at fair value quarterly with any change in fair value being recognized in our condensed consolidated statements of income as non-cash convertible debt related expense. The note hedge is accounted for as a derivative instrument and, as such, is recorded at fair value quarterly with any change in fair value being recognized in our condensed consolidated statements of income as non-cash convertible debt related expense.

We expect the gain or loss associated with changes to the valuation of the note hedge to substantially offset the gain or loss associated with changes to the valuation of the cash conversion option. However, they will not be completely offsetting as a result of changes in the credit valuation adjustment related to the note hedge. Our most significant credit exposure arises from the note hedge. The fair value of the note hedge reflects the maximum loss that would be incurred should the option counterparties fail to perform according to the terms of the note hedge agreement. For specific details related to the cash conversion option, note hedge and contingent interest features of the 3.25% Notes, refer to Note 11 of the Notes to Consolidated Financial Statements in our Form 10-K.

Energy Price Risk

Following the expiration of certain long-term energy sales contracts, we may have exposure to market risk, and therefore revenue fluctuations, in energy markets. We have entered into contractual arrangements that will mitigate our exposure to this volatility through a variety of hedging techniques, and will continue to do so in the future. Our efforts in this regard will involve only mitigation of price volatility for the energy we produce, and will not involve speculative energy trading. Consequently, we have entered into agreements with various financial institutions to hedge our exposure to market risk. As of September 30, 2012, the fair value of the energy derivatives of $1 million, pre-tax, was recorded as a current liability and as a component of AOCI.

NOTE 13. COMMITMENTS AND CONTINGENCIES

We and/or our subsidiaries are party to a number of claims, lawsuits and pending actions, most of which are routine and all of which are incidental to our business. We assess the likelihood of potential losses on an ongoing basis and when losses are considered probable and reasonably estimable, record as a loss an estimate of the outcome. If we can only estimate the range of a possible loss, an amount representing the low end of the range of possible outcomes is

recorded. The final consequences of these proceedings are not presently determinable with certainty.

Environmental Matters

Our operations are subject to environmental regulatory laws and environmental remediation laws. Although our operations are occasionally subject to proceedings and orders pertaining to emissions into the environment and other environmental violations, which may result in fines, penalties, damages or other sanctions, we believe that we are in substantial compliance with existing environmental laws and regulations.

We may be identified, along with other entities, as being among parties potentially responsible for contribution to costs associated with the correction and remediation of environmental conditions at disposal sites subject to federal and/or analogous state laws. In certain instances, we may be exposed to joint and several liabilities for remedial action or damages. Our liability in connection with such environmental claims will depend on many factors, including our volumetric share of waste, the total cost of remediation, and the financial viability of other companies that also sent waste to a given site and, in the case of divested operations, the contractual arrangement with the purchaser of such operations.

The potential costs related to the matters described below and the possible impact on future operations are uncertain due in part to the complexity of governmental laws and regulations and their interpretations, the varying costs and effectiveness of cleanup technologies, the uncertain level of insurance or other types of recovery and the questionable level of our responsibility. Although the ultimate outcome and expense of any litigation, including environmental remediation, is uncertain, we believe that the following proceedings will not have a material adverse effect on our condensed consolidated financial position or results of operations.

Lower Passaic River Matter. In August 2004, the United States Environmental Protection Agency ("EPA") notified Covanta Essex Company ("Essex") that it was a potentially responsible party ("PRP") for Superfund response actions in the Lower Passaic River Study Area, referred to as "LPRSA," a 17 mile stretch of river in northern New Jersey. Essex is one of 71 PRPs named thus far that have joined the LPRSA PRP group, which is undertaking a Remedial Investigation/Feasibility Study ("Study") of the LPRSA under EPA oversight. Essex's share of the Study costs to date are not material to its financial position and results of operations; however, the Study costs are exclusive of any LPRSA remedial costs or natural resource damages that may ultimately be assessed against PRPs. In February 2009, Essex and over 300 other PRPs were named as third-party defendants in a suit brought by the State of New Jersey Department of Environmental Protection ("NJDEP") in New Jersey Superior Court of Essex County ("Superior Court") against Occidental Chemical Corporation and certain related entities ("Occidental") with respect to alleged contamination of the LPRSA by Occidental. The Occidental third-party complaint seeks contribution with respect to any award to NJDEP of damages against Occidental in the matter. On September 21, 2012, the Superior Court entered an order staying the litigation for 90 days to allow third party defendants, including Essex, to pursue settlement discussions with NJDEP. Considering the history of industrial and other discharges into the LPRSA from other sources, including named PRPs, Essex believes any releases to the LPRSA from its facility to be de minimis; however, it is not possible at this time to predict that outcome or to estimate Essex's liability in the matter, including for LPRSA remedial costs and/or natural resource damages and/or contribution claims made by Occidental and/or other PRPs.

California Matter. On March 5, 2012, we received a letter from the Department of Toxic Substances Control of the State of California (the "Department") notifying us that the Department and several District Attorneys' offices in the State of California are investigating the operation of our biomass facilities in California. It is our understanding that the investigation is focused on issues relating to (i) the feedstock at our biomass facilities and the impact of that fuel on the quality and character of the ash residue generated at these facilities and (ii) our compliance with California's environmental laws at our biomass facilities. We believe that our biomass operations in California are in compliance with existing environmental laws and regulations in all material respects. We are cooperating with the Department's and District Attorneys' investigation. We do not believe that the investigation or any matters arising there from will have a material adverse effect on our condensed consolidated financial position or results of operations.

Other Matters

Other commitments as of September 30, 2012 were as follows (in millions):

	Commitments Expiring by Period		
	Total	Less Than One Year	More Than One Year
Letters of credit	$283	$12	$271
Surety bonds	351	—	351
Total other commitments — net	$634	$12	$622

The letters of credit were issued under the Revolving Credit Facility to secure our performance under various contractual undertakings related to our domestic and international projects or to secure obligations under our insurance program. Each letter of credit relating to a project is required to be maintained in effect for the period specified in related project contracts, and generally may be drawn if it is not renewed prior to expiration of that period.

We believe that we will be able to fully perform under our contracts to which these existing letters of credit relate, and that it is unlikely that letters of credit would be drawn because of a default of our performance obligations. If any of

these letters of credit were to be drawn by the beneficiary, the amount drawn would be immediately repayable by us to the issuing bank. If we do not immediately repay such amounts drawn under these letters of credit, unreimbursed amounts would be treated under the 2012 Credit Facilities as either additional term loans or as revolving loans in the case of letters of credit issued under the Revolving Credit Facility.

The surety bonds listed on the table above relate primarily to performance obligations ($337 million) and support for closure obligations of various energy projects when such projects cease operating ($14 million). Were these bonds to be drawn upon, we would have a contractual obligation to indemnify the surety company.

We have certain contingent obligations related to the 7.25% Notes, 6.375% Notes and the 3.25% Notes. These arise as follows:

- holders may require us to repurchase their 7.25% Notes, 6.375% Notes and their 3.25% Notes if a fundamental change occurs; and
- holders may exercise their conversion rights upon the occurrence of certain events, which would require us to pay the conversion settlement amount in cash.

For specific criteria related to redemption features of the 6.375% Notes, refer to Note 6. Changes in Capitalization. For specific criteria related to contingent interest, conversion or redemption features of the 7.25% Notes and the 3.25% Notes, refer to Note 11 of the Notes to Consolidated Financial Statements in our Form 10-K.

We have issued or are party to guarantees and related contractual support obligations undertaken pursuant to agreements to construct and operate waste and energy facilities. For some projects, such performance guarantees include obligations to repay certain financial obligations if the project revenues are insufficient to do so, to repurchase interests of project investors under limited circumstances, or to obtain or guarantee financing for a project. With respect to our businesses, we have issued guarantees to municipal clients and other parties that our subsidiaries will perform in accordance with contractual terms, including, where required, the payment of damages or other obligations. Additionally, damages payable under such guarantees for our energy-from-waste facilities could expose us to recourse liability on project debt. If we must perform under one or more of such guarantees, our liability for damages upon contract termination would be reduced by funds held in trust and proceeds from sales of the facilities securing the project debt and is presently not estimable. Depending upon the circumstances giving rise to such damages, the contractual terms of the applicable contracts, and the contract counterparty's choice of remedy at the time a claim against a guarantee is made, the amounts owed pursuant to one or more of such guarantees could be greater than our then-available sources of funds. To date, we have not incurred material liabilities under such guarantees.

We are planning significant operational improvements, at a cost estimated to be between approximately $75 to $100 million, for the Essex EfW facility, including a state-of-the-art particulate emissions control system and a new recycling system for ferrous and non-ferrous metals. Construction is expected to commence in 2014 and be completed by 2016. The facility's environmental performance is currently compliant with all environmental permits and will be further improved with the baghouse installation. For additional information, see Note 3. Business Development, Assets Held for Sale and Dispositions.

NOTE 14. SUBSEQUENT EVENT

On October 17, 2012, we announced our intention to issue new tax-exempt bonds in the aggregate amount of approximately $300 million to refinance existing tax-exempt project bonds at our Haverhill, Niagara and Southeast Massachusetts facilities, as well as to fund certain capital expenditures in Massachusetts. The new bonds, with maturities up to 2042, will be issued by Covanta and guaranteed by Covanta Energy, and will not be secured by project assets. We expect the transaction to close during the fourth quarter of 2012.

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Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The terms "we," "our," "ours," "us," "Covanta" and "Company" refer to Covanta Holding Corporation and its subsidiaries; the term "Covanta Energy" refers to our subsidiary Covanta Energy Corporation and its subsidiaries. The following discussion addresses our financial condition as of September 30, 2012 and our results of operations for the three and nine months ended September 30, 2012, compared with the same periods last year. It should be read in conjunction with our Audited Consolidated Financial Statements and Notes thereto for the year ended December 31, 2011 and Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Form 10-K for the year ended December 31, 2011 ("Form 10-K"), to which the reader is directed for additional information.

The preparation of interim financial statements necessarily relies heavily on estimates. Due to the use of estimates and certain other factors, such as the seasonal nature of our waste and energy services business, as well as competitive and other market conditions, we do not believe that interim results of operations are indicative of full year results of operations. The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts and classification of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ materially from those estimates.

OVERVIEW

Covanta is one of the world's largest owners and operators of infrastructure for the conversion of waste to energy (known as "energy-from-waste" or "EfW"), as well as other waste disposal and renewable energy production businesses. Energy-from-waste serves two key markets as both a sustainable waste disposal solution that is environmentally superior to landfilling and as a source of clean energy that reduces overall greenhouse gas emissions and is considered renewable under the laws of many states and under federal law. Our facilities are critical infrastructure assets that allow our customers, which are principally municipal entities, to provide an essential public service.

Our EfW facilities earn revenue from both the disposal of waste and the generation of electricity, generally under long-term contracts, as well as from the sale of metal recovered during the energy-from-waste process. We process approximately 20 million tons of solid waste annually, representing approximately 5% of the solid waste generation in the United States. We operate and/or have ownership positions in 44 energy-from-waste facilities, which are primarily located in North America, and 14 additional energy generation facilities, including other renewable energy production facilities in North America (wood biomass and hydroelectric). In total, these assets produce approximately 10 million megawatt ("MW") hours of baseload electricity annually, representing approximately 7% of the nation's non-hydroelectric renewable power. We also operate a waste management infrastructure that is complementary to our core EfW business.

We hold equity interests in energy-from-waste facilities in China and Italy. We are pursuing additional growth opportunities in parts of Europe, primarily in the United Kingdom, where the market demand, regulatory environment or other factors encourage technologies such as energy-from-waste to reduce dependence on landfilling for waste disposal and fossil fuels for energy production in order to reduce greenhouse gas emissions.

We also have investments in subsidiaries engaged in insurance operations in California, primarily in property and casualty insurance; however these collectively account for less than 1% of our consolidated revenue.

We plan to allocate capital to maximize stockholder value by investing in: our existing businesses to maintain and enhance assets, high value core business development projects and strategic acquisitions when available, and by returning surplus capital to our stockholders. During each quarter of 2012, we declared a quarterly cash dividend of $0.15 per share and during the nine months ended September 30, 2012, we repurchased 5.2 million shares of our common stock at a weighted average cost of $16.57 per share for an aggregate amount of approximately $85 million. For additional information, see Liquidity and Capital Resources below.

Strategy

Our mission is to be the leading energy-from-waste company in the world, which we intend to pursue through the following key strategies:

- Grow the value of our existing portfolio. We intend to maximize the long-term value of our existing portfolio by continuously improving safety, health and environmental performance, working in partnership with our client communities, continuing to operate at our historic production levels, maintaining our facilities in optimal condition, and managing our expenses. We also intend to effect organic growth through adding or extending waste and service contracts, seeking incremental revenue opportunities by investing in and enhancing the capabilities of our existing assets, deploying new or improved technologies targeted at increasing revenue or reducing costs and expanding our customer base and service offerings.

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- Expand through development and/or acquisitions in selected attractive markets. We seek to grow our portfolio primarily through the development of new facilities and acquisitions where we believe that market and regulatory conditions will enable us to invest our capital at attractive risk-adjusted rates of return. We are currently focusing on development opportunities in the United States and Canada, which we consider to be our core markets. In addition, we believe that there are numerous attractive opportunities in the United Kingdom, where national policies, such as a substantial tax on landfill use, are intended to achieve compliance with the European Union ("EU") Landfill Directive.

