

SECURITIES AND EXCHANGE COMMISSION

FORM 10-K/A

Annual report pursuant to section 13 and 15(d) [amend]

Filing Date: **2004-05-18** | Period of Report: **2003-12-31**
SEC Accession No. **0000950137-04-004249**

([HTML Version](#) on secdatabase.com)

FILER

DANIELSON HOLDING CORP

CIK: **225648** | IRS No.: **956021257** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **10-K/A** | Act: **34** | File No.: **001-06732** | Film No.: **04816678**
SIC: **6331** Fire, marine & casualty insurance

Mailing Address
767 THIRD AVE
NEW YORK NY 10017-2023

Business Address
767 THIRD AVE 5TH FL
NEW YORK NY 10017
2128880347

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

AMENDMENT NO. 1
TO

FORM 10-K/A

<Table>

<S> <C>

(Mark One)

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

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2003

OR

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

FOR THE TRANSITION PERIOD FROM _____ TO _____.

</Table>

Commission file number 1-6732

DANIELSON HOLDING CORPORATION
(Exact Name of Registrant as Specified in its Charter)

<Table>

<S> <C>

DELAWARE
(State or Other Jurisdiction
of Incorporation or Organization)

95-6021257
(IRS Employer
Identification No.)

</Table>

<Table>

<S> <C>

TWO NORTH RIVERSIDE PLAZA, SUITE 600
CHICAGO, IL
(Address of Principal Executive Offices)

60606
(Zip Code)

</Table>

Indicate by check mark whether 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 registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No []

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy of information statements incorporated by reference in Part III of the Form 10-K or any amendment to this Form 10-K. []

Indicate by check mark whether registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes [X] No []

State the aggregate market value of the voting and non-voting common equity held by nonaffiliates of the registrant computed by reference to the price at which the common equity was last sold, or the average bid and asked prices of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter. \$34,795,021

OUTSTANDING STOCK (ALL CLASSES)

<Table>
<Caption>

CLASS		MARCH 15, 2004
----		-----
	<C>	
Common Stock, \$0.10 par value		35,950,145 shares

</Table>

DOCUMENTS INCORPORATED BY REFERENCE

None

EXPLANATORY NOTE:

The purpose of this amendment is solely to supplement Part IV, Item 15 of the Annual Report on Form 10-K for Danielson Holding Corporation for the year ended December 31, 2003, as filed with the Securities and Exchange Commission on March 15, 2004, to update the signature page and Exhibits 23.1, 31.1, 31.2, 32.1 and 32.2, and file additional Consents of Independent Auditor's as Exhibits 23.2, 23.3, and 23.4. This Form 10-K/A does not reflect events occurring after the filing of the original Form 10-K, or modify or update the disclosures therein in any way other than as required to reflect these changes.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

(a) Documents filed as part of this report:

