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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, Sue E. Gove, Executive Vice President, Chief Operating Officer and Chief Financial Officer, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of Zale 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 Zale Corporation'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 the year ended July 31, 2002, of Zale Corporation;
 - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Zale Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
 - any amendments to any of the foregoing.

Signature: Sue E. Gove
 Sue E. Gove
 Executive Vice President, Chief
 Operating Officer and Chief Financial Officer

Subscribed and sworn to
 before me this 2 day
 of OCTOBER 2002.

Date: October 2, 2002

Cathy Wamble
 Notary Public

My commission expires: 8-23-2003