We believe that our approach to development opportunities is highly-disciplined, both with regard to our required rates of return and the manner in which potential new projects will be structured and financed. In general, prior to the commencement of construction of a new facility, we intend to enter into long-term contracts with municipal and/or commercial customers for a substantial portion of the disposal capacity and obtain non-recourse project financing for a substantial portion of the capital investment. We intend to finance new projects in a prudent manner, minimizing the impact on our balance sheet and credit profile at the parent company level where possible.

- Develop and commercialize new technology. We believe that our efforts to protect and expand our business will be enhanced by the development of additional technologies in such fields as emission controls, residue disposal, alternative waste treatment processes, gasification, and combustion controls. We have advanced our research and development efforts in these areas, and have developed and have patents pending for major advances in controlling nitrogen oxide ("NOx") emissions and have a patent for a proprietary process to improve the handling of the residue from our energy-from-waste facilities. We have also entered into various agreements with multiple partners to invest in the development, testing or licensing of new technologies related to the transformation of waste materials into renewable fuels or the generation of energy, as well as improved environmental performance.
- Advocate for public policy favorable to energy-from-waste. We seek to educate policymakers and regulators about the environmental and economic benefits of energy-from-waste and advocate for policies and regulations that appropriately reflect these benefits. Energy-from-waste is a highly regulated business, and as such we believe that it is critically important for us, as an industry leader, to play an active role in the debates surrounding potential policy developments that could impact our business.
- Allocate capital efficiently. We plan to allocate capital to maximize stockholder value by: investing in our existing businesses to maintain and enhance assets; effecting organic growth; investing in high value core business development projects and strategic acquisitions when available; and by returning surplus capital to our stockholders.

Factors Affecting Business Conditions and Financial Results

Economic - The economic slowdown reduced demand for goods and services generally, which reduced overall volumes of waste requiring disposal and the pricing at which we can attract waste to fill available capacity. We receive the majority of our revenue under short- and long-term contracts, with little or no exposure to price volatility, but with adjustments intended to reflect changes in our costs. Where our revenue is received under other arrangements and depending upon the revenue source, we have varying amounts of exposure to price volatility.

The largest component of our revenue is waste revenue, which has generally been subject to less price volatility than our revenue derived from the sale of energy and metals. Waste markets tend to be affected by local and regional economic activity. The downturn in economic activity has reduced waste generation rates in the northeast United States which subsequently caused market waste disposal prices to decline modestly.

Furthermore, global demand and pricing of certain commodities, such as the scrap metals we recycle from our energy-from-waste facilities have also been materially affected by economic activity in recent years. Metal markets tend to be affected by national and global economic activity. Pricing for recycled metals reached historically high levels in 2008, and declined significantly in 2009 due to the downturn in economic activity. During 2010 through the first quarter of 2012, pricing for recycled metals recovered from the economically deflated rates in 2009. Market pricing for recycled metals has declined during the second and third quarter of 2012.

At the same time, the declines in United States natural gas prices have pushed electricity and steam pricing generally lower, which causes lower revenue for the portion of the energy we sell which is not under fixed-price contracts. Energy markets tend to be affected by regional and national economic activity and regulations. Natural gas is a commodity with limited storage capacity. As such market prices move based on fundamental supply and demand. The

decline in natural gas prices in 2011 and the first half of 2012 was attributed to increased supply related to significant increase in shale gas drilling and reduced demand related to generally mild winter weather conditions and the continued sluggish economy. Recently, prices have rebounded modestly due to reduction in drilling and higher demand related to weather conditions and switching from coal and other fuels to natural gas.

At certain of our biomass facilities, lower energy prices combined with higher fuel prices have caused us to economically dispatch operations where continued operations are not currently profitable. We will continue to consider this practice until we experience increased energy revenue, or decreased fuel costs or both.

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The downturn in economic activity has also affected many municipalities and public authorities, some of which are our customers. Many local and central governments are seeking to reduce expenses in order to address declining tax revenues. We work closely with these municipal customers, with many of whom we have shared a long-term relationship, to effectively counter some of these economic challenges.

Market Pricing for Waste, Energy and Metal - Global and regional economic activity, as well as technological advances, regulations and a variety of other factors, will affect market supply and demand and therefore prices for waste disposal services, energy (including electricity and steam) and other commodities such as ferrous and non-ferrous metals. As market prices for waste disposal, electricity, steam and recycled metal rise it benefits our existing business as well as our prospects for growth through expansions or new development. Conversely, market price declines for these services and commodities will adversely affect both our existing business and growth prospects.

Seasonal - Our quarterly operating income within the same fiscal year typically differs substantially due to seasonal factors, primarily as a result of the timing of scheduled plant maintenance. We typically conduct scheduled maintenance periodically each year, which requires that individual boiler and/or turbine units temporarily cease operations. During these scheduled maintenance periods, we incur material repair and maintenance expenses and receive less revenue until the boiler and/or turbine units resume operations. This scheduled maintenance typically occurs during periods of off-peak electric demand and/or lower waste volumes, which are our first, second and fourth fiscal quarters. The first half of the year scheduled maintenance period is typically the most extensive. The third quarter scheduled maintenance period is typically the least extensive. Given these factors, we typically experience our lowest operating income from our projects during our first half of each year.

In addition, at certain of our project subsidiaries, distributions of excess earnings (above and beyond monthly operation and maintenance service payments) are subject to periodic tests of project debt service coverage or requirements to maintain minimum working capital balances. While these distributions occur throughout the year based upon the specific terms of the relevant project debt arrangements, they are typically highest in the fourth quarter. Our net cash provided by operating activities exhibits seasonal fluctuations as a result of the timing of these distributions, including a benefit in the fourth quarter compared to the first nine months of the year.

Performance - We have historically performed our operating obligations without experiencing material unexpected service interruptions or incurring material increases in costs. In addition, with respect to many of our contracts, we generally have limited our exposure for risks not within our control. For additional information about such risks and damages that we may owe for unexcused operating performance failures, see Item 1A. Risk Factors included in our Form 10-K. In monitoring and assessing the ongoing operating and financial performance of our businesses, we focus on certain key factors: tons of waste processed, electricity and steam sold, and boiler availability.

Our ability to meet or exceed historical levels of performance at projects, and our general financial performance, is affected by the following:

- Seasonal or long-term changes in market prices for waste, energy, or ferrous and non-ferrous metals for projects where we sell into those markets;
- Seasonal or geographic changes in the price and availability of wood waste as fuel for our biomass facilities;
- Seasonal, geographic and other variations in the heat content of waste processed, and thereby the amount of waste that can be processed by an energy-from-waste facility;
- Our ability to avoid unexpected increases in operating and maintenance costs while ensuring that adequate facility maintenance is conducted so that historic levels of operating performance can be sustained;
- Contract counterparties' ability to fulfill their obligations, including the ability of our various municipal customers to supply waste in contractually committed amounts, and the availability of alternate or additional sources of waste if excess processing capacity exists at our facilities; and
- The availability and adequacy of insurance to cover losses from business interruption in the event of casualty or other insured events.

General financial performance at our international projects is also affected by the financial condition and creditworthiness of our international customers and partners, fluctuations in the value of the domestic currency against

the value of the U.S. dollar, and political risks inherent to the international business.

Business Segment

We have one reportable segment which is Americas and is comprised of waste and energy services operations primarily in the United States and Canada.

The Americas segment is comprised primarily of energy-from-waste projects. Our energy-from-waste projects generate revenue from three main sources: (1) fees charged for operating projects or processing waste received, (2) the sale of electricity and/or steam, and (3) the sale of ferrous and non-ferrous metals that are recycled as part of the energy-from-waste process. We may also generate additional revenue from the construction or expansion of a facility when a municipal client owns the facility. Our customers for waste disposal or facility operations are principally municipal entities, though we also market disposal capacity at certain

facilities to commercial and special waste customers. Our facilities sell energy primarily to utilities at contracted rates or, in situations where a contract is not in place, at prevailing market rates in regional markets (primarily PJM, NEPOOL and NYISO in the Northeastern United States).

We also operate, and in some cases have ownership interests in, transfer stations and landfills which generate revenue from ash disposal fees or operating fees. In addition, we own, and in some cases operate, other renewable energy projects in the Americas segment which generate electricity from wood waste (biomass) and hydroelectric resources. The electricity from these other renewable energy projects is sold to utilities under contracts or into the regional power pool at short-term rates. For these projects, we receive revenue from sales of energy, capacity and/or cash from equity distributions and additional value from the sale of renewable energy credits.

Contract Structures

We currently operate energy-from-waste projects in 16 states and one Canadian province, and are constructing an energy-from-waste project in a second Canadian province. Most of our energy-from-waste projects were developed and structured contractually as part of competitive procurement processes conducted by municipal entities. As a result, many of these projects have common features. However, each service agreement is different reflecting the specific needs and concerns of a client community, applicable regulatory requirements and other factors. The following describes features generally common to these agreements, as well as important distinctions among them:

- We design the facility, help to arrange for financing and then we either construct and equip the facility on a fixed price and schedule basis, or we undertake an alternative role, such as construction management, if our municipal client so desires.
- Our projects were generally financed at construction with project debt in the form of tax-exempt municipal bonds issued by a sponsoring municipality, which generally mature at the same time the initial term of our service contract expires and are repaid over time based on set amortization schedules. At Tip Fee facilities, our project subsidiary is responsible for meeting any debt service or lease payment obligations out of the revenue generated by the facility. At Service Fee projects that we own and where project debt is in place, a portion of our monthly fee from the municipal client is dedicated, dollar-for-dollar, to project debt service. For these facilities, the bond proceeds are loaned to us to pay for facility construction and to fund a debt service reserve for the project, which is generally sufficient to pay principal and interest for one year. Project-related debt is included as “project debt” and the debt service reserves are included as “restricted funds held in trust” in our condensed consolidated financial statements. Generally, project debt is secured by the project’s revenue, contracts and other assets of our project subsidiary. When the service contract expires and the debt is paid off, the project owner (either Covanta or the municipal entity) will determine the form of any new contractual arrangements. We are not responsible for debt service for projects that we neither own nor lease.
- Following construction and during operations, we receive revenue from two primary sources: fees we receive for operating and maintaining projects or for processing waste received, and payments we receive for electricity and/or steam we sell.
- We agree to operate the facility and meet minimum waste processing capacity and efficiency standards, energy production levels and environmental standards. Failure to meet these requirements or satisfy the other material terms of our agreement (unless the failure is caused by our client community or by events beyond our control), may result in damages charged to us or, if the breach is substantial, continuing and unremedied, termination of the applicable agreement. These damages could include amounts sufficient to repay project debt (as reduced by amounts held in trust and/or proceeds from sales of facilities securing project debt) and as such, these contingent obligations cannot readily be quantified. We have issued performance guarantees to our client communities and, in some cases other parties, which guarantee that our project subsidiaries will perform in accordance with contractual terms including, where required, the payment of such damages. If one or more contracts were terminated for our default, these contractual damages may be material to our cash flow and financial condition. To date, we have not incurred material liabilities under such performance guarantees.
- The client community generally must deliver minimum quantities of municipal solid waste to the facility on a put-or-pay basis and is obligated to pay a fee for its disposal. A put-or-pay commitment means that the client community promises to deliver a stated quantity of waste and pay an agreed amount for its disposal, regardless of

whether the full amount of waste is actually delivered. Client communities have consistently met their commitment to deliver the stated quantity of waste. Where a Service Fee structure exists, portions of the service fee escalate to reflect indices for inflation, and in many cases, the client community must also pay for other costs, such as insurance, taxes, and transportation and disposal of the ash residue to the disposal site. Generally, expenses resulting from the delivery of unacceptable and hazardous waste on the site are also borne by the client community. In addition, the contracts generally require the client community to pay increased expenses and capital costs resulting from unforeseen circumstances, subject to specified limits. At three publicly-owned facilities we operate, our client community may terminate the operating contract under limited circumstances without cause.

- Our financial returns are expected to be stable if we do not incur material unexpected operation and maintenance costs or other expenses. In addition, most of our energy-from-waste project contracts are structured so that contract counterparties generally bear, or share in, the costs associated with events or circumstances not within our control, such as uninsured force majeure events and changes in legal requirements. The stability of our revenues and returns could be affected by our ability

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to continue to enforce these obligations. Also, at some of our energy-from-waste facilities, commodity price risk is mitigated by passing through commodity costs to contract counterparties. With respect to our other renewable energy projects, such structural features generally do not exist because either we operate and maintain such facilities for our own account or we do so on a cost-plus basis rather than a fixed-fee basis.

- We receive the majority of our revenue under short- and long-term contracts, with little or no exposure to price volatility, but with adjustments intended to reflect changes in our costs. Where our revenue is received under other arrangements and depending upon the revenue source, we have varying amounts of exposure to price volatility. The largest component of our revenue is waste revenue, which has generally been subject to less price volatility than our revenue derived from the sale of energy and metals. At some of our renewable energy projects, our operating subsidiaries purchase fuel in the open markets which exposes us to fuel price risk.
- We generally sell the energy output from our projects to local utilities pursuant to long-term contracts. At several of our energy-from-waste projects, we sell energy output under short-term contracts or on a spot-basis to our customers.