(3) EXHIBITS

<Table>

<Table>
<Caption>
EXHIBIT

NO. -----	DESCRIPTION -----
<C>	<S>
+3.9	By-laws of ACL Capital (incorporated by reference to Exhibit 3.7 of ACL's Registration Statement on Form S-4 filed with the Commission on August 28, 1998, as amended (Registration No. 333-62227)).
+4.1	Indenture dated as of June 30, 1998 by and among ACL, ACL Capital and the Subsidiary Guarantors and the United States Trust Company of New York, as trustee (incorporated by reference to Exhibit 4.1 of ACL's Registration Statement on Form S-4 filed with the Commission on August 28, 1998, as amended (Registration No. 333-62227)).
+4.2	Purchase Agreement dated as of June 23, 1998 among ACL, ACL Capital and the Subsidiary Guarantors, Wasserstein Perella Securities, Inc. and Chase Securities Inc. (incorporated by reference to Exhibit 4.2 of ACL's Registration Statement on Form S-4 filed with the Commission on August 28, 1998, as amended (Registration No. 333-62227)).
+4.3	Registration Rights Agreement dated as of June 23, 1998 by and among ACL, ACL Capital and the Subsidiary Guarantors, Wasserstein Perella Securities, Inc. and Chase Securities Inc. (incorporated by reference to Exhibit 4.3 of ACL's Registration Statement on Form S-4 filed with the Commission on August 28, 1998, as amended (Registration No. 333-62227)).
+4.4	Registration Rights Agreement dated as of June 30, 1998 by and among ACL, Vectura, National Marine, CSX Brown, Stuart Agranoff and Steven Anderson and each Person whose name is set forth on Schedule I therein (incorporated by reference to Exhibit 4.4 of ACL's Registration Statement on Form S-4 filed with the Commission on August 28, 1998, as amended (Registration No. 333-62227)).
+4.5	Supplemental Indenture dated as of May 29, 2002 by and among ACL, ACL Capital Corp. and The Bank of New York (as successor trustee to United States Trust Company of New York) as Trustee (incorporated by reference to Exhibit 4.1 of ACL's Quarterly Report on Form 10-Q for period ending June 28, 2002 and filed with the Commission on August 14, 2002).
+4.6	Indenture dated May 29, 2002 for 11 1/4% Senior Notes due 2008 by and among ACL, ACL Capital Corp., the Subsidiary Guarantors (defined therein) party thereto and The Bank of New York, as Trustee (incorporated by reference to Exhibit T3C filed with Amendment No. 1 to ACL's Application for Qualification of Indenture Under the Trust Indenture Act of 1939 on Form T-3, filed with the Commission on May 29, 2002 (File No. 022-28597)).
+4.7	Indenture dated May 29, 2002 for 12% Pay-In-Kind Senior Subordinated Notes due 2008 by and among ACL, ACL Capital Corp., the Subsidiary Guarantors (defined therein) party thereto and The Bank of New York, as Trustee (incorporated by reference to Exhibit T3C filed with Amendment No. 1 to

ACL's Application for Qualification of Indenture Under the Trust Indenture Act of 1939 on Form T-3, filed with the Commission on May 29, 2002 (File No. 022-28598)).

- +4.8 Credit Agreement dated as of June 30, 1998 among ACL, ACL Holdings, the Lenders (as defined therein) and The Chase Manhattan Bank, as issuing bank, as administrative agent, as security trustee and as collateral agent ("Credit Agreement") (incorporated by reference to Exhibit 10.1 of ACL's Registration Statement on Form S-4 filed with the Commission on August 28, 1998, as amended (Registration No. 333-62227)).
- +4.9 Amendment No. 1, Waiver and Agreement dated as of January 29, 1999 to Credit Agreement (incorporated by reference to Exhibit 10.14 of ACL's 2000 Annual Report on Form 10-K for the period ended December 29, 2000 and filed with the Commission on March 29, 2001).
- +4.10 Amendment and Waiver No. 2 dated as of December 13, 1999 to Credit Agreement (incorporated by reference to Exhibit 10.15 of ACL's 2000 Annual Report on Form 10-K for the period ended December 29, 2000 and filed with the Commission on March 29, 2001).
- +4.11 Consent and Waiver No. 3 dated as of June 1, 2000 to Credit Agreement (incorporated by reference to Exhibit 10.16 of ACL's 2000 Annual Report on Form 10-K for the period ended December 29, 2000 and filed with the Commission on March 29, 2001).
- +4.12 Amendment No. 4, Consent and Waiver dated as of October 13, 2000 to Credit Agreement (incorporated by reference to Exhibit 10.17 of ACL's 2000 Annual Report on Form 10-K for the period ended December 29, 2000 and filed with the Commission on March 29, 2001).

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EXHIBIT
NO.

