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Jerry W. Powell
General Counsel / Secretary

August 12, 2002

United States Securities & Exchange Commission
450 Fifth Street, N.W.
Washington, DC 20549

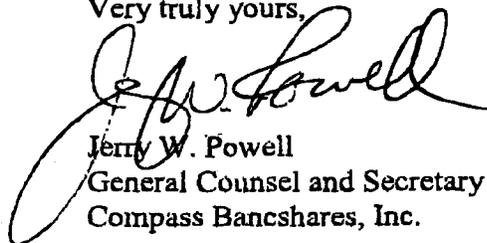
Re: Compass Bancshares, Inc.

Ladies and Gentlemen:

Pursuant to the Order of the Securities and Exchange Commission requiring the filing of sworn statements pursuant to Section 21(a) of the Securities and Exchange Act of 1934 (File No. 4-460), enclosed please find the sworn statements of each the Principal Executive Officer and Principal Financial Officer of Compass Bancshares, Inc.

If you have any questions regarding these documents, please contact the undersigned.

Very truly yours,


Jerry W. Powell
General Counsel and Secretary
Compass Bancshares, Inc.

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

I, Garrett R. Hegel, state and attest that:

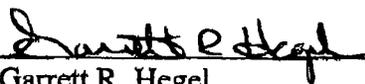
(1) To the best of my knowledge, based upon a review of the covered reports of Compass Bancshares, Inc., and, except as corrected or supplemented in a subsequent covered report:

- 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 Compass Bancshares, Inc. board of directors.

(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 Compass Bancshares, Inc. filed with the Securities and Exchange Commission (the "Commission") on March 11, 2002, as amended by Amendment No. 1 on Form 10-K/A filed with the Commission on June 14, 2002;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Compass Bancshares, Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.


Garrett R. Hegel
August 12, 2002

Subscribed and sworn to
before me this 12th day of
August, 2002.


Notary Public MY COMMISSION EXPIRES AUGUST 6, 2003

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