Contracted and Merchant Capacity

Our service and waste disposal agreements, as well as our energy contracts, expire at various times. The extent to which any such expiration will affect us will depend upon a variety of factors, including whether we own the project, market conditions then prevailing, and whether the municipal client exercises options it may have to extend the contract term. As our contracts expire, we will become subject to greater market risk in maintaining and enhancing our revenues. As service agreements at municipally-owned facilities expire, we intend to seek to enter into renewal or replacement contracts to operate such facilities. We will also seek to bid competitively in the market for additional contracts to operate other facilities as similar contracts of other vendors expire. As our service and waste disposal agreements at facilities we own or lease expire, we intend to seek replacement or additional contracts, and because project debt on these facilities will be paid off at such time, we expect to be able to offer rates that will attract sufficient quantities of waste while providing acceptable revenues to us. At facilities we own, the expiration of existing energy contracts will require us to sell our output either into the local electricity grid at prevailing rates or pursuant to new contracts.

To date, we have been successful in extending a majority of our existing contracts to operate energy-from-waste facilities owned by municipal clients where market conditions and other factors make it attractive for both us and our municipal clients to do so. See the Growth and Development discussion below for additional information. The extent to which additional extensions will be attractive to us and to our municipal clients who own their projects will depend upon the market and other factors noted above. However, we do not believe that either our success or lack of success in entering into additional negotiated extensions to operate such facilities will have a material impact on our overall cash flow and profitability for the next several years.

As we seek to enter into extended or new contracts, we expect that medium- and long-term contracts for waste supply, at least for a substantial portion of facility capacity, will be available on acceptable terms in the marketplace. We also expect that medium- and long-term contracts for sales of electricity will be less available than in the past, while medium- and long-term contracts for sales of other energy products may be more attainable. As a result, following the expiration of these long-term contracts, we expect to have on a relative basis more exposure to market risk, and therefore revenue fluctuations, in energy markets than in waste markets. We have entered into contractual arrangements in order to mitigate our exposure to revenue fluctuations in energy markets through a variety of hedging techniques, and we expect to continue to do so in the future. Our efforts in this regard will involve only mitigation of price volatility for the energy we produce, and will not involve speculative energy trading.

In conjunction with our energy-from-waste business, we also own and/or operate 13 transfer stations and four ash landfills in the northeastern United States, which we utilize to supplement and manage more efficiently the fuel and ash disposal requirements at our energy-from-waste operations. We provide waste procurement services to our waste disposal and transfer facilities which have available capacity to receive waste. With these services, we seek to maximize our revenue and ensure that our energy-from-waste facilities are being utilized most efficiently, taking into account maintenance schedules and operating restrictions that may exist from time to time at each facility. We also provide management and marketing of ferrous and non-ferrous metals recovered from energy-from-waste operations,

as well as services related to non-hazardous special waste destruction and ash residue management for our energy-from-waste projects.

Growth and Development

We intend to grow our business through expanding the capabilities of our existing business, and adding new projects through development and/or acquisition, all with the goal of maximizing long-term stockholder return. Our growth opportunities include: organic growth, new energy-from-waste and other renewable energy projects, existing project expansions, acquisitions, and businesses ancillary to our existing business, such as additional waste transfer, transportation, processing, recovery and disposal businesses. We also intend to maintain a focus on research and development of technologies that we believe will enhance our competitive position, and offer new technical solutions to waste and energy problems that augment and complement our business.

We will effect organic growth through adding or extending waste and service contracts, seeking incremental revenue opportunities by investing in and enhancing the capabilities of our existing assets, deploying new or improved technologies targeted at increasing revenue or reducing costs in areas such as metals recovery, and expanding our customer base and service offerings.

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We also have extensive experience in developing, constructing, operating, acquiring and integrating waste and energy services businesses. We intend to continue our efforts on pursuing acquisition-based growth in the United States, Canada, and the United Kingdom. As of September 30, 2012, we had $51 million of capitalized costs related to such development efforts. We will also continue to pursue growth through development opportunities in the same markets, where the demand, regulatory environment or other factors encourage technologies such as energy-from-waste to reduce dependence on landfilling for waste disposal and fossil fuels for energy production.

We have a project development pipeline and continue to pursue several billion dollars worth of energy-from-waste opportunities. However, there is substantial time and uncertainty involved in the bidding and permitting process for each project opportunity. If, and when, these development efforts are successful, we plan to invest in these projects to achieve an attractive return on capital particularly when leveraged with project debt which we intend to utilize for all of our development projects.

BUSINESS DEVELOPMENT, LONG-TERM CONTRACTS AND ORGANIC GROWTH

Alexandria/Arlington County Energy-from-Waste Facility

In February 2012, we entered into a new tip fee contract with the City of Alexandria and Arlington County to provide for continued waste supply to our Alexandria EfW facility through 2025. This contract represents approximately 15% of the capacity at our Alexandria EfW facility. Both parties have the option to terminate the agreement in 2019. The agreement also provides the City of Alexandria and Arlington County with the option to extend the agreement to 2038.

Braintree Transfer Station

In March 2012, we began a major renovation project to increase recycling capacity at the Braintree transfer station located near our Southeast Massachusetts EfW facility. The project is expected to be completed by the end of 2012. The town of Braintree extended the site lease agreement with the facility to 2030.

Essex Energy-from-Waste Facility

In the third quarter 2012, our wholly-owned subsidiary Covanta Essex Company, the Port Authority of New York and New Jersey (“Port Authority”) and the New York City Department of Sanitation (“DSNY”) entered into a series of significant agreements relating to our Essex, New Jersey energy-from-waste facility. Among these, we entered into supplements to the service agreement and lease with the Port Authority, which will go into effect on January 1, 2013, and which convert the service agreement into a tip fee arrangement through 2032 and extend the lease (with renewal options) through 2052. DSNY will continue to utilize about half of the facility's disposal capacity under a new 20 year contract with the Port Authority.

We are planning significant operational improvements, at a cost estimated to be between approximately $75 to $100 million, for the Essex EfW facility, including a state-of-the-art particulate emissions control system and a new recycling system for ferrous and non-ferrous metals. We are working closely with the New Jersey Department of Environmental Protection on all necessary permits and will install the state-of-the-art air filtration system, called a baghouse, on each of the Essex facility's three combustion units. Construction is expected to commence in 2014 and be completed by 2016. The facility's environmental performance is currently compliant with all environmental permits and will be further improved with the baghouse installation.

Long Island, New York Energy Agreements

In the third quarter 2012, we entered into power purchase agreements with the Long Island Power Authority ("LIPA") for the sale of electric power from our Hempstead, Huntington, and Babylon energy-from-waste facilities, and the client community entered into a power purchase agreement with LIPA for the sale of electric power from the MacArthur energy-from-waste facility. The agreements are retroactive to April 1, 2012 and have an initial term of five years with two, five-year renewal terms at seller's option. At Hempstead, revenue under the LIPA agreement is for our account. At Huntington and Babylon, which each have service fee (owned) structures, most of the revenue from their respective LIPA agreements will be retained by the client communities for the duration of their respective service agreements, both expiring in 2019. At MacArthur, a publicly-owned facility at which we have a service fee

(operated) structure, most of the revenue under the LIPA agreement will be retained by the client community indefinitely.

Montgomery County Energy-from-Waste Facility

In the first quarter 2012, we extended the service agreement to operate the Montgomery County EfW facility and Derwood transfer station, both publicly owned, from 2016 to 2021 on substantially the same terms as in the existing agreement.

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Niagara Energy-from-Waste Facility

During the first quarter of 2012, we extended a steam sale contract from 2013 to 2021 for our Niagara EfW facility. This contract combined with new and extended contracts entered in 2011 will increase the steam demand from our customer base and will require us to invest in capital expenditures in 2012 and 2013 to install a new natural gas package boiler and steam line to connect to our new customers.

Springfield Energy-from-Waste Facility

In April 2012, we extended the service fee agreement with the City of Springfield for our Springfield EfW facility from 2014 to 2024. This contract represents about one-third of the capacity at our Springfield EfW facility. The agreement also includes an amendment to our contract relating to the ash landfill that is directly adjacent to the facility which will support our plan to build and operate a new metal recovery and recycling facility at the ash landfill.

Stanislaus Energy-from-Waste Facility

In June 2012, we amended and extended our service fee agreement with the City of Modesto and the County of Stanislaus, California. The contract was amended to a tip fee agreement under which the City of Modesto and the County of Stanislaus will continue to supply nearly all the facility's waste through 2027.

Tulsa Energy-from-Waste Facility

In June 2012, we extended a tip fee agreement for our Tulsa EfW facility with the City of Tulsa, Oklahoma from 2012 to 2022. The City of Tulsa will supply approximately one third of the facility's waste.

Organic Growth Investments

During the nine months ended September 30, 2012, we invested approximately $18 million in various organic growth initiatives, including by enhancing the capabilities of our existing assets, deploying new or improved technologies targeted at increasing revenue and expanding our customer base and service offerings.

ASSETS HELD FOR SALE AND DISPOSITIONS

In 2010, we adopted a plan to sell our interests in certain fossil fuel independent power production facilities in the Philippines, India, and Bangladesh. During 2011, we sold the majority of those assets and in April 2012, we completed the sale of our interest in a barge-mounted 126 MW (gross) diesel/natural gas-fired electric power generation facility located near Haripur, Bangladesh, the last of the four Asia fossil fuel independent power production (“IPP”) assets designated as assets held for sale. We have realized total net proceeds of approximately $268 million, net of transaction costs, for the sale of these four IPP assets.

The assets and liabilities associated with these businesses are presented in our condensed consolidated balance sheets as “Current Assets Held for Sale” and “Current Liabilities Held for Sale.” The results of operations of these businesses are included in the condensed consolidated statements of income as “Income from discontinued operations, net of tax.” The cash flows of these businesses are also presented separately in our condensed consolidated statements of cash flows.

OTHER

Hartford Energy-from-Waste Facility

On May 31, 2012, our contract with the Connecticut Resource Recovery Authority expired under which we operated only the boilers and turbines for the Hartford EfW facility. The effect of the loss of revenues and related expenses from this contract is not material to our condensed consolidated financial statements.

China Energy-from-Waste Facilities

We own a 40% equity interest in Chongqing Sanfeng Covanta Environmental Industry Co., Ltd. (“Sanfeng”). During the three months ended June 30, 2012, Sanfeng sold its existing 32% interest in the Fuzhou EfW project in China. Equity in net income from unconsolidated investments includes a $2 million gain for our equity interest in the sale of Sanfeng's interest in the Fuzhou EfW project. In a related transaction, Sanfeng increased its ownership interest in the Tongxing EfW facility in China from 25% to 40%.

RESULTS OF OPERATIONS

The comparability of the information provided below with respect to our revenues, expenses and certain other items for the periods presented was affected by several factors. As outlined above under Overview — Growth and Development, our business development initiatives resulted in various additional projects which increased comparative revenues and expenses. These factors must be taken into account in developing meaningful comparisons between the periods compared below.

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RESULTS OF OPERATIONS — Three and Nine Months Ended September 30, 2012 vs. Three and Nine Months Ended September 30, 2011

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,		Variance Increase (Decrease)	
	2012	2011	2012	2011	Three Month	Nine Month
	(Unaudited, in millions, except per share amounts)					
CONSOLIDATED RESULTS OF OPERATIONS:						
Total operating revenues	$412	$432	$1,214	$1,220	$(20)	$(6)
Total operating expenses	331	345	1,074	1,082	(14)	(8)
Operating income	81	87	140	138	(6)	2
Other income (expense):						
Interest income	—	1	—	1	(1)	(1)
Interest expense	(25)	(16)	(67)	(50)	9	17
Non-cash convertible debt related expense	(6)	(9)	(19)	(20)	(3)	(1)
Loss on extinguishment of debt	—	(1)	(2)	(1)	(1)	1
Other (expense) income, net	—	(10)	3	(13)	(10)	(16)
Total other expenses	(31)	(35)	(85)	(83)	(4)	2
Income from continuing operations before income tax expense and equity in net income from unconsolidated investments	50	52	55	55	(2)	—
Income tax expense	(27)	(2)	(30)	(3)	25	27
Equity in net income from unconsolidated investments	4	1	10	3	3	7
Income from continuing operations	27	51	35	55	(24)	(20)
(Loss) income from discontinued operations, net of income tax expense of $0, $0, $1 and $3, respectively	—	(7)	(2)	144	7	(146)
NET INCOME	27	44	33	199	(17)	(166)
Less: Net income from continuing operations attributable to noncontrolling interests in subsidiaries	(1)	(2)	(1)	(3)	1	2
Less: Net income from discontinued operations attributable to noncontrolling interests in subsidiaries	—	—	—	(3)	—	3
Total net income attributable to noncontrolling interests in subsidiaries	(1)	(2)	(1)	(6)	1	5
NET INCOME ATTRIBUTABLE TO COVANTA HOLDING CORPORATION	$26	$42	$32	$193	(16)	(161)
Amounts Attributable to Covanta Holding Corporation stockholders':						
Continuing operations	$26	$49	$34	$52	(23)	(18)

Discontinued operations	—	(7)	(2)	141	7	(143)
Covanta Holding Corporation	$26	$42	$32	$193	(16)	(161)
Earnings Per Share Attributable to Covanta Holding Corporation stockholders':						
Basic:						
Continuing operations	$0.20	$0.35	$0.25	$0.37	(0.15)	(0.12)
Discontinued operations	—	(0.05)	(0.01)	0.98	0.05	(0.99)
Covanta Holding Corporation	$0.20	$0.30	$0.24	$1.35	(0.10)	(1.11)
Weighted Average Shares	131	139	133	143	(8)	(10)

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	For the Three Months Ended September 30,		For the Nine Months Ended September 30,		Variance Increase (Decrease)	
	2012	2011	2012	2011	Three Month	Nine Month
	(Unaudited, in millions, except per share amounts)					
Diluted:						
Continuing operations	$0.19	$0.35	$0.25	$0.36	$(0.16)	$(0.11)
Discontinued operations	—	(0.05)	(0.01)	0.98	0.05	(0.99)
Covanta Holding Corporation	$0.19	$0.30	$0.24	$1.34	(0.11)	(1.10)
Weighted Average Shares	132	140	134	144	(8)	(10)
Cash Dividend Declared Per Share	$0.15	$0.075	$0.45	$0.225	0.075	0.225
Adjusted Earnings Per Share – Non-GAAP: (A)	$0.25	$0.25	$0.32	$0.27	—	0.05

(A) See Supplementary Financial Information — Adjusted Earnings Per Share (Non-GAAP Discussion)

The following general discussions should be read in conjunction with the above table, the condensed consolidated financial statements, the notes to the condensed consolidated financial statements and other financial information appearing and referred to elsewhere in this report. Additional detail relating to changes in operating revenues and operating expenses, and the quantification of specific factors affecting or causing such changes, is provided in the segment discussion below.