DESCRIPTION

- | EXHIBIT NO. | DESCRIPTION |
|-------------|---|
| +4.13 | Amendment No. 5, Waiver and Agreement dated as of December 29, 2000 to Credit Agreement (incorporated by reference to Exhibit 10.18 of ACL's 2000 Annual Report on Form 10-K for the period ended December 29, 2000 and filed with the Commission on March 29, 2001). |
| +4.14 | Forbearance Agreement dated as of February 22, 2002 among the Parent, ACL, the ACL subsidiary guarantors, the Lenders (as defined therein), and The JPMorgan Chase Bank, as administrative agent (incorporated by reference to Exhibit 10.20 of ACL's 2001 Annual Report on Form 10-K for the period ended December 28, 2001 and filed with the Commission on March 28, 2002). |
| +4.15 | Amendment Agreement dated as of April 11, 2002 among ACL, the Parent, the Lenders (as defined therein) party thereto and The JPMorgan Chase Bank, as issuing bank, as administrative agent, as security trustee and as collateral agent (incorporated by reference to Exhibit 10.1 of ACL's Quarterly Report on Form 10-Q for the period ended June 28, 2002 and filed with the Commission on August 14, 2002). |

- +4.16 Credit Agreement dated as of June 30, 1998, as Amended and Restated as of April 11, 2002, among ACL, the Parent, the Lenders (as defined therein) party thereto and The JPMorgan Chase Bank, as issuing bank, as administrative agent, as security trustee and as collateral agent (incorporated by reference to Exhibit 10.2 of ACL's Quarterly Report on Form 10-Q for the period ended June 28, 2002 and filed with the Commission on August 14, 2002).
- +4.17 Amendment No. 1 and Agreement dated as of September 27, 2002 to the Amended and Restated Credit Agreement dated as of April 11, 2002 among ACL, the Parent, the Lenders (as defined therein) party thereto and The JPMorgan Chase Bank, as issuing bank, as administrative agent, as security trustee, and as collateral agent (incorporated by reference to Exhibit 10.1 of ACL's Quarterly Report on Form 10-Q for the period ended September 27, 2002 and filed with the Commission on November 12, 2002).
- #4.18 Credit Agreement, dated as of March 10, 2004, by and among Covanta Energy Corporation and each of its Subsidiaries party thereto, the Lenders listed therein, Bank of America, N.A., and Deutsche Bank AG, New York Branch.
- #4.19 Credit Agreement, dated as of March 10, 2004, by and among Covanta Energy Corporation and each of its Subsidiaries party thereto, the Lenders listed therein, and Bank One, NA.
- #4.20 Indenture dated as of March 10, 2004 by and among Covanta Energy Corporation, the Guarantors named therein, and U.S. Bank National Association, as trustee, for the 8.25% Senior Secured Notes due 2011.
- #4.21 Indenture dated as of March 10, 2004 by and among Covanta Energy Corporation and U.S. Bank Trust National Association, as trustee for the 7.5% Unsecured Notes due 2012.
- +4.22 Registration Rights Agreement dated November 8, 2002 among Danielson Holding Corporation and S.Z. Investments, LLC.
- +4.23 Registration Rights Agreement, dated as of December 2, 2003, by and between Danielson Holding Corporation, D.E. Shaw Laminar Portfolios, L.L.C., S.Z. Investments, L.L.C., and Third Avenue Trust, on behalf of the Third Avenue Value Fund Series, a Delaware business trust (incorporated by reference to Exhibit 4.1 of Danielson Holding Corporation's Current Report on Form 8-K dated December 2, 2003 and filed with the Commission on December 5, 2003).
- #4.24 Pledge Agreement, dated March 10, 2004, by and between Danielson Holding Corporation and Bank of America, N.A. in its capacity as collateral agent for and representative of the Secured Parties as defined therein.
- #4.25 Intercreditor Agreement, dated March 10, 2004, by and among Covanta Energy Corporation, the Subsidiaries listed therein, the Detroit L/C Lenders listed therein, the New L/C Lenders listed therein, Bank of America, N.A., Bank One, NA, Deutsche Bank Securities, Inc., Danielson Holding Corporation, U.S. Bank National Association, and the Companies listed therein.
- #4.26 Intercreditor Agreement, dated March 10, 2004, by and among Covanta Power International Holdings, Inc., the Subsidiaries listed therein, Covanta Energy Americas, Inc., Revolver Lenders listed therein, the Term Loan Lenders listed therein, Bank of America, N.A., Deutsche Bank Securities, Inc., Deutsche Bank AG, New York Branch, U.S. Bank National Association, Wells Fargo Bank, N.A., and the Companies listed therein.

