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FleetBoston Financial

August 14, 2002

VIA FACSIMILE TRANSMISSION
AND AIRBORNE EXPRESS

Joanathan G. Katz, Secretary
Securities and Exchange Commission
450 Fifth Street, N.W. Plaza
Washington, D.C. 20549-0609

**Re: FleetBoston Financial Corporation – Sworn Written Statements of
Principal Executive Officer and Principal Financial Officer**

Dear Mr. Katz:

Pursuant to the Securities and Exchange Commission's Order Requiring the Filing of Sworn Written Statements Pursuant to Section 21(a) of the Securities Exchange Act of 1934 (File No. 4-460), I am enclosing the sworn written statements of Charles K. Gifford, President and Chief Executive Officer, and Eugene M. McQuade, Vice Chairman and Chief Financial Officer.

Kindly acknowledge receipt of the described enclosures by stamping or countersigning the enclosed copy of this letter, and returning it to me in the self-addressed, stamped envelope enclosed for your convenience.

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OFFICE OF THE SECRETARY

AUG 14 2002

Sincerely,

Paul A. Auerbach
Group Senior Counsel

Enclosures

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

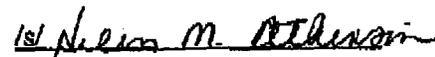
I, Eugene M. McQuade, Vice Chairman and Chief Financial Officer of FleetBoston Financial Corporation, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of FleetBoston Financial Corporation, 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 Audit Committee of the Board of Directors of FleetBoston Financial Corporation.
- (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 Company's Annual Report on Form 10-K for the year ended December 31, 2001, as filed with the Commission;
 - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of FleetBoston Financial Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
 - any amendments to any of the foregoing.



Eugene M. McQuade
Vice Chairman and Chief
Financial Officer
August 14, 2002

Subscribed and sworn to
before me this 14th day of
August 2002.


Notary Public

My Commission Expires 3/6/2009

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