

0768  
A World Leader in Manufacturing Technologies

**Hugh C. O'Donnell**  
Vice President  
General Counsel and Secretary

August 13, 2002

**VIA FAX (202-942-9651) and UPS**

Johnathan G. Katz  
Secretary  
Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549

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OFFICE OF THE SECRETARY

AUG 13 2002

Dear Mr. Katz:

Enclosed please find revised Statements (dated August 13, 2002) from Ronald D. Brown, Chief Executive Officer, and Robert P. Lienesch, Chief Financial Officer, of Milacron Inc. replacing the Statements (dated August 12, 2002) mailed to your office yesterday via UPS. The enclosed Statements have been revised to include the words, "the end of" in the third line of the second bulleted item of paragraph (1) which were inadvertently omitted from the Statements mailed yesterday, to conform to the Exhibit A attached to SEC Order 4-460. I have advised your office of this in a telephone call earlier today and understand that the enclosed Statements dated August 13, 2002, will be filed with your office and that the Statements dated August 12, 2002, will be discarded.

Thank you.

Very truly yours,

Hugh C. O'Donnell  
/cas  
Enclosures

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Milacron Inc.

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**Robert P. Lienesch**  
*Vice President - Finance and  
Chief Financial Officer*

August 13, 2002

Johnathan G. Katz  
Secretary  
Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549

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AUG 13 2002

**STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE  
OFFICER AND PRINCIPAL FINANCIAL OFFICER  
REGARDING FACTS AND CIRCUMSTANCES RELATING  
TO EXCHANGE ACT FILINGS**

I, Robert P. Lienesch, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of Milacron Inc., and, except as corrected or supplemented in a subsequent covered report:
  - no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
  - no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- (2) I have reviewed the contents of this statement with the Audit Committee of the Company's Board of Directors.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
  - Form 10-K filed with the Commission for the fiscal year ended December 31, 2001, of Milacron Inc.;

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- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Milacron Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

Robert P. Lienesch  
Robert P. Lienesch  
Date: 8/13/02

Subscribed and sworn to before me  
this 13<sup>th</sup> day of August  
2002.

Cheryl A. Stuhlfauth  
Notary Public

My Commission Expires:

**CHERYLA. STUHLFAUTH**  
Notary Public, State of Ohio  
My Commission Expires Oct. 20, 2006

