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McDARA P FOLAN, III
Vice President
Deputy General Counsel and Secretary

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August 1, 2002

Mr. Jonathan G. Katz
Secretary
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, DC 20549

Re: Statements under Oath Relating to Exchange Act Filings
R.J. Reynolds Tobacco Holdings, Inc.

Dear Mr. Katz:

Enclosed you will find the original Statements under Oath Relating to Exchange Act Filings signed by Andrew J. Schindler, Chairman of the Board, President and Chief Executive Officer, and Richard H. Bogan, Executive Vice President and Chief Financial officer, of R.J. Reynolds Tobacco Holdings, Inc.

RJR's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002, was filed with the Securities and Exchange Commission on Thursday, August 1, 2002.

Sincerely,

McDara P. Folan, III

Enclosures

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

I, Andrew J. Schindler, state and attest that:

- 1) To the best of my knowledge, based upon a review of the covered reports of R.J. Reynolds Tobacco Holdings, 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 Company's audit committee.
- 3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
 - Annual Report on Form 10-K for the year ended December 31, 2001, of R.J. Reynolds Tobacco Holdings, Inc.;
 - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of R.J. Reynolds Tobacco Holdings, Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
 - any amendments to any of the foregoing.

2002/AUG/31 9:58 AM
NOTARY PUBLIC
JEAN O. SPARKS

SECRETARY

AUG 01 2002

Subscribed and sworn to before me this 1 day of Aug, 2002.

Jean O. Sparks
Notary Public

My Commission Expires: 7-14-2006

Andrew J. Schindler
Andrew J. Schindler, Chairman of the Board,
President and CEO of R.J. Reynolds Tobacco
Holdings, Inc.

Date: August 1, 2002

