September 16, 2002

Via Fax (202-942-9651) and Federal Express

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

Re: Dillard's, Inc. – Statements Under Oath of
Principal Executive Officer and Principal Financial Officer

Dear Mr. Katz:

Enclosed on behalf of the Principal Executive Officer and Principal Financial Officer of Dillard's, Inc. pursuant to Order No. 4-460 of the Securities and Exchange Commission (June 27, 2002), please find one (1) original and one (1) copy of each of the following documents:

1. Statement under Oath of Principal Executive Officer Regarding Facts and Circumstances Relating to Exchange Act Filings; and


Please file stamp the enclosed copy of this letter and the enclosed copy of each Statement and return them to me in the enclosed self-addressed, stamped envelope.

Sincerely,

Paul J. Schroeder, Jr.

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

I, James I. Freeman, state and attest that:

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

- the 2001 Annual Report on Form 10-K filed with the Commission of Dillard’s, Inc.;

- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Dillard’s, Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and

- any amendments to any of the foregoing.

James I. Freeman

Date: 9/16/02

Subscribed and sworn to before me this 16th day of September, 2002.

Wendy Kurczek
Notary Public

My Commission Expires: 8-20-2008

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NOTARY PUBLIC
PULASKI COUNTY, AR