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 EXHIBIT

NO.	DESCRIPTION
<C>	<S>
#4.27	Security Agreement, dated March 10, 2004, by and among Covanta Energy Corporation, the Other Borrowers listed therein, any Additional Grantors, and Bank of America, N.A.
#4.28	Security Agreement, dated March 10, 2004, by and among Covanta Power International Holdings, Inc., the Other Borrowers listed therein, and Bank of America, N.A.
#4.29	Pledge Agreement, dated March 10, 2004, by and between Covanta Energy Americas, Inc., and Bank of America, N.A.
#4.30	Security and Pledge Agreement, dated January 31, 2003, by and among ACL, the Subsidiaries listed therein, the Debtor-in Possession listed therein, and JPMorgan Chase Bank.
#4.31	Revolving Credit and Guaranty Agreement, dated January 31, 2003, by and among ACL, ACL Holdings, the Guarantors listed therein, the Lenders listed therein, JPMorgan Chase Bank, J.P. Morgan Securities Inc., General Electric Capital Corporation, and Bank One, NA.
#4.32	First Amendment to Revolving Credit and Guaranty Agreement, dated March 13, 2003, by and among ACL, ACL Holdings, the Guarantors listed therein, the Lenders listed therein, JPMorgan Chase Bank, General Electric Capital Corporation, and Bank One, NA.
#4.33	Second Amendment to Revolving Credit and Guaranty Agreement, dated March 13, 2003, by and among ACL, ACL Holdings, the Guarantors listed therein, the Lenders listed therein, JPMorgan Chase Bank, General Electric Capital Corporation, and Bank One, NA.
#4.34	Third Amendment to Revolving Credit and Guaranty Agreement, dated December 22, 2003, by and among ACL, ACL Holdings, the Guarantors listed therein, the Lenders listed therein, JPMorgan Chase Bank, General Electric Capital Corporation, and Bank One, NA.
#4.35	Fourth Amendment to Revolving Credit and Guaranty Agreement, dated February 24, 2004, by and among ACL, ACL Holdings, the Guarantors listed therein, the Lenders listed therein, JPMorgan Chase Bank, General Electric Capital Corporation, and Bank One, NA.
#4.36	First Preferred Fleet Mortgage, dated February 3, 2003, by ACL in favor of JPMorgan Chase Bank.
#4.37	First Preferred Fleet Mortgage, dated February 3, 2003, by Houston Fleet LLC in favor of JPMorgan Chase Bank.
#4.38	First Preferred Fleet Mortgage, dated February 3, 2003, by Louisiana Dock Company LLC in favor of JPMorgan Chase Bank.
+10.1	Stock Purchase and Sale Agreement dated as of April 14, 1999 by and between Samstock, L.L.C. and Danielson Holding Corporation (incorporated by reference to Exhibit 10.1 of Danielson Holding Corporation's Report on Form 10-Q for the period ended June 30, 1999 and filed with the Commission on August 13, 1999).
+10.2	Amendment No. 1, Assignment and Consent to Assignment of Stock Purchase and Sale Agreement dated May 7, 1999 among

Samstock, L.L.C., S.Z. Investments, LLC and Danielson Holding Corporation (incorporated by reference to Exhibit 10.2 of Danielson Holding Corporation's Report on Form 10-Q for the period ended June 30, 1999 and filed with the Commission on August 13, 1999).

- +10.3 Termination of Investment Agreement dated November 8, 2002 among Danielson Holding Corporation, Martin J. Whitman and S.Z. Investments, LLC.
- +10.4 Letter Agreement dated April 14, 1999 by and between Equity Group Investments, L.L.C. and Danielson Holding Corporation (incorporated by reference to Exhibit 10.5 of Danielson Holding Corporation's Report on Form 10-Q for the period ended June 30, 1999 and filed with the Commission on August 13, 1999).
- +10.5 Amendment dated June 2, 1999 to Letter Agreement dated April 14, 1999 by and between Equity Group Investments, L.L.C. and Danielson Holding Corporation (incorporated by reference to Exhibit 10.6 of Danielson Holding Corporation's Report on Form 10-Q for the period ended June 30, 1999 and filed with the Commission on August 13, 1999).
- *+10.6 1995 Stock and Incentive Plan. (Included as Amended Appendix B to Proxy Statement filed on August 2, 2000.)
- +10.7 Letter Agreement dated December 20, 2002 between Danielson Holding Corporation, ACL and Credit Suisse First Boston Corporation.

