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DUN & BRADSTREET CORP/NW

Form 8-K

August 13, 2002

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 13, 2002

THE DUN & BRADSTREET CORPORATION
(Exact name of registrant as specified in its charter)

Delaware	001-15967	22-3725387
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(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

One Diamond Hill Road, Murray Hill, NJ	07974
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(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (908) 665-5000

(Former name or former address, if changed since last report.)

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Item 9. Regulation FD Disclosure.

The information in this Current Report is being furnished pursuant to Item 9 and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be incorporated by reference into any registration statement pursuant to the Securities Act of 1933, as amended. The furnishing of the information in this Current Report is not intended to, and does not, constitute a representation that such furnishing is required by Regulation FD or that the information this Current Report contains is material investor information that is not otherwise publicly available.

On August 13, 2002, pursuant to Securities and Exchange Commission Order No. 4-460 requiring the filing of sworn statements pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934, as amended, The Dun & Bradstreet Corporation (the "Company"), delivered to the Securities and Exchange Commission (the "Commission") sworn statements of Allan Z. Loren, the Company's Chief Executive Officer (principal executive officer), and Sara Mathew, the Company's Chief Financial Officer (principal financial officer), both in the form of Exhibit A to the Order. The text of each of these sworn statements is set forth below.

On August 13, 2002, the Company filed with the Commission its Quarterly Report on Form 10-Q for the period ended June 30, 2002 accompanied by the certifications of Allan Z. Loren, the Company's Chief Executive Officer (chief executive officer), and Sara Mathew, the Company's Chief Financial Officer (chief financial officer), required pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002. The text of each of these certifications is set forth below.

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

I, Allan Z. Loren, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of The Dun & Bradstreet Corporation (the "Company"), and, except as corrected or supplemented in a subsequent covered report:
 - o 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
 - o 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":
 - o Annual Report on Form 10-K for the year ended December 31, 2001, dated

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March 4, 2002, of The Dun & Bradstreet Corporation;

- o All reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of The Dun & Bradstreet Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- o Any amendments to any of the foregoing.

/s/ Allan Z. Loren

Allan Z. Loren
Chief Executive Officer

August 13, 2002

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

/s/Jan Borkowski
Notary Public

My Commission Expires:
April 4, 2007

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

I, Sara Mathew, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of The Dun & Bradstreet Corporation (the "Company"), and, except as corrected or supplemented in a subsequent covered report:
 - o 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
 - o 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":
 - o Annual Report on Form 10-K for the year ended December 31, 2001, dated March 4, 2002, of The Dun & Bradstreet Corporation;
 - o All reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of The Dun & Bradstreet Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
 - o Any amendments to any of the foregoing.

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/s/Sara Mathew

Sara Mathew
Chief Financial Officer

August 13, 2002

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

/s/P. Chandra Sekar

Notary Public

My Commission Expires:
November 28, 2005

C. CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350

Pursuant to 18 U.S.C. ss. 1350, the undersigned officer of The Dun & Bradstreet Corporation (the "Company") hereby certifies that the Company's Quarterly Report on Form 10-Q for the period ending June 30, 2002 (the "Report"), fully complies with the requirements of section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Allan Z. Loren

Allan Z. Loren
Chief Executive Officer

August 13, 2002

D. CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350

Pursuant to 18 U.S.C. ss. 1350, the undersigned officer of The Dun & Bradstreet Corporation (the "Company") hereby certifies that the Company's Quarterly Report on Form 10-Q for the period ending June 30, 2002 (the "Report"), fully complies with the requirements of section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/Sara Mathew

Sara Mathew

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Chief Financial Officer

August 13, 2002

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

The Dun & Bradstreet Corporation
By /s/David J. Lewinter

David J. Lewinter
Senior Vice President, General Counsel
& Corporate Secretary

DATE: August 13, 2002