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National Commerce Financial Corporation
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VIA FACSIMILE (202-824-5090)
FOLLOWED BY OVERNIGHT DELIVERY OF ORIGINAL

August 13, 2002

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

RECEIVED
OFFICE OF THE SECRETARY

AUG 13 2002

Re: **National Commerce Financial Corporation (File No. 0-6094)**
Statements Under Oath of Principal Executive Officer and Principal Financial Officer

Dear Secretary Katz:

Enclosed on behalf of the Principal Executive Officer and Principal Financial Officer of National Commerce Financial Corporation pursuant to Order No. 4-460 of the Securities and Exchange Commission (June 27, 2002), please find one (1) original of each of the following documents:

1. Statement Under Oath of Principal Executive Officer Regarding Facts and Circumstances Relating to Exchange Act Filings; and
2. Statement Under Oath of Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings.

If you have any questions, please contact me at (901) 523-3656.

Very truly yours,

Sheldon M. Fox
Chief Financial Officer

Enclosures

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

I, Sheldon M. Fox, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of National Commerce Financial 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 Company's 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":

- Annual Report on Form 10-K for the year ended December 31, 2001 of National Commerce Financial Corporation;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of National Commerce Financial Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

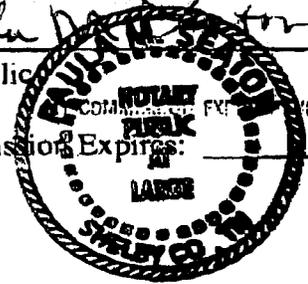
Subscribed and sworn to before me this 13th day of August, 2002.

Sheldon M. Fox

Sheldon M. Fox

By: *Paula D. [Signature]*

Notary Public



August 13, 2002

My Commission Expires: _____

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