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M&T BANK CORPORATION
ONE M&T PLAZA, BUFFALO, NEW YORK 14203
(716) 842-5103

MICHAEL R. SPYCHALA
SENIOR VICE PRESIDENT AND CONTROLLER

August 1, 2002

-Via Overnight Mail-

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

RECEIVED
OFFICE OF THE SECRETARY
AUG 2 2002

Re: Sworn Statements of Principal Executive Officer and Principal Financial Officer of
M&T Bank Corporation

Dear Mr. Katz:

Pursuant to Securities and Exchange Commission Order File No. 4-460, enclosed for filing with the Commission are sworn statements from each of the principal executive officer and principal financial officer of M&T Bank Corporation ("M&T") regarding covered reports (as defined in such sworn statements) of M&T Bank Corporation. The Commission has assigned Commission File No. 1-9861 to M&T's filings pursuant to the Securities Exchange Act of 1934.

Please acknowledge your receipt of these items for filing by signing and date stamping the copy of this letter that is enclosed for that purpose. A stamped, self-addressed return envelope is enclosed for your convenience.

If you have any questions concerning the filing of the sworn statements referred to herein, please call me at (716) 842-5103.

Very truly yours,



Michael R. Spychala
Senior Vice President
and Controller

MRS/kak
Enclosure

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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, Robert G. Wilmers, the principal executive officer of M&T Bank Corporation, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of M&T Bank 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 M&T Bank Corporation 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":
 - M&T Bank Corporation's Annual Report on Form 10-K for the year ended December 31, 2001;
 - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of M&T Bank Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
 - any amendments to any of the foregoing.

By: Robert G. Wilmers
Robert G. Wilmers
Chairman of the Board, President
and Chief Executive Officer
of
M&T Bank Corporation

July 31, 2002

Subscribed and sworn to
before me this 31st day of
July 2002.

Marie King
Notary Public
My Commission Expires:

RECEIVED
OFFICE OF THE SECRETARY

AUG 2 2002

MARIE KING
Notary Public, State of New York
Qualified in Erie County
My Commission Expires 03/30/03