Consolidated Results of Operations — Comparison of Results for the Three and Nine Months Ended September 30, 2012 vs. Results for the Three and Nine Months Ended September 30, 2011

Operating revenues decreased by $20 million for the three month comparative period due to lower construction revenues, waste contract transitions including the expiration of the Hartford operating contract, lower revenues earned explicitly to service project debt, lower metals pricing and lower tip fee volume, offset by increased electricity and steam sales related to retroactive contract pricing. Operating revenues decreased by $6 million for the nine month comparative period primarily due to waste contract transitions including the expiration of the Hartford operating contract, lower revenues earned explicitly to service project debt, the impact of lower electricity and steam sales due to lower pricing, lower production at our biomass facilities and lower tip fee volume, partially offset by higher EfW energy production. These decreases for both the three and nine month comparative periods were partially offset by higher special waste revenues due to organic growth initiatives and increased revenue from service fee contract escalations.

Operating expenses decreased by $14 million and $8 million for the three and nine month comparative periods, respectively. Operating expenses for the three and nine months ended September 30, 2012 include the following (in millions):

Americas:	
Write-off of intangible liability (Net write-offs)[1]	$(29)
Write-off of renewable fuels project (Net write-offs) [2]	16
Total Americas:	$(13)
All Other:	
Development costs (Net write-offs) [3]	$11
Additional loss reserves related to our insurance subsidiaries (Other operating expenses) [4]	7
Total Other:	$18
	$5

(1) During the three months ended September 30, 2012, our service contract for the Essex EfW facility was amended and we recorded a non-cash write-off of an intangible liability of $29 million related to the below-market service

contract which was recorded at fair value upon acquisition of the facility. For additional information, see Business Development and Organic Growth discussion above.

(2) During the three months ended September 30, 2012, we suspended construction of a facility that transformed waste materials into renewable liquid fuels. We recorded a non-cash write-off of $16 million representing the capitalized costs related to this project.

(3) During the three months ended September 30, 2012, we recorded a non-cash write-off of $11 million comprised of capitalized development costs and land related to a development project which we ceased to pursue in the United Kingdom.

(4) During the three months ended September 30, 2012, we transitioned our remaining insurance business to run-off and recorded additional losses and reserve increases of $7 million primarily relating to adverse loss development.

See For additional information, see Item 1. Financial Statements — Note 8. Supplementary Information of the Notes.

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Excluding the items noted above, operating expenses decreased by $19 million and $13 million for the three and nine month comparative periods, respectively, primarily due to lower construction expenses, organic growth initiatives including various operational improvements and and the expiration of the Hartford operating contract, partially offset by timing of scheduled maintenance activities, normal cost escalations and lower alternative fuel tax credits.
Operating income decreased by $6 million and increased by $2 million for the three and nine month comparative periods, respectively, for the factors noted above. The benefit of higher energy revenue related to retroactive contract pricing, improved profitability on construction and our organic growth initiatives were more than offset by lower metals prices, waste contract transitions, increased maintenance expense due to timing, slightly lower energy production and a reduction in debt service pass through revenue.
Interest expense increased by $9 million and $17 million for the three and nine month comparative periods, respectively, primarily due to the issuance of the 6.375% Senior Notes which were issued in March 2012, offset by lower interest expense for the 1.00% Senior Convertible Debentures, the majority of which were tendered during the second half of 2011.
For the nine months ended September 30, 2012, we recognized a loss on extinguishment of debt of approximately $2 million, pre-tax, as a result of the refinancing, which was comprised of the write-off of deferred financing costs in connection with previously existing financing arrangements. For additional information, see Liquidity and Capital Resources below.
For the nine months ended September 30, 2011, other (expense) income, net included a $15 million expense for a liability to pre-petition claimants. See Item 1. Financial Statements — Note 7. Income Taxes of the Notes for additional information related to the liability to pre-petition claimants.
The income tax expense increased for the nine month comparative period, which was reflective of the increase in the overall effective tax rate from continuing operations. We currently estimate our annual effective tax rate for the year ending December 31, 2012 to be approximately 49.4%. We review the annual effective tax rate on a quarterly basis as projections are revised and laws are enacted. The effective income tax rate was 54.8% and 6.0% for the nine months ended September 30, 2012 and 2011, respectively. The increase in the effective tax rate was primarily due to the impact in 2012 of a write-off of capitalized development costs related to a project which we ceased to pursue in the United Kingdom, and in 2011 from the reversal of uncertain tax positions at September 30, 2011. For additional information, see Item 1. Financial Statements — Note 7. Income Taxes and Note 8. Supplementary Information.
For information on dividends declared to stockholders and share repurchases, see Liquidity and Capital Resources below.
Americas Segment Results of Operations — Comparison of Results for the Three and Nine Months Ended September 30, 2012 vs. Results for the Three and Nine Months Ended September 30, 2011

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,		Variance Increase (Decrease)	
	2012	2011	2012	2011	Three Month	Nine Month
	(Unaudited, in millions)					
Waste and service revenues (excluding recycled metals revenues)	$246	$252	$745	$744	$(6)	$1
Recycled metals revenues	17	20	55	55	(3)	—
Electricity and steam sales	109	103	276	283	6	(7)
Other operating revenues	30	46	107	106	(16)	1
Total operating revenues	402	421	1,183	1,188	(19)	(5)
Plant operating expenses	218	214	712	719	4	(7)
Other operating expenses	21	41	86	93	(20)	(7)
General and administrative expenses	18	17	58	54	1	4
Depreciation and amortization expense	46	48	143	141	(2)	2

Net interest expense on project debt	7	8	21	24	(1)	(3)
Net write-offs	(13)	—	(13)	—	(13)	(13)
Total operating expenses	297	328	1,007	1,031	(31)	(24)
Operating income	$105	$93	$176	$157	12	19

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Operating Revenues

Operating revenues for the Americas segment decreased by $19 million and $5 million for the three and nine month comparative periods, respectively.

- Waste and service revenues, excluding recycled metals revenues, decreased by $6 million for the three month comparative period primarily due to waste contract transitions including the expiration of the Hartford operating contract, lower revenues earned explicitly to service project debt and lower tip fee volume, partially offset by higher special waste revenue and increases in service fee contract escalations. Waste and service revenues, excluding recycled metals revenues, increased by $1 million for the nine month comparative period primarily due to increases in service fee contract escalations and higher special waste revenue, offset by waste contract transitions including the expiration of the Hartford operating contract, lower revenues earned explicitly to service project debt and lower tip fee volume.
- Recycled metals revenues decreased by $3 million for the three month comparative period primarily due to lower pricing. Recycled metal revenues were flat for the nine month comparative period due to lower pricing offset by the organic growth initiatives that increased the quantity and quality of metal recovered at various facilities.

	For the Quarters Ended			
Recycled Metal Revenues (in millions)	2012	2011	2010	2009
March 31,	$20	$17	$13	$5
June 30,	18	18	15	6
September 30,	17	20	13	9
December 31,	—	19	14	9
Total for the Year Ended December 31,	N/A	$74	$55	$29

- Electricity and steam sales increased by $6 million for the three month comparative period primarily due to retroactive contract pricing on our recently executed LIPA contract and energy revenue related to our biomass facilities from a retroactive price adjustment from achieving annual production thresholds at several of our facilities, partially offset by lower production, lower pricing and loss of California Energy Credits. Electricity and steam sales decreased by $7 million for the nine month comparative period due to lower EfW price and lower energy revenue related to our biomass facilities, primarily from lower production, lower pricing and loss of California Energy Credits, partially offset by higher production at our EfW facilities.
- Other operating revenues decreased primarily due to lower construction revenue for the three month comparative period.

Operating Expenses

Plant operating expenses increased by $4 million for the three month comparative period primarily due to timing of scheduled maintenance activities, normal cost escalations and lower alternative fuel tax credits, partially offset by the expiration of the Hartford contract and the benefits from various operational improvements. Plant operating expenses decreased by $7 million for the nine month comparative period primarily due to the expiration of the Hartford contract, and benefits from various operational improvements, partially offset by normal cost escalations, and lower alternative fuel tax credits.

Other operating expenses decreased by $20 million and $7 million for the three and nine month comparative periods, respectively, primarily due to lower construction expense.

Net write-offs were $13 million for both the three and nine months ended September 30, 2012. See the net write-offs discussion in the Consolidated Results of Operations — Comparison of Results above.

Operating Income

Operating income increased by $12 million for the three month comparative period primarily due to benefits from various operational improvements, improved profitability on construction and the net write-offs. Operating income increased by $19 million for the nine month comparative period primarily due to net write-offs, benefits from various operational improvements, higher EfW energy production, and improved profitability on construction, partially offset

by lower EfW energy pricing, the impact of the biomass facilities, lower alternative fuel tax credits, and lower debt service pass through revenue.

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Supplementary Financial Information — Adjusted Earnings Per Share ("Adjusted EPS") (Non-GAAP Discussion)

We use a number of different financial measures, both United States generally accepted accounting principles ("GAAP") and non-GAAP, in assessing the overall performance of our business. To supplement our results prepared in accordance with GAAP, we use the measure of Adjusted EPS, which is a non-GAAP financial measure as defined by the Securities and Exchange Commission ("SEC"). The non-GAAP financial measure of Adjusted EPS is not intended as a substitute or as an alternative to diluted earnings (loss) per share as an indicator of our performance or any other measure of performance derived in accordance with GAAP. In addition, our non-GAAP financial measures may be different from non-GAAP financial measures used by other companies, limiting their usefulness for comparison purposes.

Adjusted EPS excludes certain income and expense items that are not representative of our ongoing business and operations, which are included in the calculation of diluted earnings per share in accordance with GAAP. The following items are not all-inclusive, but are examples of reconciling items in prior comparative and future periods. They would include the results of operations of our insurance subsidiaries, write-offs of assets and liabilities, the effect of derivative instruments not designated as hedging instruments, significant gains or losses from the disposition or restructuring of businesses, gains and losses on assets held for sale, transaction-related costs, income and loss on the extinguishment of debt and other significant items that would not be representative of our ongoing business.

We use the non-GAAP financial measure of Adjusted EPS to enhance the usefulness of our financial information by providing a measure which management internally uses to assess and evaluate the overall performance and highlight trends in the ongoing business.

In order to provide a meaningful basis for comparison, we are providing information with respect to our Adjusted EPS for the three and nine months ended September 30, 2012 and 2011, respectively, reconciled for each such period to diluted loss per share from continuing operations, which is believed to be the most directly comparable measure under GAAP (in millions, except per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Diluted Earnings Per Share from Continuing Operations	$0.19	$0.35	$0.25	$0.36
Reconciling Items (A)	0.06	(0.10)	0.07	(0.09)
Adjusted EPS	$0.25	$0.25	$0.32	$0.27

(A) Additional information is provided in the Reconciling Items table below.

	Three Months Ended September 30,		Nine Months Ended September 30,	
Reconciling Items	2012	2011	2012	2011
Operating loss related to insurance subsidiaries (A)	$8	$1	$9	$1
Write-off of intangible liability (B)	(29)	—	(29)	—
Write-off of renewable fuels project (C)	16	—	16	—
Development costs (D)	11	—	11	—
Loss on extinguishment of debt (E)	—	1	2	1
Effect on income of derivative instruments not designated as hedging instruments	(1)	1	(1)	—
Effect of foreign exchange gain on indebtedness(F)	—	(5)	(3)	(2)
Contractual liability to pre-petition creditors (G)	—	15	—	15
Other	—	(1)	1	(1)
Total reconciling items, pre-tax	5	12	6	14
Pro forma income tax impact (H)	3	(3)	2	(4)
Grantor trust activity	—	1	—	1
	—	(24)	—	(24)

Reversal of uncertain tax positions related to pre-emergence tax matters [G]				
Total reconciling items, net of tax	$8	$(14)	$8	$(13)
Diluted Earnings (Loss) Per Share Impact	$0.06	$(0.10)	$0.07	$(0.09)
Weighted Average Diluted Shares Outstanding	132	140	134	144

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(A) Represents operating losses for our insurance subsidiaries. During the three months ended September 30, 2012, we transitioned our remaining insurance business to run-off and recorded additional losses and reserve increases of $7 million primarily relating to adverse loss development.

