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**Eric Sherbet**  
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**BY HAND DELIVERY**

August 14, 2002

RECD S.E.C.  
AUG 14 2002  
1086

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

Re: Avaya Inc. (Commission File No. 001-15951)  
Sworn Statements of Principal Executive Officer and  
Principal Financial Officer Pursuant to Commission Order No. 4-460

Dear Mr. Katz:

In accordance with Order No. 4-460 of the Securities and Exchange Commission requiring the filing of sworn statements pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934, enclosed is a sworn statement from each of Donald K. Peterson, Chairman and Chief Executive Officer (Principal Executive Officer) and Garry K. McGuire, Chief Financial Officer and Senior Vice President, Operations (Principal Financial Officer), of Avaya Inc.

Please acknowledge receipt of this letter and the enclosed statements by stamping and returning the enclosed copy of this letter to the waiting messenger.

If you have any questions, please contact me at (908) 953-4961.

Very truly yours,

Eric Sherbet  
Corporate Counsel

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AUG 14 2002

Enclosures

1226

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

I, Garry K. McGuire, state and attest that:


(1) To the best of my knowledge, based upon a review of the covered reports of Avaya 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 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":

- the Annual Report on Form 10-K for the fiscal year ended September 30, 2001 of Avaya Inc;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Avaya Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

  
 \_\_\_\_\_  
 Garry K. McGuire  
 August 14, 2002

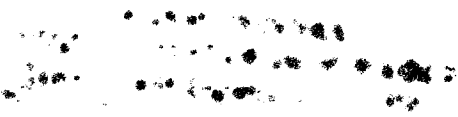
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 AUG 14 2002

Subscribed and sworn to  
 before me this 14 day of  
August 2002.

/s/   
 \_\_\_\_\_  
 Notary Public

REC'D S.E.C.  
 AUG 14 2002  
 1086

My Commission Expires:

  
**DIANNE RECCHIA**  
**NOTARY PUBLIC OF NEW JERSEY**  
**Commission Expires 2/13/2007**