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All Things Financial.

Clyde A. Billings, Jr.  
Senior Vice President & Counsel

August 12, 2002

RECEIVED  
OFFICE OF THE SECRETARY

AUG 12 2002

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

**Via Hand Delivery**

Re: First Tennessee National Corporation  
Sworn Statements Required by June 27, 2002 Order  
SEC File No. 4-460

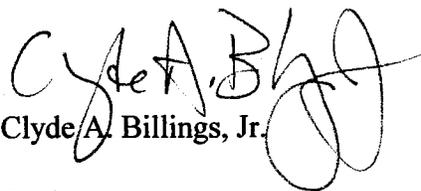
Dear Mr. Katz,

Pursuant to the Order of the Securities and Exchange Commission dated June 27, 2002 (File No. 4-460), enclosed are the executed original sworn statements of the principal executive officer and principal financial officer of First Tennessee National Corporation.

Please acknowledge receipt of this letter and the enclosures by stamping the enclosed duplicate copy of this transmittal letter and returning it via the courier.

Please call me at the number provided below if you have any questions.

Yours very truly,

  
Clyde A. Billings, Jr.

Enclosures

First Tennessee National Corporation  
165 Madison Avenue, 3rd Floor  
Memphis, TN 38103  
Phone: (901) 523-5679  
Fax: (901) 523-4248  
cabillings@ftb.com

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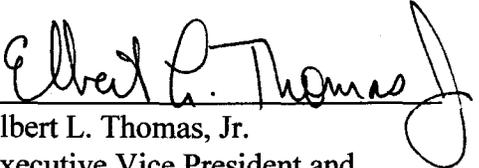
OMB Number: 3235-0569

Expires: January 31, 2003

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

I, Elbert L. Thomas, Jr., state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of First Tennessee National Corporation (the "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 on Form 10-K for fiscal year ended December 31, 2001, of First Tennessee National Corporation;
  - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of First Tennessee National Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
  - any amendments to any of the foregoing.

  
Elbert L. Thomas, Jr.  
Executive Vice President and  
Chief Financial Officer  
(principal financial officer)  
Date: August 12, 2002

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Subscribed and sworn to before me  
this 12 day of August, 2002.

  
Notary Public  
My Commission Expires:  
1/31/03

[\*Separate statements to be signed by each of the Principal Executive Officer and the Principal Financial Officer.]