(B) During the three months ended September 30, 2012, our service contract for the Essex EfW facility was amended and we recorded a non-cash write-off of an intangible liability of $(29) million related to the below-market service contract which was recorded at fair value upon acquisition of the facility. For additional information, see Business Development and Organic Growth discussion above.

(C) During the three months ended September 30, 2012, we suspended construction of a facility that transformed waste materials into renewable liquid fuels. We recorded a non-cash write-off of $16 million representing the capitalized costs related to this project.

(D) During the nine months ended September 30, 2012, we recorded a non-cash write-off of $11 million comprised of capitalized development costs and land related to a development project which we ceased to pursue in the United Kingdom.

(E) We recognized a loss on extinguishment of debt of approximately $2 million, pre-tax, as a result of the refinancing, which was comprised of the write-off of deferred financing costs in connection with previously existing financing arrangements. For additional information, see Liquidity and Capital Resources below.

(F) During the nine months ended September 30, 2012 and 2011, we recorded a foreign exchange (gain) loss related to intercompany loans, respectively.

(G) For additional information, see Item 8. Financial Statements and Supplementary Data of Covanta's Annual Report on Form 10-K for the year ended December 31, 2011.

(i) The expiration of the statute of limitations during the three months ended September 30, 2011, triggered a contractual liability to pay restricted funds to third party claimants and resulted in other non-operating expense of $15 million with no related income tax benefit. These payments related to tax liabilities set up in connection with Covanta Energy’s emergence from bankruptcy.

(ii) For the three months ended September 30, 2011, the income tax provision includes a $24 million benefit due to the reversal of uncertain tax positions, following the expiration of applicable statutes of limitations related to pre-emergence tax matters in the Covanta Energy Bankruptcy.

(H) We are presenting this proforma calculation of the income tax effect on all reconciling items for each period to illustrate the proforma impact on income tax expense and net income. The proforma income tax impact represents the tax provision amount related to the overall tax provision calculated without the reconciling items when compared to the tax provision reported under GAAP in the condensed consolidated statement of income.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
	(Unaudited)			
Effective Tax Rate (A)	54 %	5 %	55 %	6 %

(A) Our effective tax rate ("ETR") increased during the third quarter of 2012 as a result of the impact of a write-off of capitalized development costs related to a project which we ceased to pursue in the United Kingdom (see Note D above). This pre-tax expense does not result in an expected tax benefit and so this expense increases the ETR. In 2011, the ETR included the impact of the reversal of uncertain tax positions at September 30, 2011 (see Note G above). There is no tax benefit from the contractual liability to pre-petition creditors and as a result, this item had an impact on the effective tax rate in the third quarter of 2011.

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Supplementary Financial Information — Adjusted EBITDA (Non-GAAP Discussion)

To supplement our results prepared in accordance with GAAP, we use the measure of Adjusted EBITDA, which is a non-GAAP financial measure as defined by the SEC. This non-GAAP financial measure is described below, and is not intended as a substitute and should not be considered in isolation from measures of financial performance prepared in accordance with GAAP. In addition, our use of non-GAAP financial measures may be different from non-GAAP financial measures used by other companies, limiting their usefulness for comparison purposes. The presentation of Adjusted EBITDA is intended to enhance the usefulness of our financial information by providing a measure which management internally uses to assess and evaluate the overall performance of its business and those of possible acquisition candidates, and highlight trends in the overall business.

We use Adjusted EBITDA to provide further information that is useful to an understanding of the financial covenants contained in the credit facilities of our most significant subsidiary, Covanta Energy, and as additional ways of viewing aspects of its operations that, when viewed with the GAAP results and the accompanying reconciliations to corresponding GAAP financial measures, provide a more complete understanding of our core business. The calculation of Adjusted EBITDA is based on the definition in Covanta Energy's 2012 Credit Facilities (as defined and described below under Liquidity and Capital Resources), which we have guaranteed. Adjusted EBITDA is defined as earnings before interest, taxes, depreciation and amortization, as adjusted for additional items subtracted from or added to net income. Because our business is substantially comprised of that of Covanta Energy, our financial performance is substantially similar to that of Covanta Energy. For this reason, and in order to avoid use of multiple financial measures which are not all from the same entity, the calculation of Adjusted EBITDA and other financial measures presented herein are measured on a consolidated basis for continuing operations, less the results of operations of our insurance subsidiaries. Under the 2012 Credit Facilities, Covanta Energy is required to satisfy certain financial covenants, including certain ratios of which Adjusted EBITDA is an important component. Compliance with such financial covenants is expected to be the principal limiting factor which will affect our ability to engage in a broad range of activities in furtherance of our business, including making certain investments, acquiring businesses and incurring additional debt. Covanta Energy was in compliance with these covenants as of September 30, 2012. Failure to comply with such financial covenants could result in a default under the 2012 Credit Facilities, which default would have a material adverse affect on our financial condition and liquidity.

Adjusted EBITDA should not be considered as an alternative to net income or cash flow provided by operating activities as indicators of our performance or liquidity or any other measures of performance or liquidity derived in accordance with GAAP.

In order to provide a meaningful basis for comparison, we are providing information with respect to our Adjusted EBITDA for the three and nine months ended September 30, 2012 and 2011, respectively, reconciled for each such period to net income from continuing operations and cash flow provided by operating activities from continuing operations, which are believed to be the most directly comparable measures under GAAP.

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The following is a reconciliation of net income to Continuing Operations — Adjusted EBITDA (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Net Income Attributable to Covanta Holding Corporation — Continuing Operations	$26	$49	$34	$52
Operating loss related to insurance subsidiaries [(A)]	8	1	9	1
Depreciation and amortization expense	46	48	145	142
Debt service:				
Net interest expense on project debt	7	8	22	24
Interest expense	25	16	67	50
Non-cash convertible debt related expense	6	9	19	20
Interest income	—	(1)	—	(1)
Subtotal debt service	38	32	108	93
Income tax expense (adjusted in 2011 for reversal of uncertain tax positions related to pre-emergence tax matters) [(A)]	27	26	30	27
Reversal of uncertain tax positions related to pre-emergence tax matters [(A)]	—	(24)	—	(24)
Contractual liability to pre-petition creditors [(A)]	—	15	—	15
Write-off of intangible liability [(A)]	(29)	—	(29)	—
Write-off of renewable fuels project [(A)]	16	—	16	—
Development costs [(A)]	11	—	11	—
Loss on extinguishment of debt [(A)]	—	1	2	1
Net income attributable to noncontrolling interests in subsidiaries	1	2	1	3
Other adjustments:				
Debt service billing in excess of revenue recognized	—	3	6	21
Non-cash compensation expense	3	4	13	13
Other non-cash items [(B)]	3	(4)	3	3
Subtotal other adjustments	6	3	22	37
Total adjustments	124	104	315	295
Adjusted EBITDA	$150	$153	$349	$347

(A) See Adjusted EPS above.

(B) Includes certain non-cash items that are added back under the definition of Adjusted EBITDA in Covanta Energy's credit agreement.

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The following is a reconciliation of cash flow provided by operating activities from continuing operations to Adjusted EBITDA (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Cash flow provided by operating activities from continuing operations (A)	$124	$120	$268	$276
Cash flow provided by operating activities from insurance subsidiaries	(2)	(1)	(4)	(4)
Debt service	38	32	108	93
Change in working capital	(30)	(35)	(52)	(77)
Change in restricted funds held in trust	12	26	10	35
Non-cash convertible debt related expense	(6)	(9)	(19)	(20)
Equity in net income from unconsolidated investments	4	1	10	3
Dividends from unconsolidated investments	(4)	(1)	(7)	(5)
Current tax provision	4	(23)	7	(20)
Reversal of uncertain tax positions related to pre-emergence tax matters (A)	—	24	—	24
Change in restricted funds-other related to contractual liability to pre-petition creditors (A)	—	(5)	—	(5)
Other	10	24	28	47
Sub-total:	(10)	2	(23)	(18)
Adjusted EBITDA	$150	$153	$349	$347

(A) See Adjusted EPS above.

For additional discussion related to management's use of non-GAAP measures, see Liquidity and Capital Resources — Supplementary Financial Information — Free Cash Flow (Non-GAAP Discussion) below.

LIQUIDITY AND CAPITAL RESOURCES

Our principal sources of liquidity are our cash and cash equivalents, as well as the substantial cash flow from our ongoing business, which we believe will allow us to meet our liquidity needs. As of September 30, 2012, in addition to our ongoing cash flow, we had access to several sources of liquidity, as discussed in Available Sources of Liquidity below, including our existing cash on hand of $262 million and the available capacity of $597 million of our Revolving Credit Facility. In addition, as of September 30, 2012, we had restricted cash of $210 million, of which $126 million was designated for future payment of project debt principal. Available liquidity as of September 30, 2012 was as follows (in millions).

	As of September 30, 2012
Cash	$262
Borrowings available under Revolving Credit Facility	597
Total available liquidity	$859

We derive our cash flows principally from our operations, which allow us to satisfy project debt covenants and payments and distribute cash. We typically receive cash distributions from our Americas segment projects on either a monthly or quarterly basis, with additional distributions at certain projects made on a semi-annual or annual basis,

most significantly in the fourth quarter. The frequency and predictability of our receipt of cash from projects differs, depending upon various factors, including whether restrictions on distributions exist in applicable project debt arrangements, whether a project is domestic or international, and whether a project has been able to operate at historical levels of production.

Our primary future cash requirements will be to fund capital expenditures to maintain our existing businesses, make debt service payments, grow our business through organic growth, acquisitions and business development, and return surplus capital to our stockholders. We will also seek to enhance our cash flow from renewals or replacement of existing contracts, from new contracts to expand existing facilities or operate additional facilities and by investing in new projects or ventures. Our business is capital intensive because it is based upon building and operating municipal solid waste processing and energy generating projects. In

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order to provide meaningful growth through development, we must be able to invest our funds, obtain equity and/or debt financing, and provide support to our operating subsidiaries. The timing and scale of our investment activity in growth opportunities is often unpredictable and uneven.

We plan to allocate capital to maximize stockholder value by investing in: our existing businesses to maintain and enhance assets; high value core business development projects and strategic acquisitions when available; and by returning surplus capital to our stockholders through dividends and share repurchases.

Under our share repurchase program, common stock repurchases may be made in the open market, in privately negotiated transactions from time to time, or by other available methods, at management's discretion in accordance with applicable federal securities laws. The timing and amounts of any repurchases will depend on many factors, including our capital structure, the market price of our common stock and overall market conditions, and whether any restrictions then exist under our policies relating to trading in compliance with securities laws.

Dividends declared to stockholders are as follows (in millions, except per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Regular cash dividend				
Declared	$20	$10	$61	$32
Per Share	$0.15	$0.075	$0.45	$0.225

During the nine months ended September 30, 2012, the Board of Directors approved an additional $100 million share repurchase authorization. Under the program, common stock repurchases may be made in the open market, in privately negotiated transactions from time to time, or by other available methods, at management's discretion in accordance with applicable federal securities laws. The timing and amounts of any repurchases will depend on many factors, including our capital structure, the market price of our common stock and overall market conditions. As of September 30, 2012, the amount remaining under our currently authorized share repurchase program was $90 million.

Common stock repurchased is as follows (in millions, except per share amounts):

	Amount	Shares Repurchased	Weighted Average Cost per Share
Three months ended March 31, 2012	$30	1.8	$16.45
Three months ended June 30, 2012	30	1.9	$16.04
Three months ended September 30, 2012 [1]	25	1.5	$17.22
Nine months ended September 30, 2012	$85	5.2	$16.57

(1) Approximately $2 million of common stock repurchased during the three months ended September 30, 2012 was paid in October 2012.

Sources and Uses of Cash Flow from Continuing Operations for the Nine Months Ended September 30, 2012 and 2011:

	Nine Months Ended September 30,		Increase (Decrease)
	2012	2011	2012 vs 2011
	(Unaudited, in millions)		
Net cash provided by operating activities	$268	$276	$(8)
Net cash used in investing activities	(98)	(115)	(17)
Net cash used in financing activities	(152)	(331)	(179)
Effect of exchange rate changes on cash and cash equivalents	1	(2)	3
Net increase (decrease) in cash and cash equivalents	$19	$(172)	(191)

Net cash provided by operating activities from continuing operations for the nine months ended September 30, 2012 was $268 million, a decrease of $8 million from the prior year period. The decrease was primarily due to the timing of working capital.

Net cash used in investing activities from continuing operations for the nine months ended September 30, 2012 was $98 million, a decrease of $17 million from the prior year period. The decrease was primarily comprised of lower outflows for the acquisition of businesses and land use rights.

