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RECEIVED  
OFFICE OF THE SECRETARY

AUG 14 2002

1481

C. William Carmean  
*Sr. Vice President, General Counsel and Secretary*

August 14, 2002

VIA FACSIMILE (202) 824-5090; CONFIRMATION VIA FEDERAL EXPRESS

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

Re: Certificates pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934

Dear Mr. Katz:

On behalf of William M. Landuyt, the Chief Executive Officer of Millennium Chemicals Inc. (the "Company") and John E. Lushefski, the Chief Financial Officer of the Company, and pursuant to the Order received from the SEC pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934, I attach original executed certificates of Messrs. Landuyt and Lushefski required pursuant to the Order.

The certificates are in the form specified by the SEC, without any alterations.

Very Truly Yours

A handwritten signature in black ink, appearing to read 'C. Carmean', is written over a horizontal line. Below the line, the name 'C. William Carmean' is printed in a standard font.

Enclosures

cc: New York Stock Exchange  
William M. Landuyt  
John E. Lushefski  
Ellen J. Odoner  
Joseph Spencer

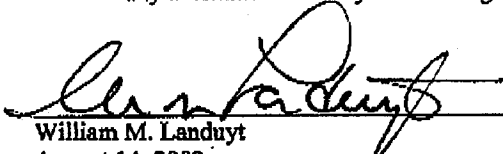


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**STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE  
OFFICER AND PRINCIPAL FINANCIAL OFFICER REGARDING  
FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE ACT  
FILINGS**

I, William M. Landuyt, state and attest that:

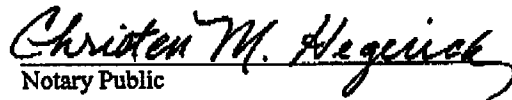
- (1) To the best of my knowledge, based upon a review of the covered reports of Millennium Chemicals Inc., and, except as corrected or supplemented in a subsequent covered report:
- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (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 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 for the year ended December 31, 2001 filed with the Commission of Millennium Chemicals Inc.;
  - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Millennium Chemicals Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
  - any amendments to any of the foregoing.

  
William M. Landuyt  
August 14, 2002

Subscribed and sworn to before me this 14<sup>th</sup>  
day of August 2002.

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AUG 14 2002

  
Notary Public

My Commission Expires:

**CHRISTEN M. HEGERICH**  
Notary Public of New Jersey  
My Commission Expires November 2, 2005