

0004

Legal Department
942 South Shady Grove Road
Memphis, TN 38120

RECEIVED
OFFICE OF THE SECRETARY
2002 JUL 22 PM 4:35



Robert T. Molinet
Staff Director –
Securities and Corporate Law

Telephone: 901-818-7029
Fax: 901-818-7103
E-Mail: rtmolinet@fedex.com

VIA FEDEX LETTER

July 19, 2002

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

***Re: FedEx Corporation
Sworn Statements Pursuant to Section 21(a)(1)
of the Securities Exchange Act of 1934***

Dear Mr. Katz:

Please find enclosed, pursuant to the Commission's Order Requiring the Filing of Sworn Statements Pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934, the sworn statements of Frederick W. Smith and Alan B. Graf, Jr., the principal executive officer and principal financial officer, respectively, of FedEx Corporation.

We would appreciate your stamping the enclosed acknowledgement copy of this letter with the date and time of filing and returning it to the undersigned in the enclosed self-addressed, stamped envelope.

Should you have any questions regarding the enclosed sworn statements, please feel free to call me at (901) 818-7029.

Very truly yours,

FedEx Corporation

Robert T. Molinet

RTM:mtf [444022]

cc: Frederick W. Smith
Alan B. Graf, Jr.
Kenneth R. Masterson

0004

RECEIVED
OFFICE OF THE SECRETARY
JUL 22 2002

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

I, Alan B. Graf, Jr., Executive Vice President and Chief Financial Officer of FedEx Corporation ("FedEx"), state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered report of FedEx:
 - the covered report did not contain an untrue statement of a material fact as of the end of the period covered by such report; and
 - the covered report did not omit 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.
- (2) I have reviewed the contents of this Statement with the Audit Committee of the Board of Directors of FedEx.
- (3) In this Statement Under Oath, FedEx's Annual Report on Form 10-K for the fiscal year ended May 31, 2002, filed with the Securities and Exchange Commission on July 19, 2002, is the "covered report."

Dated: July 19, 2002

Alan B. Graf, Jr.

Alan B. Graf, Jr.
Executive Vice President and
Chief Financial Officer
FedEx Corporation

Subscribed and sworn to before me this
19th day of July 2002.

Mary J. Butt

Notary Public

My Commission Expires:
March 29, 2005

My Commission Expires: _____