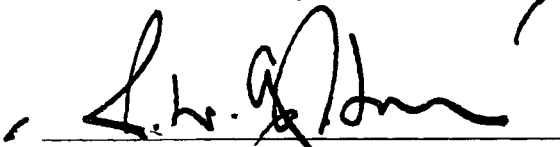


0412

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

I, Robert W. Goldman, state and attest that:

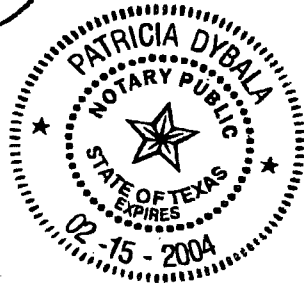
- (1) To the best of my knowledge, based upon a review of the covered reports of Conoco Inc. (the "Company"), and, except as corrected or supplemented in a subsequent covered report:
  - no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (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 and Compliance 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 Annual Report on Form 10-K of Conoco Inc. for the fiscal year ended December 31, 2001;
  - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Conoco Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
  - any amendments to any of the foregoing.

  
 Name: Robert W. Goldman  
 Title: Chief Financial Officer  
 Date: August 9, 2002

Subscribed and sworn to  
 Before me this 9<sup>th</sup> day of  
August 2002.

Patricia Dybala  
 Notary Public

My Commission Expires:  
February 15, 2004



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AUG 9 2002