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*Lilly*

**James B. Lootens**

Assistant Secretary and  
Assistant General Counsel

Eli Lilly and Company  
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August 13, 2002

**UPS NEXT DAY AIR**

Mr. Jonathan G. Katz  
Secretary  
Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, DC 20549-0609

**CEO and CFO Certifications**

Dear Mr. Katz:

Enclosed are the signed certifications of Sidney Taurel and Charles E. Golden that are required by the SEC order of June 27, 2002.

If you have any questions, please contact me.

Very truly yours,



JBL:mje

Enclosures

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Eli Lilly and Company  
Lilly Corporate Center  
Indianapolis, Indiana 46285  
U.S.A.

www.lilly.com

Date: August 13, 2002

Mr. Jonathan G. Katz  
Secretary, Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, DC 20549-0609

Re: OMB Number: 3235-0569

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

Dear Mr. Katz:

I, Charles E. Golden, Executive Vice President and Chief Financial Officer, state and attest that:

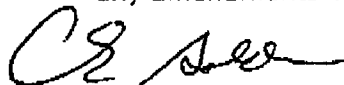
(1) To the best of my knowledge, based upon a review of the covered reports of Eli Lilly and Company, and, except as corrected or supplemented in a subsequent covered report:

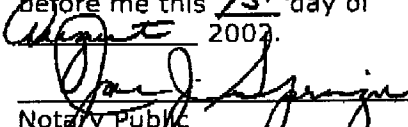
- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make 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 Eli Lilly and 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 December 31, 2001 Annual Report on Form 10-K of Eli Lilly and Company;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Eli Lilly and Company filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

  
\_\_\_\_\_  
Charles E. Golden  
August 13, 2002

Subscribed and sworn to  
before me this 13<sup>th</sup> day of  
August 2002.  
  
\_\_\_\_\_  
Notary Public  
My Commission Expires:

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