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GENZYME CORPORATION  
ONE KENDALL SQUARE  
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JOANNE M. VASILY-CIOFFI, Esq.  
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August 14, 2002

**Via Facsimile and Overnight Delivery**

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

RECEIVED  
OFFICE OF THE SECRETARY  
AUG 14 2002

Dear Mr. Katz:

Pursuant to the Securities and Exchange Commission Order No. 4-460 requiring the filing of sworn statements pursuant to Section 21(a) of the Securities Exchange Act of 1934, enclosed please find a sworn statement from each of Henri A. Terneer, Principal Executive Officer, and Michael S. Wyzga, Principal Financial Officer, of Genzyme Corporation.

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 enveloped provided.

If you have any questions, please contact me at 617-591-5847.

Sincerely,

  
Joanne M. Vasily-Cioffi


Enclosures

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

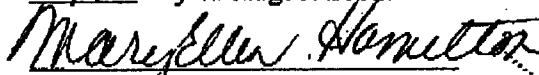
I, Henri A. Termeer, state and attest that:

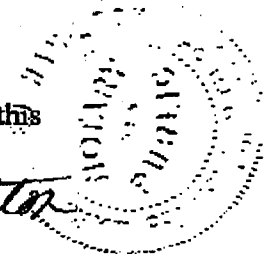
- (1) To the best of my knowledge, based upon a review of the covered reports of Genzyme Corporation, and, except as corrected or supplemented in a subsequent covered report:
  - no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or 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":
  - Genzyme 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 Genzyme Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
  - any amendments to any of the foregoing.

  
 Henri A. Termeer  
 Chairman of the Board, President  
 and Chief Executive Officer  
 Genzyme Corporation

August 14, 2002

Subscribed and sworn to before me this 14<sup>th</sup> day of August 2002.

  
 Notary Public



MARY ELLEN HAMILTON  
 Notary Public  
 My Commission Expires: My Comm. Expires June 19, 2003

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