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*Brian D. Zuckerman*  
Senior Counsel

August 14, 2002

Via Facsimile (202-824-5090) and UPS Overnight

Jonathan G. Katz, Secretary  
Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, DC 20549-0609

RECEIVED  
OFFICE OF THE SECRETARY

Re: The Pep Boys - Manny, Moe and Jack

AUG 14 2002

Dear Secretary Katz:

Enclosed please find the sworn statements of the Principal Executive Officer and Principal Financial Officer of The Pep Boys – Manny, Moe & Jack pursuant to Order No. 4-460 of the Securities and Exchange Commission (June 27, 2002).

Please acknowledge your receipt of these documents by date stamping the enclosed copies of the statements and returning them to my attention in the enclosed self-addressed, stamped envelope. Thank you.

Sincerely yours,

Brian D. Zuckerman

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, George Babich, Jr., state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of The Pep Boys – Manny, Moe & Jack, 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 fiscal year ended February 2, 2002 of The Pep Boys – Manny, Moe & Jack;
  - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of The Pep Boys – Manny, Moe & Jack filed with the Commission subsequent to the filing of the Form 10-K identified above; and
  - any amendments to any of the foregoing.

George Babich Jr.  
 George Babich Jr.  
 President & Chief Financial Officer

8/14/02  
 Date

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

Helene B. Porter  
 Notary Public

My Commission Expires:  
November 24, 2003

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 OFFICE OF THE SECRETARY  
 AUG 14 2002

Notarial Seal  
 Helene B. Porter, Notary Public  
 Philadelphia, Philadelphia County  
 My Commission Expires Nov. 24, 2003  
 Member, Pennsylvania Association of Notaries