FMC Corporation

1735 Market Street
Philadelphia Pennsylvania 19103
215 299 6000

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+FMC

August 14, 2002

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

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

I, W. Kim Foster, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of FMC Corporation, 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 Annual Report on Form 10-K of FMC Corporation for the year ended December 31, 2001 filed with the Commission on March 14, 2002;

- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of FMC Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and

- any amendments to any of the foregoing.

Signature: _W. Kim Foster_____
          W. Kim Foster

Date: _August 14, 2002_____

Subscribed and sworn to
before me this _14_ day of
August 2002.

_/s/ Mary Ellen Diveto_____
Notary Public

My Commission Expires: _Apr. 20, 2004_

MARY ELLEN DIVETO
COMMONWEALTH OF PENNSYLVANIA
COMMISSIONER OF DEEDS
My Commission Expires April 20, 2004

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