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EXHIBIT

NO.	DESCRIPTION
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<C>	<S>
*+10.8	ACL Severance Pay Plan (incorporated by reference to Exhibit 10.10 of ACL's Annual Report on Form 10-K for the period ended December 25, 1998 and filed with the Commission on March 25, 1999).
*+10.9	ACL Salary Continuation Plan, as amended (incorporated by reference to Exhibit 10.11 of ACL's Annual Report on Form 10-K for the period ended December 25, 1998 and filed with the Commission on March 25, 1999).
+10.10	Receivables Purchase Agreement between American Commercial Lines Funding Corporation, as Seller, American Commercial Barge Line LLC, as Servicer, Jupiter Securitization Corporation, as a Purchaser, The Financial Institutions from time to time party thereto, as Purchasers and Bank One, NA (Main Office Chicago), as Agent, dated as of May 24, 2002 (incorporated by reference to Exhibit 10.3 of ACL's Quarterly Report on Form 10-Q for the period ended June 28, 2002 and filed with the Commission on August 14, 2002).
+10.11	First Amendment to Receivables Purchase Agreement dated as of November 11, 2002 between American Commercial Lines Funding Corporation, as Seller, American Commercial Barge Line LLC, as Servicer, the financial institutions from time to time party to the Receivables Purchase Agreement, as bank inventors, Jupiter Securitization Corporation (together with the bank investors, the Purchaser) and Bank One, NA (Main Office Chicago), as agent (incorporated by reference to

Exhibit 10.2 of ACL's Quarterly Report on Form 10-Q for the period ended September 27, 2002 and filed with the Commission on November 12, 2002).

- +10.12 Receivables Sales Agreement between American Commercial Barge Line LLC, as an Originator, American Commercial Terminals LLC, as an Originator, and American Commercial Lines Funding Corporation, as Buyer, dated as of May 24, 2002 (incorporated by reference to Exhibit 10.4 of ACL's Quarterly Report on Form 10-Q for the period ended June 28, 2002 and filed with the Commission on August 14, 2002).
- *+10.13 Management Agreement by and between ACL and Michael C. Hagan dated May 29, 2002 (incorporated by reference to Exhibit 10.5 of ACL's Quarterly Report on Form 10-Q for the period ended June 28, 2002 and filed with the Commission on August 14, 2002).
- *10.14 Separation and Termination Agreement by and between ACL and Michael C. Hagan dated August 12, 2003.
- *10.15 Separation Agreement by and between Danielson Holding Corporation and Michael C. Hagan dated October 10, 2003.
- *+10.16 Management Agreement by and between ACL and James J. Wolff dated May 29, 2002 (incorporated by reference to Exhibit 10.6 of ACL's Quarterly Report on Form 10-Q for the period ended June 28, 2002 and filed with the Commission on August 14, 2002).
- *10.17 Release and Waiver of Employment and Separation from Employment Claims by and between ACL and James J. Wolff dated June 25, 2003.
- *+10.18 Amendment of the Special Retirement Plan of ACL dated May 22, 2002 (incorporated by reference to Exhibit 10.7 of ACL's Quarterly Report on Form 10-Q for the period ended June 28, 2002 and filed with the Commission on August 14, 2002).
- *+10.19 Amendment of the Supplemental Savings Plan of Eligible Executives of ACL dated May 22, 2002 (incorporated by reference to Exhibit 10.8 of ACL's Quarterly Report on Form 10-Q for the period ended June 28, 2002 and filed with the Commission on August 14, 2002).
- #10.20 Engagement Letter, dated July 28, 2003, by and between Danielson Holding Corporation and Credit Suisse First Boston LLC.
- +10.21 Investment and Purchase Agreement by and between Danielson Holding Corporation and Covanta Energy Corporation, dated December 2, 2003 (incorporated by reference to Exhibit 2.1 of Danielson Holding Corporation's Current Report on Form 8-K dated December 2, 2003 and filed with the Commission on December 5, 2003), as amended by that certain Amendment to the Investment and Purchase Agreement, made and entered into on February 23, 2004, by and between the same parties (incorporated by reference to Exhibit 2.3 of Danielson Holding Corporation's Current Report on Form 8-K dated March 10 2004 and filed with the Commission on March 11, 2004).

