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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. Sychala  
Senior Vice President  
and Controller

MRS/kak  
Enclosure

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

I, Michael P. Pinto, the principal financial 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:   
 Michael P. Pinto  
 Executive Vice President  
 and Chief Financial Officer  
 of  
 M&T Bank Corporation

July 31, 2002

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

  
 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