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CATERPILLAR

Caterpillar Inc.

100 NE Adams Street
Peoria, Illinois 61629-7310

August 13, 2002

VIA FAX & FEDERAL EXPRESS

fax: 202-824-5090 or 202-824-5091

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

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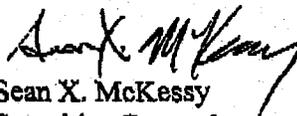
Re: Caterpillar Inc. Sworn Statements

Dear Mr. Katz:

Enclosed please find the sworn statements of Glen A. Barton and F. Lynn McPheeters, CEO and CFO, respectively, of Caterpillar Inc. The statements are provided pursuant to Commission Order 4-460.

Please acknowledge receipt of this letter and attached statements by file-stamping the extra copy enclosed and returning it to my attention in the envelope provided.

Sincerely,


Sean X. McKessy
Securities Counsel

SXMcKessy
Legal - AB7310
Phone: 309-675-1094
Fax: 309-675-6620
email: mckessysx@cat.com

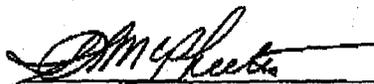
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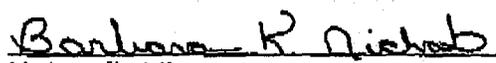
Statement Under Oath of Principal Executive Officer and Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings

I, F. Lynn McPheeters, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of Caterpillar 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":
 - 2001 Annual Report on Form 10-K of Caterpillar Inc. filed with the Commission;
 - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Caterpillar Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
 - any amendments to any of the foregoing.


 F. Lynn McPheeters
 Chief Financial Officer
 August 13, 2002

Subscribed and sworn to before me this 13th day of August, 2002.


 Notary Public

My Commission Expires: 5-18-2004



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