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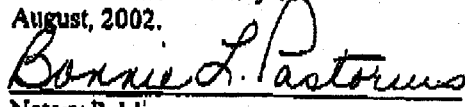
**STATEMENT UNDER OATH OF PRINCIPAL FINANCIAL OFFICER
REGARDING FACTS AND CIRCUMSTANCES
RELATING TO EXCHANGE ACT FILINGS**

I, Art Winkleblack, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of H. J. Heinz 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 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":
 - Annual Report of H. J Heinz Company on Form 10-K for the fiscal year ended May 1, 2002 filed with the Commission;
 - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of H. J. Heinz Company filed with the Commission subsequent to the filing of the Form 10-K identified above; and
 - any amendments to any of the foregoing.


 Art Winkleblack
 August 14, 2002

RECEIVED
 OFFICE OF THE SECRETARY
 AUG 14 2002

Subscribed and sworn to
 before me this 14th day of
 August, 2002.

 Notary Public

My Commission Expires: _____

Notarial Seal
 Bonnie L. Pastorius, Notary Public
 Pittsburgh, Allegheny County
 My Commission Expires May 9, 2004