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Net cash used in financing activities from continuing operations for the nine months ended September 30, 2012 was $152 million, a net change of $179 million from the prior period. The net change was primarily driven by lower principal payments on project debt and lower common stock repurchases, partially offset by higher cash dividends paid to stockholders and the debt refinancing as outlined below (in millions):

Offering - 6.375% Senior Notes due 2022	$400	
New Term Loan due 2019 [(A)]	300	
Offering Costs [(B)]	(26	)
Net Proceeds	674	
Redemption of Term Loan due 2014	(619	)
Net proceeds available for corporate purposes	$55	

(A) Excludes debt discount related to Term Loan of $1 million.

(B) Represents offering costs which have been paid as of September 30, 2012.

Supplementary Financial Information — Free Cash Flow (Non-GAAP Discussion)

To supplement our results prepared in accordance with GAAP, we use the measure of Free Cash Flow, which is a non-GAAP measure as defined by the SEC. This non-GAAP financial measure is not intended as a substitute and should not be considered in isolation from measures of liquidity prepared in accordance with GAAP. In addition, our use of Free Cash Flow may be different from similarly identified non-GAAP measures used by other companies, limiting its usefulness for comparison purposes. The presentation of Free Cash Flow is intended to enhance the usefulness of our financial information by providing measures which management internally uses to assess and evaluate the overall performance of its business and those of possible acquisition candidates, and highlight trends in the overall business.

We use the non-GAAP financial measure of Free Cash Flow as a criterion of liquidity and performance-based components of employee compensation. Free Cash Flow is defined as cash flow provided by operating activities from continuing operations, excluding the cash flow provided by or used in our insurance subsidiaries, less maintenance capital expenditures, which are capital expenditures primarily to maintain our existing facilities. We use Free Cash Flow as a measure of liquidity to determine amounts we can reinvest in our core businesses, such as amounts available to make acquisitions, invest in construction of new projects, make principal payments on debt, or return capital to our stockholders through dividends and/or stock repurchases. For additional discussion related to management's use of non-GAAP measures, see Results of Operations — Supplementary Financial Information — Adjusted EBITDA (Non-GAAP Discussion) above.

In order to provide a meaningful basis for comparison, we are providing information with respect to our Free Cash Flow for the three and nine months ended September 30, 2012 and 2011, reconciled for each such period to cash flow provided by operating activities from continuing operations, which we believe to be the most directly comparable measure under GAAP.

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The following is a reconciliation of Free Cash Flow and its primary uses (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Cash flow provided by operating activities of continuing operations	$124	$120	$268	$276
Plus: Cash flow used in operating activities from insurance activities	2	1	4	4
Less: Maintenance capital expenditures (A)	(15)	(14)	(67)	(61)
Free Cash Flow	$111	$107	$205	$219
Weighted Average Diluted Shares Outstanding	132	140	134	144
Uses of Free Cash Flow				
Investments:				
Non-maintenance capital expenditures	$(13)	$(9)	$(27)	$(30)
Acquisition of businesses, net of cash acquired	—	—	—	(10)
Acquisition of land use rights	—	—	(1)	(8)
Other investment activities, net (B)	(9)	(3)	(3)	(6)
Total investments	$(22)	$(12)	$(31)	$(54)
Return of capital to stockholders:				
Cash dividends paid to stockholders	$(20)	$(11)	$(51)	$(22)
Common stock repurchased	(24)	(80)	(83)	(203)
Total return of capital to stockholders	$(44)	$(91)	$(134)	$(225)
Capital raising activities:				
Net proceeds from issuance of corporate debt (C)	$(2)	$—	$673	$—
Net proceeds from issuance of project debt	—	7	—	15
Other financing activities, net	2	(1)	3	(3)
Net proceeds from capital raising activities	$—	$6	$676	$12
Debt repayments:				
Net cash used for scheduled principal payments on project debt (D)	$(17)	$(23)	$(57)	$(76)
Net cash used for scheduled principal payments on long-term debt (F)	(1)	(2)	(25)	(5)
Optional repayment of corporate debt (E)(F)	—	(26)	(621)	(32)
Total debt repayments	$(18)	$(51)	$(703)	$(113)
Borrowing activities - Revolving credit facility, net	$20	$—	$20	$—
Short-term borrowing activities - Financing of insurance premiums, net	$(3)	$—	$(10)	$—
Distribution to partners of noncontrolling interests in subsidiaries	$(1)	$(2)	$(1)	$(5)

Effect of exchange rate changes on cash and cash equivalents	$1	$(3)	$1	$(2)
Net change in cash and cash equivalents from continuing operations	$44	$(46)	$23	$(168)

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(A) Purchases of property, plant and equipment are also referred to as capital expenditures. Capital expenditures that primarily maintain existing facilities are classified as maintenance capital expenditures. The following table provides the components of total purchases of property, plant and equipment:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Maintenance capital expenditures	$(15)	$(14)	$(67)	$(61)
Capital expenditures associated with construction	—	(9)	—	(15)
Capital expenditures associated with technology development and organic growth initiatives	(7)	2	(18)	(6)
Capital expenditures – other	(6)	(2)	(9)	(9)
Total purchases of property, plant and equipment	$(28)	$(23)	$(94)	$(91)

(B) Other investing activities were primarily comprised of net payments from the purchase/sale of investment securities and business development expenses.

(C) Excludes borrowings under Revolving Credit Facility. Calculated as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Proceeds from borrowings on long-term debt	$—	$—	$699	$—
Less: Financing costs related to issuance of long-term debt	(2)	—	(26)	—
Net proceeds from issuance of corporate debt	$(2)	$—	$673	$—

(D) Calculated as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Total principal payments on project debt	$(7)	$(6)	$(46)	$(83)
(Increase) decrease in related restricted funds held in trust	(10)	(17)	(11)	7
Net cash used for principal payments on project debt	$(17)	$(23)	$(57)	$(76)

(E) Calculated as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Redemption of Term Loan due 2014	$—	$—	$(619)	$—
Redemption of Convertible Debentures [F]	—	(26)	(2)	(32)
Total optional repayment of corporate debt	$—	$(26)	$(621)	$(32)

(F) As of December 31, 2011, there were $25 million aggregate principal amount of the Debentures outstanding. On February 1, 2012, holders of $23 million of outstanding Debentures exercised their option for us to redeem the Debentures at par. The Debentures were also subject to redemption at our option at any time on or after February 1, 2012, and we subsequently redeemed the remaining $2 million of outstanding Debentures on March 23, 2012.

Available Sources of Liquidity

Cash and Cash Equivalents

Cash and cash equivalents include all cash balances and highly liquid investments having maturities of three months or less from the date of purchase. These short-term investments are stated at cost, which approximates market value. As of September 30, 2012, we had unrestricted cash and cash equivalents of $262 million (of which approximately $235 million and $19 million was held by our international and insurance subsidiaries, respectively, which are not

generally available for near-term liquidity in our domestic operations). A substantial majority of our cash held outside the United States is denominated in US dollars.

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2012 Debt Refinancing

During the first quarter of 2012, we completed a refinancing of our previously existing senior secured credit facilities issued by our subsidiary, Covanta Energy, which consisted of a $300 million revolving credit facility, a $320 million funded letter of credit facility and a $619 million term loan ($650 million original amount), by entering into $1.2 billion in new senior secured credit facilities (the “2012 Credit Facilities”; see below for details) issued by our subsidiary, Covanta Energy, comprised of a $900 million revolving credit facility that expires in 2017 (the “Revolving Credit Facility”) and a $300 million term loan due 2019 (the “Term Loan”), and by issuing $400 million aggregate principal amount of 6.375% senior notes due 2022 (the “6.375% Notes”; see below for details). The proceeds from the Term Loan and a portion of the proceeds from the 6.375% Notes were used to repay the previously existing term loan, as well as to pay transaction expenses, while the Revolving Credit Facility replaced the previously existing $300 million revolving credit facility and $320 million funded letter of credit facility.

As a result of the refinancing, we recognized a loss on extinguishment of debt of approximately $2 million, pre-tax, during the nine months ended September 30, 2012, which was comprised of the write-down of deferred financing costs in connection with previously existing financing arrangements.

Long-Term Debt

Long-term debt is as follows (in millions):

	As of September 30, 2012	December 31, 2011
7.25% Senior Notes due 2020	$400	$400
6.375% Senior Notes due 2022	400	—
1.00% Senior Convertible Debentures due 2027 (A)	—	25
3.25% Cash Convertible Senior Notes due 2014	460	460
Debt discount related to 3.25% Cash Convertible Senior Notes	(48)	(67)
Cash conversion option derivative at fair value	81	49
3.25% Cash Convertible Senior Notes, net	493	442
Term loan	298	619
Debt discount related to Term loan	(1)	—
Term loan, net	297	619
Revolving credit facility	20	—
Total	1,610	1,486
Less: current portion	(3)	(32)
Total long-term debt	$1,607	$1,454

(A) The remaining outstanding Debentures were redeemed at par during the first quarter of 2012. See additional information below under 1.00% Senior Convertible Debentures due 2027.

On October 17, 2012, we announced our intention to issue new tax-exempt bonds in the aggregate amount of approximately $300 million to refinance existing tax-exempt project bonds at our Haverhill, Niagara and Southeast Massachusetts facilities, as well as to fund certain capital expenditures in Massachusetts. The new bonds, with maturities up to 2042, will be issued by Covanta and guaranteed by Covanta Energy, and will not be secured by project assets. We expect the transaction to close during the fourth quarter of 2012.

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2012 Credit Facilities

The following is a comparison of our previously existing credit facilities and the 2012 Credit Facilities issued by our subsidiary, Covanta Energy (in millions):

	Credit Facilities As of September 30, 2012	December 31, 2011
Term loan	$298	$650
Revolving credit facility	$900	$300
Funded letter of credit facility	N/A	$320
Total capacity to issue letters of credit	$900	$520

The Revolving Credit Facility is available for the issuance of letters of credit up to the full amount of the facility, it provides for a $50 million sub-limit for the issuance of swing line loans (a loan that can be requested in US Dollars on a same day basis for a short drawing period), and is available in US Dollars, Euros, Pounds Sterling, Canadian Dollars and certain other currencies to be agreed upon, in each case for either borrowings or for the issuance of letters of credit.

We have the option to issue additional term loans and/or increase the size of the Revolving Credit Facility (collectively, the "Incremental Facilities"), subject to the satisfaction of certain conditions and obtaining sufficient lender commitments, in an amount up to the greater of $500 million and the amount that, after giving effect to the incurrence of such Incremental Facilities, would not result in a leverage ratio, as defined in the credit agreement governing the 2012 Credit Facilities (the "Credit Agreement"), exceeding 2.75:1.00.

The proceeds of the Term Loan were used, together with a portion of the proceeds of the 6.375% Notes offering (see 6.375% Senior Notes due 2022 below for details), to refinance the previously existing credit facilities and to pay related fees and expenses. The proceeds under the Revolving Credit Facility are available for working capital and general corporate purposes of Covanta Energy and its subsidiaries.

Availability under Revolving Credit Facility

As of September 30, 2012, we had availability under the Revolving Credit Facility as follows (in millions):

	Total Available Under Facility	Maturing	Outstanding Borrowings as of September 30, 2012	Outstanding Letters of Credit as of September 30, 2012	Available as of September 30, 2012
Revolving Credit Facility	$900	2017	$20	$283	$597

During the nine months ended September 30, 2012, we utilized $83 million of the Revolving Credit Facility, of which we subsequently repaid $63 million prior to the end of the period.

Repayment Terms

As of September 30, 2012, the Term Loan has mandatory amortization payments remaining as follows (in millions):

	2012	2013	2014	2015	2016	2017	2018	2019	Total
Annual Remaining Amortization	$—	$3	$3	$3	$3	$3	$3	$280	$298

The 2012 Credit Facilities (both the Term Loan and Revolving Credit Facility) are pre-payable at our option at any time. In the event that all or any portion of the Term Loan is voluntarily prepaid in relation to a repricing or refinancing transaction resulting in lower pricing for us on or prior to March 28, 2013, however, we shall pay a fee to the lenders equal to 1.00% of the amount so prepaid.

Under certain circumstances, the 2012 Credit Facilities obligate us to apply 25% of our excess Cash flow (as defined in the Credit Agreement) for each fiscal year, commencing in 2013, as well as net cash proceeds from specified other sources, such as asset sales or insurance proceeds, under certain circumstances to prepay the Term Loan, provided that this excess cash flow percentage shall be reduced to 0% in the event the Leverage Ratio (as defined below under

Credit Agreement Financial Covenants) is at or below 3.00:1.00.

