

**CALPINE**

August 9, 2002

50 WEST SAN FERNANDO STREET

SAN JOSE, CALIFORNIA 95113

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0458

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

Via Facsimile (202-942-9651) To Be Followed By Hand Delivery

Dear Secretary Katz:

On behalf of the Principal Executive Officer and the Principal Financial Officer of Calpine Corporation pursuant to the Securities and Exchange Commission Order No. 4-460 dated June 27, 2002, accompanying are the following original documents in the form prescribed in Exhibit A of such order:

1. Statement Under Oath of Principal Executive Officer Regarding Facts and Circumstances Relating to Exchange Act Filings; and
2. Statement Under Oath of Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings.

Please acknowledge receipt of the enclosed by stamping the enclosed (i) copy of this letter and (ii) copy of each of the Statements, and returning the same with the courier.

If you have any questions or comments, please do not hesitate to contact the undersigned at 408.792.1134.

Regards,

Gustavo Grunbaum
Senior Counsel

Enclosures

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

I, Robert D. Kelly, Executive Vice President and Chief Financial Officer of Calpine Corporation, state and attest that:

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

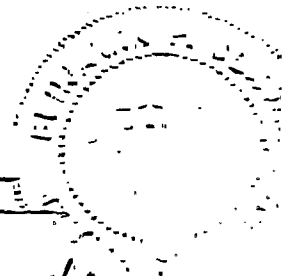
- The Annual Report on Form 10-K for the year ended December 31, 2001, filed with the Commission on March 29, 2002, of Calpine Corporation;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Calpine Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

Robert D. Kelly
 Robert D. Kelly
 Executive Vice President and Chief
 Financial Officer of Calpine Corporation
 August 9th, 2002

Subscribed and sworn to before me this 9th day of August 2002

Notary Public

My Commission Expires: N/A



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