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Gary R. Chadick, Esq.
Senior Vice President, General Counsel and Secretary

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**Rockwell
Collins**

August 5, 2002

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OFFICE OF THE SECRETARY

AUG 6 2002

Via Federal Express

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

Dear Mr. Katz:

Pursuant to Section 21(a) of the Securities Exchange Act, and the Commission's Order File No. 4-460, enclosed are sworn statements executed by Clayton M. Jones, Chairman, President and Chief Executive Officer, and Lawrence A. Erickson, Senior Vice President and Chief Financial Officer, of Rockwell Collins, Inc.

Please confirm receipt of this correspondence by stamping the enclosed copy of this letter and returning it in the envelope provided.

Sincerely,



Gary R. Chadick

GRC/VMK/cjs
Enc.

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

I, Lawrence A. Erickson, Senior Vice President and Chief Financial Officer of Rockwell Collins, Inc., a Delaware corporation, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Rockwell Collins, 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).

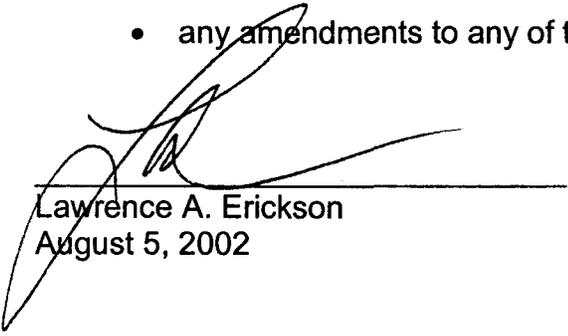
(2) I have reviewed the contents of this statement with the Audit Committee of Rockwell Collins, Inc.

(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 fiscal year ended September 30, 2001 of Rockwell Collins, Inc.;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Rockwell Collins, Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

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AUG 6 2002



Lawrence A. Erickson
August 5, 2002

Subscribed and sworn to
before me this 5th day of
August, 2002



Notary Public

My Commission Expires:

9/17/04

9/17/04