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Jeffry N. Quinn  
Executive Vice President, Corporate  
Secretary and General Counsel  
1700 East Putnam Avenue, Suite 500  
Old Greenwich, CT 06870  
telephone: (001) 203.698.7525  
facsimile: (001) 203.698.7920

August 14, 2002

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

RECEIVED  
OFFICE OF THE SECRETARY  
AUG 14 2002

Dear Mr. Katz:

On behalf of Premcor Inc., enclosed please find the following:

1. Statement Under Oath of the Principal Executive Officer Regarding Facts and Circumstances Relating to Exchange Act Filings executed by Mr. Thomas D. O'Malley, Chairman, Chief Executive Officer and President of Premcor Inc.
2. Statement Under Oath of the Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings executed by Mr. William E. Hantke, Executive Vice President and Chief Financial Officer of Premcor Inc.

Premcor Inc. Registration Statement on Form S-1 became effective on April 29, 2002. Accordingly, Premcor Inc. has not yet become obligated to file an Annual Report on Form 10-K. The enclosed certificates were modified in bullet point "(3)" to reflect this. Otherwise the certificates conform in all respects to SEC Order 4-460. We discussed this modification with attorneys in the Office of Chief Counsel on three occasions. On July 30, 2002, I exchanged voice mail messages with Mr. Robert Plesnarski, who informed me that the certificate should be modified to make it factually accurate. Members of my staff spoke with Ms. Carolyn Sherman on August 8, 2002 and August 12, 2002, who advised that we should make the modification and explain it in this cover letter.

Should you have any questions, please do not hesitate to contact me.

Sincerely,

Jeffry N. Quinn

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

I, Thomas D. O'Malley, state and attest that:


(1) To the best of my knowledge, based upon a review of the covered reports of Premcor 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":

- Premcor Inc.'s Registration Statement on Form S-1 became effective on April 29, 2002 and accordingly, Premcor Inc. has not yet been obligated to file an Annual Report on Form 10-K with the Commission.
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Premcor Inc. filed with the Commission subsequent to the filing of the Form S-1 identified above; and
- any amendments to any of the foregoing.

  
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Thomas D. O'Malley  
August 14, 2002

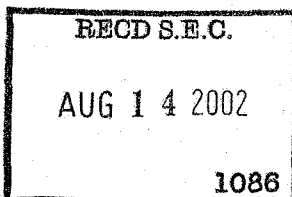
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OFFICE OF THE SECRETARY

AUG 14 2002

Subscribed and sworn to before me  
this 14<sup>th</sup> day of August, 2002.

  
\_\_\_\_\_  
Notary Public

My Commission expires:



ARDITH ANDERSON PAPPAS  
NOTARY PUBLIC  
MY COMMISSION EXPIRES NOV. 30, 2002