

FROM VALSPAR LAW DEPT (612) 375-7313

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Rolf Engh
Senior Vice President
General Counsel & Secretary

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Via Facsimile and Airborne Express

August 14, 2002

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, DC 20549

Attn.: Mr. Jonathan G. Katz, Secretary

RE: The Valspar Corporation
Sworn Statements Pursuant to Section 21(a)(1)
of the Securities Exchange Act of 1934

Dear Mr. Katz:

Pursuant to the Commission's Order Requiring the Filing of Sworn Statements Pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934 (File No. 4-460), enclosed please find a sworn statement from Richard M. Rompala, Chief Executive Officer and Paul C. Reyelts, Chief Financial Officer, of The Valspar Corporation.

Should you have any questions regarding the enclosed sworn statements, please call me at 612/332-7371.

Very truly yours,

Rolf Engh

Enc.

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

I, Paul C. Reyelts, state and attest that:

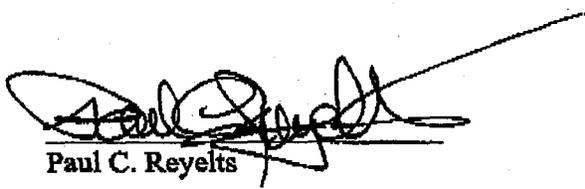
(1) To the best of my knowledge, based upon a review of the covered reports of The Valspar Corporation, and, except as corrected or supplemented in a subsequent covered report:

- 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":

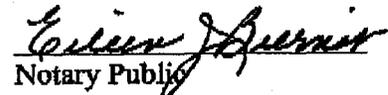
- Annual Report on Form 10-K of The Valspar Corporation for the fiscal year ended October 26, 2001 filed with the Commission;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of The Valspar Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.



Paul C. Reyelts

August 14, 2002

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



Notary Public

My Commission Expires:

January 31, 2005

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