



0967

A World Leader in Manufacturing Technologies

Hugh C. O'Donnell
Vice President
General Counsel and Secretary

August 13, 2002

VIA FAX (202-942-9651) and UPS

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

RECEIVED
OFFICE OF THE SECRETARY

AUG 13 2002

Dear Mr. Katz:

Enclosed please find revised Statements (dated August 13, 2002) from Ronald D. Brown, Chief Executive Officer, and Robert P. Lienesch, Chief Financial Officer, of Milacron Inc. replacing the Statements (dated August 12, 2002) mailed to your office yesterday via UPS. The enclosed Statements have been revised to include the words, "the end of" in the third line of the second bulleted item of paragraph (1) which were inadvertently omitted from the Statements mailed yesterday, to conform to the Exhibit A attached to SEC Order 4-460. I have advised your office of this in a telephone call earlier today and understand that the enclosed Statements dated August 13, 2002, will be filed with your office and that the Statements dated August 12, 2002, will be discarded.

Thank you.

Very truly yours,

A handwritten signature in black ink, appearing to read "Hugh C. O'Donnell".

Hugh C. O'Donnell
/cas
Enclosures

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Milacron Inc.

2090 Florence Avenue ■ Cincinnati, OH 45206-2425 ■ Tel 513/487-5982 ■ Fax 513/487-5969 ■ E-mail: hugh_o'donnell@milacron.com



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A World Leader in Manufacturing Technologies

Ronald D. Brown
*Chairman, President and
Chief Executive Officer*

August 13, 2002

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

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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, Ronald D. Brown, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of Milacron 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 Audit Committee of the Company's Board of Directors.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
 - Form 10-K filed with the Commission for the fiscal year ended December 31, 2001, of Milacron Inc.;

Milacron Inc.

2090 Florence Avenue • Cincinnati, OH 45206-2425 • Tel 513/487-5584 • Fax 513/487-5581 • E-mail: ronald_d_brown@milacron.com

- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Milacron Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

Ronald D. Brown
Ronald D. Brown
Date: 8/13/02

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

Cheryl A. Stuhlfauth
Notary Public

My Commission Expires



CHERYLA STUHLFAUTH
Notary Public, State of Ohio
My Commission Expires Oct. 20, 2008