

**The St Paul**  
Property and Liability Insurance

1383

The St. Paul Companies  
385 Washington Street  
Saint Paul, MN 55102  
651.310.7911 Tel  
www.stpaul.com

August 14, 2002

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

via Facsimile

RECEIVED  
OFFICE OF THE SECRETARY  
AUG 14 2002

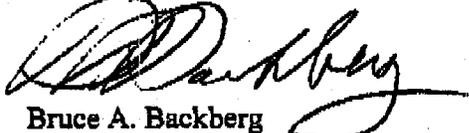
Re: SEC Order of June 27, 2002 – CEO and CFO Certifications

Dear Mr. Katz:

In compliance with the Securities and Exchange Commission's order of June 27, 2002, I am faxing to you today, along with a copy of this letter, the required SEC forms of certification, signed by our Chief Executive Officer and our Chief Financial Officer. The original signed forms of certification will be delivered to your office tomorrow, August 15.

If you have any questions regarding these forms, please call me at 651-310-7916.

Sincerely,



Bruce A. Backberg  
Senior Vice President and  
Corporate Secretary

BAB:klg

Attachments

1383

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

I, Jay S. Fishman, Chief Executive Officer of The St. Paul Companies, Inc. (the "Company"), state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of the Company, 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 of the Company, filed on March 29, 2002 with the Commission;
  - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of the Company filed with the Commission subsequent to the filing of the Form 10-K identified above; and
  - any amendments to any of the foregoing.

Jay S. Fishman  
Jay S. Fishman  
August 14, 2002

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

Kristi L. Gilbertson  
Notary Public

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AUG 14 2002

My Commission Expires: 1/31/05

