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AUG 14 2002

JEFFREY J. GIGUERE  
VICE PRESIDENT & GENERAL COUNSEL

August 14, 2002

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**COPY VIA HAND DELIVERY**  
**ORIGINAL VIA FEDERAL EXPRESS**

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

Re: American Power Conversion Corporation – Sworn Statements of Principal Executive Officer and Principal Financial Officer

Dear Mr. Katz:

Pursuant to the Securities and Exchange 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, June 27, 2002), enclosed are sworn statements for each of Rodger B. Dowdell, Jr., Principal Executive Officer of APC, and Donald M. Muir, Principal Financial Officer of APC.

Please acknowledge receipt of this letter and the enclosures by date-stamping the enclosed copy of this letter and returning it to the waiting messenger.

Please contact me at 401-789-5735 x2822 if you have any questions.

Very Truly Yours,

Jeffrey J. Giguere  
Vice President & General Counsel

American Power Conversion Corporation  
PO Box 278 Call 401 789 5735  
132 Fairgrounds Road Fax 401 789 3710  
West Kingston, RI 02892 Visit [www.apcc.com](http://www.apcc.com)

APC is an equal opportunity employer which values workforce diversity  
APC's quality system is ISO 9002 certified

Writer's fax: (401) 788-2618

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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, Donald M. Muir, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of American Power Conversion 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 American Power Conversion Corporation audit committee.

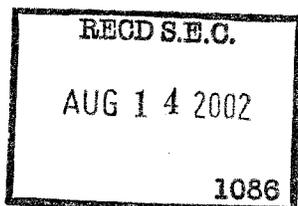
(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

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

Donald M. Muir  
Senior Vice President, Finance and Administration,  
Treasurer and Chief Financial Officer  
August 14, 2002

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

Notary Public  
My Commission Expires: 9/17/02