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EXHIBIT
NO.

DESCRIPTION

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- +10.22 Note Purchase Agreement by and among Danielson Holding Corporation, S.Z. Investments, L.L.C., Third Avenue Trust, on behalf of Third Avenue Value Fund, and D. E. Shaw Laminar Portfolios, L.L.C. dated December 2, 2003 (incorporated by reference to Exhibit 2.2 of Danielson Holding Corporation's Current Report on Form 8-K dated December 2, 2003 and filed with the Commission on December 5, 2003), as amended by that certain First Amendment to Note Purchase Agreement and Consent, made and entered into as of February 23, 2004, by and among the same parties (incorporated by reference to Exhibit 2.4 of Danielson Holding Corporation's Current Report on Form 8-K dated March 10, 2004 and filed with the Commission on March 11, 2004).
- +10.23 Letter Agreement by and between Danielson Holding Corporation and D.E. Shaw Laminar Portfolios, L.L.C. dated December 2, 2003 (incorporated by reference to Exhibit 10.1 of Danielson Holding Corporation's Current Report on Form 8-K dated December 2, 2003 and filed with the Commission on December 5, 2003).
- +10.24 Letter Agreement by and between Danielson Holding Corporation and Equity Group Investments, L.L.C. dated December 1, 2003 (incorporated by reference to Exhibit 10.2 of Danielson Holding Corporation's Current Report on Form 8-K dated December 2, 2003 and filed with the Commission on December 5, 2003).
- #10.25 Tax Sharing Agreement, dated as of March 10, 2004, by and among Danielson Holding Corporation, Covanta Energy Corporation, and Covanta Power International Holdings, Inc.
- #10.26 Corporate Services Reimbursement Agreement, dated as of March 10, 2004, by and between Danielson Holding Corporation and Covanta Energy Corp.
- +10.27 Corporate Services Reimbursement Agreement, dated as of September 2, 2003, by and between Danielson Holding Corporation and Equity Group Investments, L.L.C. (incorporated by reference to Exhibit 10.1 of Danielson Holding Corporation's Quarterly Report on Form 10-Q for the period ended September 30, 2003 and filed with the Commission on November 7, 2003).
- #10.28 Credit Agreement, dated as of March 10, . 2004, by and among Covanta Power International Holdings, Inc. and each of its Subsidiaries party thereto, the Lenders listed therein, Bank of America, N.A., and Deutsche Bank Securities, Inc.
- #10.29 Credit Agreement, dated as of March 10, . 2004, by and among Covanta Power International Holdings, Inc. and each of its Subsidiaries party thereto, the Lenders listed therein, and Deutsche Bank AG, New York Branch.
- #10.30 Management Services and Reimbursement Agreement, dated March 10, 2004, by among Covanta Energy Corporation, Covanta Energy Group, Inc., Covanta Projects, Inc., Covanta Power International Holdings, Inc., and certain Subsidiaries listed therein.
- +21.1 Subsidiaries of Danielson Holding Corporation. (incorporated by reference to Exhibit 21 of Danielson Holding Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 1996, and filed with the Commission on March 28, 1997).
- 23.1 Consent of Independent Accountants of American Commercial Lines LLC, dated May 17, 2004, by PricewaterhouseCoopers LLP.
- 23.2 Consent of Independent Auditors of Danielson Holding Corporation and Subsidiaries, dated May 13, 2004, by Ernst &

