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July 17, 2002

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

Dear Mr. Katz:

Enclosed please find the sworn statements of Delphi Corporation's Chief Executive Officer, Mr. J.T. Battenberg III and Chief Financial Officer, Mr. Alan S. Dawes, as required by Commission Order 4-460, Order Requiring the Filing of Sworn Statements Pursuant to Section 21 (a) (1) of the Securities Exchange Act of 1934.

Also enclosed is a self-addressed stamped envelope. Please use this envelope to confirm your receipt of these filings.

Sincerely,



Catherine M. Rozanski
Director of Financial Accounting and Reporting

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


I, Alan S. Dawes, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of Delphi Corporation (formerly Delphi Automotive Systems 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":
 - December 31, 2001 Annual Report on Form 10-K of Delphi Corporation;
 - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Delphi Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
 - any amendments to any of the foregoing.



Alan S. Dawes
Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)
July 17, 2002

Subscribed and sworn to
before me this 17 day of
July 2002.


Notary Public

My Commission Expires:

Sept 22, 2003