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DANIELSON HOLDING CORP
Form 8-A12B
May 17, 2002

Securities and Exchange Commission
Washington, D.C. 20549

FORM 8-A

Securities and Exchange Commission
Washington, D.C. 20549

For registration of certain classes of securities
pursuant to section 12(b) or (g) of the
Securities Exchange Act of 1934

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

DELAWARE
(State of incorporation
or organization)

95-6021257
(I.R.S. Employer
Identification No.)

767 THIRD AVENUE, NEW YORK, NEW YORK
(Address of principal executive offices)

10017-2023
(Zip Code)

If this form relates to the registration of a class of securities
pursuant to Section 12(b) of the Exchange Act and is effective
pursuant to General Instruction A.(c), check the following box. [X]

If this form relates to the registration of a class of securities
pursuant to Section 12(g) of the Exchange Act and is effective
pursuant to General Instruction A.(d), check the following box.[]

Securities Act registration statement file number to which this form
relates: 333-39144

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of Each Class to be so Registered | Name of Each Exchange on Which Each Class is to be Registered |
|--|--|
| ----- | ----- |
| Common Stock, \$.10 Par Value | American Stock Exchange |

Securities to be registered pursuant to Section 12(g) of the Act:

NONE

Item 1. Description of Registrant's Securities to be Registered.

A description of the Common Stock, par value \$0.10 per share, (the "Securities") of Danielson Holding Corporation (the "Registrant") is contained in the prospectus, dated May 2, 2001, which forms a part of the Registrant's Registration Statement on Form S-3 (File No. 333-39144) (the "S-3 Registration Statement"), as amended, as originally filed on June 13, 2000 with the Securities and Exchange Commission under the Securities Act

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of 1933, as amended (such prospectus being the "Prospectus"). The description of the Securities contained on pages 6 through 7 of the Prospectus, under the caption "Description of Common Stock," is hereby incorporated by reference into this Form 8-A.

Item 2. Exhibits.

1. Registrant's S-3 Registration Statement (incorporated by reference).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: May 17, 2002

DANIELSON HOLDING CORPORATION

By /s/ David M. Barse

David M. Barse
President and Chief Operating Officer

Exhibit Index

| Exhibit ----- | Description ----- |
|------------------|--|
| 1. | Registrant's S-3 Registration Statement (incorporated by reference). |