- Young LLP
- 23.3 Consent of Independent Auditors of American Commercial Lines, LLC and Subsidiaries, dated May 13, 2004, by Ernst & Young LLP
- 23.4 Consent of Independent Auditors of Danielson Holding Corporation and Subsidiaries, dated May 17, 2004, by KPMG LLP
- 31.1 Certification of the Chief Executive Officer Pursuant to Section 302 of the Sarbanes Oxley Act of 2002 (pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended).
- 31.2 Certification of the Chief Financial Officer Pursuant to Section 302 of the Sarbanes Oxley Act of 2002 (pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended).
- 32.1 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 from the Chief Executive Officer of Danielson Holding Corporation.

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<Table>
<Caption>

EXHIBIT
NO.

DESCRIPTION

- <C> <S>
- 32.2 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 from the Chief Financial Officer of Danielson Holding Corporation.

</Table>

+ Not filed herewith. In accordance with Rule 12b-32 of the General Rules and Regulations under the Securities and Exchange Act of 1934, reference is made to the document previously filed with the Commission.

* Management Contract or Compensatory Plan or Arrangement.

(b) DHC filed a current report on Form 8-K dated November 7, 2003 to file its press release announcing its earnings for the quarter ended September 20, 2003. DHC filed a current report on Form 8-K dated December 2, 2003 to report its proposed acquisition of Covanta.

(c) Exhibits: See Index to Exhibits.

Incorporated by reference to Danielson Holding Corporation's Annual Report on Form 10-K for the year ended December 31, 2003, as filed with the Securities and Exchange Commission on March 15, 2004.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

Danielson Holding Corporation
(Registrant)

By: /s/ JEFFREY R. HOROWITZ

Jeffrey R. Horowitz
President and Chief Executive Officer

May 18, 2004

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<Table>

<Caption>

NAME	DATE	TITLE
----	----	-----
<S>	<C>	<C>
/s/ JEFFREY R. HOROWITZ	May 18, 2004	President and Chief Executive Officer (Principal Executive Officer)
----- Jeffrey R. Horowitz		
/s/ PHILIP G. TINKLER	May 18, 2004	Chief Financial Officer (Principal Financial and Accounting Officer) * Attorney-in-Fact
----- Philip G. Tinkler		
/s/ SAMUEL ZELL	May 18, 2004	Chairman of DHC Board of Directors
----- Samuel Zell		
* DAVID M. BARSE	May 18, 2004	Director
----- David M. Barse		
* RICHARD L. HUBER	May 18, 2004	Director
----- Richard L. Huber		
* EUGENE M. ISENBERG	May 18, 2004	Director
----- Eugene M. Isenberg		
/s/ WILLIAM C. PATE	May 18, 2004	Director
----- William C. Pate		
* JEAN SMITH	May 18, 2004	Director
----- Jean Smith		
* JOSEPH P. SULLIVAN	May 18, 2004	Director
----- Joseph P. Sullivan		
* MARTIN J. WHITMAN	May 18, 2004	Director
----- Martin J. Whitman		

Clayton Yeutter

</Table>

DANIELSON HOLDING CORPORATION

EXHIBIT INDEX

List of Exhibits filed with this Form 10-K/A:

<Table>

<Caption>

EXHIBIT

NO.	EXHIBIT
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<C>	<S>
23.1	Consent of Independent Accountants of American Commercial Lines LLC, dated May 17, 2004, by PricewaterhouseCoopers LLP
23.2	Consent of Independent Auditors of Danielson Holding Corporation and Subsidiaries, dated May 13, 2004, by Ernst & Young LLP
23.3	Consent of Independent Auditors of American Commercial Lines, LLC and Subsidiaries, dated May 13, 2004, by Ernst & Young LLP
23.4	Consent of Independent Auditors of Danielson Holding Corporation and Subsidiaries, dated May 17, 2004, by KPMG LLP
31.1	Certification of the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended)
31.2	Certification of the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended)
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 from the Chief Executive Officer of Danielson Holding Corporation
32.2	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 from the Chief Financial Officer of Danielson Holding Corporation

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CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 333-86004) and Form S-3 (No. 333-39144) of Danielson Holding Corporation of our report dated March 26, 2002, except for the restatement, as to which the date is August 13, 2002 relating to the financial statements of American Commercial Lines LLC for the fiscal year ended December 28, 2001, which appears in this Form 10-K/A.

