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**NORTHROP GRUMMAN**

Northrop Grumman Corporation  
1840 Century Park East  
Los Angeles, California 90067-2199  
Telephone 310-553-6262

August 12, 2002

Via Telecopy: (202) 942-9651; and  
FedEx

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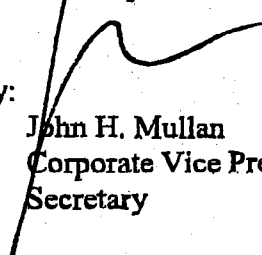
Jonathon G. Katz, Secretary  
Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549-0609

Re: Commission Order of the Securities Exchange Act of 1934  
File No. 4-460 pursuant to Section 21(a)(i)

Dear Mr. Katz:

Transmitted herewith are written statements under oath of Kent Kresa, Northrop Grumman Corporation's Chairman and Chief Executive Officer and Richard B. Waugh, Jr., Northrop Grumman's Corporate Vice President and Chief Financial Officer, both in the form of Exhibit A to the above-captioned Order and each declaring that the contents of the statement have been reviewed with the Audit Committee of the Northrop Grumman Corporation Board of Directors.

Very truly yours,  
Northrop Grumman Corporation

By:   
John H. Mullan  
Corporate Vice President and  
Secretary

# Exhibit A

(Corrected)

OMB Number: 3235-0569  
Expires: January 31, 2003

0600

## Statement Under Oath of Principal Executive Officer and Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings

I, Richard B. Waugh, Jr., Corporate Vice President and Chief Financial Officer (principal financial officer), state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Northrop Grumman Corporation, and, except as corrected or supplemented in a subsequent covered report:

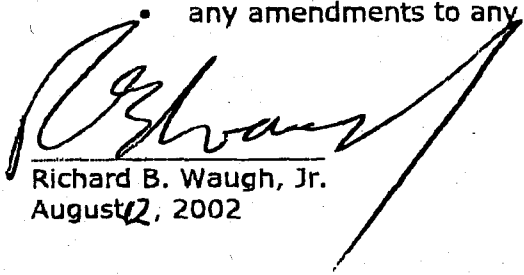
- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make 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 Board of Directors of Northrop Grumman Corporation.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

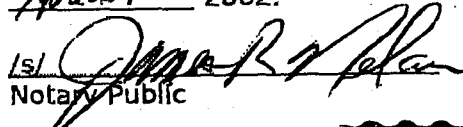
- Annual Report on Form 10-K for the year ended December 31, 2001, dated March 22, 2002 and filed with the Commission on such date of Northrop Grumman Corporation;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Northrop Grumman Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

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Richard B. Waugh, Jr.  
August 12, 2002

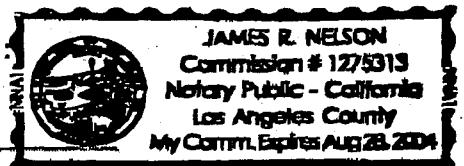
Subscribed and sworn to  
before me this 12<sup>th</sup> day of  
August 2002.



Notary Public

My Commission Expires:

[\* Separate statements to be signed by each of the Principal Executive Officer and the Principal Financial Officer.]



0600

Budget has approved this collection of information pursuant to 44 U.S.C. § 3507 and 5 C.F.R. § 1320.13. The OMB control number for this collection of information pursuant to this Order and Exhibit A is 3235-0569, and it expires on January 31, 2003. An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid control number. The information will be used to provide greater assurance to the Commission and to investors that persons have not violated, or are not currently violating, the provisions of the federal securities laws governing corporate issuers' financial reporting and accounting practices, and to aid the Commission in assessing whether it is necessary or appropriate in the public interest or for the protection of investors for the Commission to adopt or amend rules and regulations governing corporate issuers' financial practices and/or for the Commission to recommend legislation to Congress concerning these matters. We estimate that providing the requested information will take, on average, approximately 25 hours. Any member of the public may direct to the Commission any comments concerning the accuracy of this burden estimate and any suggestions for reducing this burden. Responses to the collection of information are mandatory and will not be kept confidential.