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Legal Affairs

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July 25, 2002

By Airborne Express

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington D.C. 20549
Attention: Jonathan G. Katz, Secretary

Re: Statements of Chief Executive Officer and Chief Financial Officer
of Electronic Data Systems Corporation

Ladies and Gentlemen:

Enclosed are the written statements, under oath, of the Chief Executive Officer and Chief Financial Officer of Electronic Data Systems Corporation in response to the order of the Securities and Exchange Commission pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934 (SEC File No. 4-460). If you have any questions regarding the enclosures, please call the undersigned at 972-605-5486.

Please acknowledge receipt of this letter and the attached statements by stamping and returning the enclosed copy of this letter in the self-addressed stamped envelope.

Very truly yours,

A handwritten signature in dark ink, appearing to read "David B. Hollander", is written over a light-colored background.

David B. Hollander
Legal Manager - Corporate Acquisitions &
Finance

Enclosure

RECEIVED
OFFICE OF THE SECRETARY

JUL 26 2002

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

I, James E. Daley, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Electronic Data Systems Corporation, a Delaware corporation ("EDS"), 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 EDS.

(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 of EDS for the fiscal year ended December 31, 2001;
- Quarterly Reports on Form 10-Q of EDS for the fiscal quarters ended March 31 and June 30, 2002; and
- Proxy Statement for the Annual Meeting of Shareholders of EDS held on April 19, 2002.

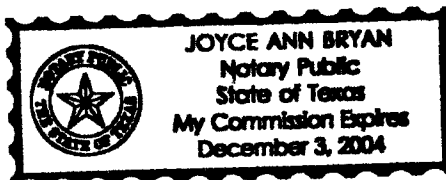
James E. Daley

 James E. Daley
 July 25, 2002

Subscribed and sworn to before me
this 25th day of July, 2002.

Joyce Ann Bryan

 Notary Public in and for the State of Texas
 My Commission Expires



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