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Interest and Fees

Borrowings under the 2012 Credit Facilities bear interest, at our option, at either a base rate or a Eurodollar rate plus an applicable margin determined by pricing grids, which are based on Covanta Energy's leverage ratio. Base rate is defined as the higher of (i) the Federal Funds Effective Rate plus 0.50%, (ii) the rate the administrative agent announces from time to time as its per annum "prime rate" or (iii) the one-month LIBOR rate plus 1.00%. Eurodollar rate borrowings bear interest at the British Bankers' Association LIBOR Rate, commonly referred to as "LIBOR", for the interest period selected by us. Base rate borrowings under the Revolving Credit Facility shall bear interest at the base rate plus an applicable margin ranging from 1.25% to 1.75%. Eurodollar borrowings under the Revolving Credit Facility shall bear interest at LIBOR plus an applicable margin ranging from 2.00% to 2.75%. Fees for issuances of letters of credit include fronting fees equal to 0.125% per annum and a participation fee for the lenders equal to the applicable interest margin for LIBOR rate borrowings. We will incur an unused commitment fee ranging from 0.375% to 0.50% on the unused amount of commitments under the Revolving Credit Facility. The Term Loan bears interest, at our option, at either (i) the base rate plus an applicable margin ranging from 1.75% to 2.00%, or (ii) LIBOR plus an applicable margin ranging from 2.75% to 3.00%, subject to a LIBOR floor of 1.00%.

Guarantees and Securitization

The 2012 Credit Facilities are guaranteed by us and by certain of our subsidiaries. The subsidiaries that are party to the 2012 Credit Facilities agreed to secure all of the obligations under the 2012 Credit Facilities by granting, for the benefit of secured parties, a first priority lien on substantially all of their assets, to the extent permitted by existing contractual obligations; a pledge of substantially all of the capital stock of each of our domestic subsidiaries and 65% of substantially all the capital stock of each of our foreign subsidiaries which are directly owned, in each case to the extent not otherwise pledged.

Credit Agreement Financial Covenants

The loan documentation under the 2012 Credit Facilities contains customary affirmative and negative covenants and financial covenants as discussed in Item 1. Financial Statements — Note 6. Changes in Capitalization. As of September 30, 2012, we were in compliance with the covenants under the 2012 Credit Facilities.

The financial covenants of the 2012 Credit Facilities, which are measured on a trailing four quarter period basis, include the following:

- a maximum Leverage Ratio of 4.00 to 1.00 for the trailing four quarter period, which measures principal amount of Covanta Energy's consolidated debt less certain restricted funds dedicated to repayment of project debt principal and construction costs ("Consolidated Adjusted Debt") to its adjusted earnings before interest, taxes, depreciation and amortization, as calculated under the 2012 Credit Facilities ("Adjusted EBITDA"). The definition of Adjusted EBITDA in the 2012 Credit Facilities excludes certain non-cash charges.
- a minimum Interest Coverage Ratio of 3.00 to 1.00, which measures Covanta Energy's Adjusted EBITDA to its consolidated interest expense plus certain interest expense of ours, to the extent paid by Covanta Energy.

For additional information on the calculation of Adjusted EBITDA, see Results of Operations — Supplementary Financial Information — Adjusted EBITDA (Non-GAAP Discussion) above.

6.375% Senior Notes due 2022 (the "6.375% Notes")

In March 2012, we sold $400 million aggregate principal amount of 6.375% Senior Notes due 2022. Interest on the 6.375% Notes is payable semi-annually on April 1 and October 1 of each year, commencing on October 1, 2012 and the 6.375% Notes will mature on October 1, 2022 unless earlier redeemed or repurchased. Net proceeds from the sale of the 6.375% Notes were $392 million, consisting of gross proceeds of $400 million net of $8 million in offering expenses. We used a portion of the net proceeds of the 6.375% Notes offering to repay a portion of the amounts outstanding under Covanta Energy's previously existing term loan.

The 6.375% Notes are senior unsecured obligations, ranking equally in right of payment with any of the future senior unsecured indebtedness of Covanta Holding Corporation. The 6.375% Notes are effectively junior to our existing and future secured indebtedness, including any guarantee of indebtedness under the credit facilities of our subsidiary, Covanta Energy. The 6.375% Notes are not guaranteed by any of our subsidiaries and are effectively subordinated to

all existing and future indebtedness and other liabilities of our subsidiaries.
The indenture for the 6.375% Notes may limit our ability and the ability of certain of our subsidiaries to incur additional indebtedness, as well as other limitations as discussed in Item 1. Financial Statements – Note 6. Changes in Capitalization – 6.375% Senior Notes due 2022.
If and for so long as the 6.375% Notes have an investment grade rating and no default under the indenture has occurred, certain of the covenants will be suspended.

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At our option, the 6.375% Notes are subject to redemption at any time on or after April 1, 2017, in whole or in part, at the redemption prices set forth in the indenture, together with accrued and unpaid interest, if any, to the date of redemption. At any time prior to April 1, 2015, we may redeem up to 35% of the original principal amount of the 6.375% Notes with the proceeds of certain equity offerings at a redemption price of 106.375% of their principal amount, together with accrued and unpaid interest, if any, to the date of redemption. In addition, at any time prior to April 1, 2017, we may redeem some or all of the 6.375% Notes at a price equal to 100% of their principal amount, plus accrued and unpaid interest, plus a “make-whole premium”.

If we sell certain of our assets or experience specific kinds of changes in control, we must offer to purchase the 6.375% Notes. The occurrence of specific kinds of changes in control will be a triggering event requiring us to offer to purchase from the holders all or a portion of the 6.375% Notes at a price equal to 101% of their principal amount, together with accrued and unpaid interest, if any, to the date of purchase. In addition, certain asset dispositions will be triggering events that may require us to use the proceeds from those asset dispositions to make an offer to purchase the 6.375% Notes at 100% of their principal amount, together with accrued and unpaid interest, if any, to the date of purchase if such proceeds are not otherwise used within 365 days to repay indebtedness or to invest or commit to invest such proceeds in additional assets related to our business or capital stock of a restricted subsidiary.

7.25% Senior Notes due 2020 (the “7.25% Notes”)

For specific criteria related to redemption features of the 7.25% Notes, refer to Note 12 of the Notes to Consolidated Financial Statements in our Form 10-K.

3.25% Cash Convertible Senior Notes due 2014 (the “3.25% Notes”)

Under limited circumstances, the 3.25% Notes are convertible by the holders thereof into cash only, based on a conversion rate of 61.4782 shares of our common stock per $1,000 principal amount of 3.25% Notes (which represents a conversion price of approximately $16.27 per share) subject to certain customary adjustments as provided in the indenture for the 3.25% Notes. The conversion rate for the 3.25% Notes was adjusted to its current level in connection the quarterly cash dividend payable on July 6, 2012 and became effective on June 20, 2012. We will not deliver common stock (or any other securities) upon conversion under any circumstances. In connection with the issuance of the 3.25% Notes, we also sold warrants (the “Warrants”), correlating to the number of shares underlying the 3.25% Notes, which currently have a strike price of $22.57 and settle on a net share basis. As the 3.25% Notes convert only into cash, the strike price of the Warrants effectively represents the conversion price above which we may issue shares in connection with these two issuances. For additional information, see Item 7A. Quantitative and Qualitative Disclosures About Market Risk in our Form 10-K.

For specific criteria related to contingent interest, conversion or redemption features of the 3.25% Notes and details related to the cash conversion option, cash convertible note hedge and warrants related to the 3.25% Notes, refer to Note 12 of the Notes to Consolidated Financial Statements in our Form 10-K.

For details related to the fair value for the contingent interest feature, cash conversion option, and cash convertible note hedge related to the 3.25% Notes, see Item 1. Financial Statements — Note 12. Derivative Instruments.

1.00% Senior Convertible Debentures due 2027 (the “Debentures”)

As of December 31, 2011, there were $25 million aggregate principal amount of the Debentures outstanding. On February 1, 2012, holders of $23 million of outstanding Debentures exercised their option for us to redeem the Debentures at par. The Debentures were also subject to redemption at our option at any time on or after February 1, 2012, and we subsequently redeemed the remaining $2 million of outstanding Debentures on March 23, 2012.

Project Debt

Americas Project Debt

Financing for the construction of our energy-from-waste projects was generally accomplished through tax-exempt and taxable municipal revenue bonds issued by or on behalf of the municipal client. For such facilities that are owned by a

subsidiary of ours, the municipal issuers of the bond loans the bond proceeds to our subsidiary to pay for facility construction. For such facilities, project-related debt is included as “Project debt (short- and long-term)” in our condensed consolidated financial statements. Generally, such project debt is secured by the revenues generated by the project and other project assets including the related facility. The only potential recourse to us with respect to project debt arises under the operating performance guarantees described below under Other Commitments. Certain subsidiaries had recourse liability for project debt which is recourse to our subsidiary Covanta ARC LLC, but is non-recourse to us, which as of September 30, 2012 aggregated to $209 million.

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On October 17, 2012, we announced our intention to issue new tax-exempt bonds in the aggregate amount of approximately $300 million to refinance existing tax-exempt project bonds at our Haverhill, Niagara and Southeast Massachusetts facilities, as well as to fund certain capital expenditures in Massachusetts. The new bonds, with maturities up to 2042, will be issued by Covanta and guaranteed by Covanta Energy, and will not be secured by project assets. We expect the transaction to close during the fourth quarter of 2012.

Project Debt — Other

Financing for projects in which we have an ownership or operating interest is generally accomplished through commercial loans from local lenders or financing arranged through international banks, bonds issued to institutional investors and from multilateral lending institutions based in the United States. Such debt is generally secured by the revenues generated by the project and other project assets and is without recourse to us. In most projects, the instruments defining the rights of debt holders generally provide that the project subsidiary may not make distributions to its parent until periodic debt service obligations are satisfied and other financial covenants are complied with.

Restricted Funds Held in Trust

Restricted funds held in trust are primarily amounts received by third-party trustees relating to certain projects we own which may be used only for specified purposes. We generally do not control these accounts. They primarily include debt service reserves for payment of principal and interest on project debt, and deposits of revenues received with respect to projects prior to their disbursement, as provided in the relevant indenture or other agreements. Such funds are invested principally in money market funds, bank deposits and certificates of deposit, United States treasury bills and notes, and United States government agency securities. Restricted fund balances are as follows (in millions):

	As of			
	September 30, 2012		December 31, 2011	
	Current	Noncurrent	Current	Noncurrent
Debt service funds - principal	$69	$57	$56	$57
Debt service funds - interest	6	—	8	—
Total debt service funds	75	57	64	57
Revenue funds	42	—	16	—
Other funds	3	33	21	33
Total	$120	$90	$101	$90

Of the $210 million in total restricted funds as of September 30, 2012, approximately $126 million was designated for future payment of project debt principal.

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Capital Requirements

Except for the items noted below, our projected contractual obligations are consistent with amounts disclosed in our Form 10-K for the year ended December 31, 2011. We believe that when combined with our other sources of liquidity, including our existing cash on hand and the Revolving Credit Facility, we will generate sufficient cash over at least the next twelve months to meet operational needs, make capital expenditures, invest in the business and service debt due.

The following table updates our gross contractual obligations disclosed in our Form 10-K for the year ended December 31, 2011 for long-term debt, project debt and interest payments only (in millions; references to Notes in the table are references to the Notes in Item 1. Financial Statements):

	Total	Payments Due by Period			
		Remainder of 2012	2013 and 2014	2015 and 2016	2017 and Beyond
Project debt	$628	$99	$249	$137	$143
Term Loan (Note 6) [A]	298	—	6	6	286
7.25% Senior Notes (Note 6) [B]	400	—	—	—	400
6.375% Senior Notes (Note 6) [C]	400	—	—	—	400
3.25% Cash Convertible Senior Notes (Note 6) [D]	460	—	460	—	—
Revolving credit facility	20	—	—	—	20
Total debt obligations [E]	2,206	99	715	143	1,249
Less: Non-recourse debt [F]	(628)	(99)	(249)	(137)	(143)
Total recourse debt	$1,578	$—	$466	$6	$1,106
Interest payments [G]	$780	$59	$220	$174	$327
Less: Non-recourse interest payments	(115)	(13)	(47)	(23)	(32)
Total recourse interest payments	$665	$46	$173	$151	$295

(A) During the first quarter of 2012, we completed a refinancing of our previously existing senior secured credit facilities, which consisted of a $300 million revolving credit facility, a $320 million funded letter of credit facility and a $619 million term loan, by entering into $1.2 billion in new senior secured credit facilities, comprised of a $900 million revolving credit facility due 2017 and $300 million term loan due 2019, and by issuing $400 million aggregate principal amount of 6.375% senior notes due 2022.

(B) Interest on the 7.25% Notes is payable semi-annually in arrears on June 1 and December 1 of each year, commencing on June 1, 2011 and will mature on December 1, 2020 unless earlier redeemed or repurchased. See Item 1. Financial Statements – Note 6. Long-Term Debt.

(C) Interest on the 6.375% Notes is payable semi-annually in arrears on April 1 and October 1 of each year, commencing on October 1, 2012 and will mature on October 1, 2022 unless earlier redeemed or repurchased. See Item 1. Financial Statements – Note 6. Long-Term Debt.

(D) Interest on the 3.25% Notes is payable semi-annually in arrears, on June 1 and December 1 of each year, commencing on December 1, 2009, and will mature on June 1, 2014. Under limited circumstances, the 3.25% Notes are convertible by the holders thereof, at any time prior to March 1, 2014, into cash only, based on a conversion rate of 61.4782 shares of our common stock per $1,000 principal amount of the 3.25% Notes (which represents a conversion price of $16.27 per share). See Item 1. Financial Statements – Note 6. Long-Term Debt.

(E) Excludes $5 million of unamortized debt premium.

