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Lilly

James B. Lootens

Assistant Secretary and
Assistant General Counsel

Eli Lilly and Company
Lilly Corporate Center
Indianapolis, Indiana 46285 U.S.A.
Phone 317 274 5835 Fax 317 277 1680

E-Mail lootens.j.b@lilly.com

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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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, Sidney Taurel, Chairman of the Board, President, and Chief Executive 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.

Sidney Taurel

Sidney Taurel
August 13, 2002

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

John J. Springer

Notary Public
My Commission Expires:

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