/s/ PricewaterhouseCoopers LLP

Louisville, Kentucky
May 17, 2004

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference of our report dated February 20, 2004, except for Note 24 as to which the date is March 10, 2004, with respect to the consolidated financial statements and schedules of Danielson Holding Corporation included in its Annual Report (Form 10-K) for the year ended December 31, 2003, into the Danielson Holding Corporation Registration Statement on Form S-3 (No. 333-39144).

/s/ Ernst & Young LLP

MetroPark, New Jersey
May 13, 2004

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference of our report dated February 20, 2004, with respect to the consolidated financial statements and schedules of American Commercial Lines LLC (Debtor in Possession) included in Danielson Holding Corporation's Annual Report (Form 10-K) for the year ended December 31, 2003 into Danielson Holding Corporation Registration Statement on Form S-3 (No. 333-39144).

/s/ Ernst & Young LLP

Louisville, Kentucky
May 13, 2004

CONSENT OF INDEPENDENT AUDITORS

The Board of Directors and Stockholders
Danielson Holding Corporation:

We consent to the incorporation by reference in the registration statement (No. 333-39144), on Form S-3 of Danielson Holding Corporation of our report dated March 5, 2002, with respect to the consolidated statements of operations, stockholders' equity and comprehensive income, and cash flows of Danielson Holding Corporation and subsidiaries for the year ended December 31, 2001, and all related financial statement schedules, which report appears in the December 31, 2003 annual report on Form 10-K of Danielson Holding Corporation.

/s/ KPMG LLP

New York, New York
May 17, 2004

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Jeffrey R. Horowitz, certify that:

1. I have reviewed this annual report on Form 10-K/A of DHC;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
 - c) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's quarter ended December 31, 2003 that has materially affected, or is reasonably likely to materially affect the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

- (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
- (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ JEFFREY R. HOROWITZ

Jeffrey R. Horowitz
Chief Executive Officer/
Principal Executive Officer

Date: May 18, 2004

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Philip G. Tinkler, certify that:

1. I have reviewed this annual report on Form 10-K/A of DHC;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
 - c) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's quarter ended December 31, 2003 that has materially affected, or is reasonably likely to materially affect the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

- (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
- (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ PHILIP G. TINKLER

Philip G. Tinkler
Chief Financial Officer

Date: May 18, 2004

CERTIFICATION OF PERIODIC FINANCIAL REPORT PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002, 18 U.S.C. SECTION 1350

In connection with the Annual Report on Form 10-K/A for the period ended December 31, 2003 of Danielson Holding Corporation ("DHC") as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Jeffrey R. Horowitz, as Chief Executive Officer of DHC, hereby certifies, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of his knowledge, that:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934;
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of DHC; and
- (3) this certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by DHC for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to DHC and will be retained by DHC and furnished to the Securities and Exchange Commission or its staff upon request.

/s/ JEFFREY R. HOROWITZ

Jeffrey R. Horowitz
Chief Executive Officer

May 18, 2004

CERTIFICATION OF PERIODIC FINANCIAL REPORT PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002, 18 U.S.C. SECTION 1350

In connection with the Annual Report on Form 10-K/A for the period ended December 31, 2003 of Danielson Holding Corporation ("DHC") as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Philip G. Tinkler, as Chief Financial Officer of DHC, hereby certifies, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of his knowledge, that:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934;
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of DHC; and
- (3) this certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by DHC for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to DHC and will be retained by DHC and furnished to the Securities and Exchange Commission or its staff upon request.

/s/ PHILIP G. TINKLER

Philip G. Tinkler
Chief Financial Officer

May 18, 2004