(F) Payment obligations for the project debt associated with owned energy-from-waste facilities are limited recourse to operating subsidiaries and non-recourse to us, subject to operating performance guarantees and commitments.

(G) Interest payments on the Term Loan and letter of credit fees are estimated based on current LIBOR rates and are estimated assuming contractual principal repayments. Interest payments represent accruals for cash interest payments.

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Other Commitments

Other commitments as of September 30, 2012 were as follows (in millions):

	Commitments Expiring by Period		
	Total	Less Than One Year	More Than One Year
Letters of credit	$283	$12	$271
Surety bonds	351	—	351
Total other commitments — net	$634	$12	$622

The letters of credit were issued under the Revolving Credit Facility to secure our performance under various contractual undertakings related to our domestic and international projects, or to secure obligations under our insurance program. Each letter of credit relating to a project is required to be maintained in effect for the period specified in related project contracts, and generally may be drawn if it is not renewed prior to expiration of that period. We believe that we will be able to fully perform under our contracts to which these existing letters of credit relate, and that it is unlikely that letters of credit would be drawn because of a default of our performance obligations. If any of these letters of credit were to be drawn by the beneficiary, the amount drawn would be immediately repayable by us to the issuing bank. If we do not immediately repay such amounts drawn under these letters of credit, unreimbursed amounts would be treated under the 2012 Credit Facilities as either additional term loans or as revolving loans in the case of letters of credit issued under the Revolving Credit Facility.

The surety bonds listed on the table above relate primarily to performance obligations ($337 million) and support for closure obligations of various energy projects when such projects cease operating ($14 million). Were these bonds to be drawn upon, we would have a contractual obligation to indemnify the surety company.

We have certain contingent obligations related to the 7.25% Notes, 6.375% Notes and the 3.25% Notes. These arise as follows:

- holders may require us to repurchase their 7.25% Notes, 6.375% Notes and their 3.25% Notes if a fundamental change occurs; and
- holders may exercise their conversion rights upon the occurrence of certain events, which would require us to pay the conversion settlement amount in cash.

For specific criteria related to redemption features of the 6.375% Notes, see Liquidity and Capital Resources above. For specific criteria related to contingent interest, conversion or redemption features of the 7.25% Notes, or 3.25% Notes, refer to Note 11 of the Notes to Consolidated Financial Statements in our Form 10-K for the year ended December 31, 2011.

As discussed in the Overview — Growth and Development discussion above, we are focused on developing new projects and making acquisitions to grow our business in the United Kingdom, Ireland, Canada and the United States. We are pursuing additional growth opportunities through the development and construction of new waste and energy facilities. Due to permitting and other regulatory factors, these projects generally evolve over lengthy periods and project financing is generally obtained at the time construction begins, at which time, we can more accurately determine our commitment for a development project.

We have issued or are party to guarantees and related contractual support obligations undertaken pursuant to agreements to construct and operate waste and energy facilities. For some projects, such performance guarantees include obligations to repay certain financial obligations if the project revenues are insufficient to do so, or to repurchase interests of project investors under limited circumstances, or to obtain or guarantee financing for a project. With respect to our businesses, we have issued guarantees to municipal clients and other parties that our subsidiaries will perform in accordance with contractual terms, including, where required, the payment of damages or other obligations. Additionally, damages payable under such guarantees for our energy-from-waste facilities could expose us to recourse liability on project debt. If we must perform under one or more of such guarantees, our liability for damages upon contract termination would be reduced by funds held in trust and proceeds from sales of the facilities securing the project debt and is presently not estimable. Depending upon the circumstances giving rise to such damages, the contractual terms of the applicable contracts, and the contract counterparty's choice of remedy at the time

a claim against a guarantee is made, the amounts owed pursuant to one or more of such guarantees could be greater than our then-available sources of funds. To date, we have not incurred material liabilities under such performance guarantees.

Effective December 31, 2005, we froze service accruals in the defined benefit pension plan for employees in the United States who did not participate in retirement plans offered by collective bargaining units or our insurance subsidiaries. All active employees who were eligible participants in the defined benefit pension plan, as of December 31, 2005, became 100% vested and have a non-forfeitable right to these benefits as of such date. During the second quarter of 2011, we informed employees who were eligible participants in the pension plan of our plan to terminate the pension plan, subject to approval by the IRS, with the intention of fully distributing plan assets as promptly as practicable following such approval. The actual settlement amount will fluctuate based on future market performance, such as the interest rate at the final settlement, actual return on plan assets, and employees' disbursement elections. The actual settlement will take place following receipt of IRS approval.

Essex Energy-from-Waste Facility

We are planning significant operational improvements, at a cost estimated to be between approximately $75 to $100 million, for the Essex EfW facility, including a state-of-the-art particulate emissions control system and a new recycling system for ferrous and non-ferrous metals. Construction is expected to commence in 2014 and be completed by 2016. The facility's environmental performance is currently compliant with all environmental permits and will be further improved with the baghouse installation. For additional information, see Item 1. Financial Statements — Note 7. Income Taxes and Note 3. Business Development, Assets Held for Sale and Dispositions.

Stanislaus Energy-from-Waste Facility

On January 14, 2012, our Stanislaus, California energy-from-waste facility experienced a turbine generator failure. Damage to the turbine generator was extensive and operations at the facility were suspended promptly to assess the cause and extent of damage. The facility is capable of processing waste without utilizing the turbine generator to generate electricity, and we resumed waste processing operations during the first quarter of 2012. The facility has not been able to generate electricity for a substantial portion of 2012. The cost of repair or replacement, and business interruption losses, are insured under the terms of applicable insurance policies, subject to deductibles. During the second quarter of 2012, we received installments of approximately $8 million under applicable insurance policies. Approximately $2 million of the insurance recoveries offset the write-down of assets for the repair and reconstruction of the turbine, and $5 million was recorded as reductions to plant operating expenses and other operating expenses. We believe this event will not have a material adverse impact on our results of operations, financial position or cash flows.

Harrisburg Energy-from-Waste Facility

In 2008, we entered into a ten year agreement with The Harrisburg Authority to maintain and operate an 800 ton per day energy-from-waste facility located in Harrisburg, Pennsylvania. We also agreed to provide construction management services and to advance up to $26 million in funding to The Harrisburg Authority for certain facility improvements required to enhance facility performance, which improvements were substantially completed during 2010. The repayment of this funding is guaranteed by the City of Harrisburg, but is otherwise unsecured, and is junior to project bondholders' rights. We had advanced $22 million, of which $20 million was outstanding as of December 31, 2010 under this funding arrangement. On October 5, 2010, we filed suit against the City of Harrisburg in the Dauphin County Court of Common Pleas seeking to enforce our rights under the City's guaranty. On December 15, 2010, the City of Harrisburg was formally admitted to the State oversight program for distressed municipalities known as Act 47. In 2010, we recorded a non-cash impairment charge of $7 million, pre-tax, to write-down the receivable to $13 million, which was calculated based on a range of potential outcomes utilizing various estimated cash flows for the receivable. In October 2011, the City of Harrisburg filed for protection under the bankruptcy laws. In November 2011, the bankruptcy court dismissed the filing as prohibited under state law until at least July 1, 2012 (which date the legislature has since extended to November 30, 2012), and the City appealed the dismissal. The City's appeal was denied in February 2012. In June 2012, the Lancaster County Solid Waste Management Authority was selected by the Office of the Receiver for the City of Harrisburg as the winner of a competitive bidding process to enter into immediate negotiations for the purchase of the Harrisburg energy-from-waste facility. We intend to continue to pursue our lawsuit in parallel with efforts to work with the Office of the Receiver for the City of Harrisburg and other stakeholders to protect the full recovery of our advance and to maintain our position in the project.

Recent Accounting Pronouncements

See Item 1. Financial Statements — Note 2. Recent Accounting Pronouncements for information related to new accounting pronouncements.

Discussion of Critical Accounting Policies and Estimates

In preparing our condensed consolidated financial statements in accordance with United States Generally Accepted Accounting Principles ("GAAP"), we are required to use judgment in making estimates and assumptions that affect the amounts reported in our financial statements and related Notes. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. These estimates form the basis

for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Many of our critical accounting policies are subject to significant judgments and uncertainties which could potentially result in materially different results under different conditions and assumptions. Future events rarely develop exactly as forecast, and the best estimates routinely require adjustment. Management believes there have been no material changes during the nine months ended September 30, 2012 to the items discussed in Discussion of Critical Accounting Policies in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations of our Annual Report on Form 10-K for the year ended December 31, 2011.

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Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

In the normal course of business, our subsidiaries are party to financial instruments that are subject to market risks arising from changes in commodity prices, interest rates, foreign currency exchange rates, and derivative instruments. Our use of derivative instruments is very limited and we do not enter into derivative instruments for trading purposes. There have been no material changes during the nine months ended September 30, 2012 to the items discussed in Item 7A. Quantitative and Qualitative Disclosures About Market Risk in our Annual Report on Form 10-K for the year ended December 31, 2011. For details related to fair value estimates for the Cash Conversion Option, Note Hedge and contingent interest as of September 30, 2012, refer to Item 1. Financial Statements — Note 11. Financial Instruments and Note 12. Derivative Instruments.

Item 4. CONTROLS AND PROCEDURES

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of Covanta’s disclosure controls and procedures, as required by Rule 13a-15(b) and 15d-15(b) under the Securities Exchange Act of 1934 (the “Exchange Act”) as of September 30, 2012. Our disclosure controls and procedures are designed to reasonably assure that information required to be disclosed by us in reports we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding disclosure and is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms.

Our Chief Executive Officer and Chief Financial Officer have concluded that, based on their reviews, our disclosure controls and procedures are effective to provide such reasonable assurance.

Our management, including our Chief Executive Officer and Chief Financial Officer, believes that any disclosure controls and procedures or internal controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must consider the benefits of controls relative to their costs. Inherent limitations within a control system include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. While the design of any system of controls is to provide reasonable assurance of the effectiveness of disclosure controls, such design is also based in part upon certain assumptions about the likelihood of future events, and such assumptions, while reasonable, may not take into account all potential future conditions. Accordingly, because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and may not be prevented or detected.

Changes in Internal Control over Financial Reporting

There has not been any change in our system of internal control over financial reporting during the fiscal quarter ended September 30, 2012 that has materially affected, or is reasonably likely to materially affect, internal control over financial reporting.

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PART II — OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS
See Item 1. Financial Statements — Note 13. Commitments and Contingencies.

Item 1A. RISK FACTORS
There have been no material changes during the nine months ended September 30, 2012 to the risk factors discussed in Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2011.

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS
During the first quarter of 2012, the Board of Directors approved an additional $100 million share repurchase authorization. Under the program, common stock repurchases may be made in the open market, in privately negotiated transactions from time to time, or by other available methods, at management's discretion in accordance with applicable federal securities laws. The timing and amounts of any repurchases will depend on many factors, including our capital structure, the market price of our common stock and overall market conditions.
The following table provides information as of September 30, 2012 with respect to shares of common stock we repurchased during the third quarter of fiscal 2012:
ISSUER PURCHASES OF EQUITY SECURITIES

Period	Total Number of Shares Purchased	Average Price Paid Per Share [(a)]	Total Number of Shares Purchased as Part of Publicly Announced Program	Maximum Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program
	(in millions, except per share amounts)			
July 1 - July 31	0.5	$ 17.06	0.5	$ 107
August 1 - August 31	0.5	$ 17.32	0.5	$ 99
September 1 - September 30	0.5	$ 17.28	0.5	$ 90
Total:	1.5	$ 17.22	1.5	

(a) This amount represents the weighted average price paid per common share. This price includes a per share commission paid for all repurchases.

During the nine months ended September 30, 2012, we withheld 280,831 shares of our common stock in connection with tax withholdings for vested stock awards.

Item 3. DEFAULTS UPON SENIOR SECURITIES
None.

Item 4. MINE SAFETY DISCLOSURES
Not applicable.

Item 5. OTHER INFORMATION
(a) None.
(b) Not applicable.

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Item 6. EXHIBITS

Exhibit Number	Description
31.1	Certification pursuant to Section 302 of Sarbanes-Oxley Act of 2002 by the Chief Executive Officer.
31.2	Certification pursuant to Section 302 of Sarbanes-Oxley Act of 2002 by the Chief Financial Officer.
32	Certification of periodic financial report pursuant to Section 906 of Sarbanes-Oxley Act of 2002 by the Chief Executive Officer and Chief Financial Officer.
Exhibit 101.INS:	XBRL Instance Document*
Exhibit 101.SCH:	XBRL Taxonomy Extension Schema*
Exhibit 101.CAL:	XBRL Taxonomy Extension Calculation Linkbase*
Exhibit 101.DEF:	XBRL Taxonomy Extension Definition Linkbase*
Exhibit 101.LAB:	XBRL Taxonomy Extension Labels Linkbase*
Exhibit 101.PRE:	XBRL Taxonomy Extension Presentation Linkbase*

* XBRL information is furnished, not filed.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

COVANTA HOLDING CORPORATION
(Registrant)

By: /S/ SANJIV KHATTRI
Sanjiv Khattri
Executive Vice President and Chief Financial Officer

By: /S/ THOMAS E. BUCKS
Thomas E. Bucks
Senior Vice President and Chief Accounting Officer

Date: October 18, 2012