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Carol L. Mitchell, Esq.
Executive Vice President
and General Counsel

Banknorth Group, Inc.

Office of the General Counsel
Two Portland Square
P.O. Box 9540
Portland, ME 04112-9540
207-761-8656
fax 207-828-7020

August 13, 2002

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BY HAND

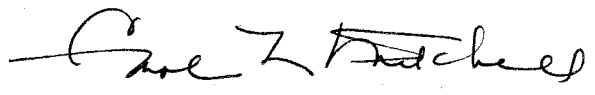
Jonathan G. Katz
Secretary
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549-0609

Dear Mr. Katz:

Enclosed please find the Statement Under Oath of Principal Executive Officer and Principal Financial Officer Regarding Facts and Circumstances Relating To Exchange Act Filings for Banknorth Group, Inc. ("Banknorth"). These Oaths have been executed by Banknorth's Principal Executive Officer, William J. Ryan, and Principal Financial Officer, Peter J. Verrill.

If you have any questions, please do not hesitate to contact me.

Very truly yours,



Carol L. Mitchell
Executive Vice President
and General Counsel

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Enclosure

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

I, William J. Ryan, state and attest that:

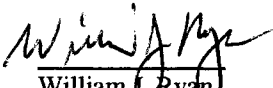
(1) To the best of my knowledge, based upon a review of the covered reports of Banknorth Group, Inc. (the "Company") and, except as corrected or supplemented in a subsequent covered report:

- 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).

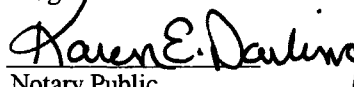
(2) I have reviewed the contents of this statement with the Company's audit committee.

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

- Annual Report on Form 10-K filed by the Company for the year ended December 31, 2001;
- 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.


William J. Ryan
August 13, 2002

Subscribed and sworn to
before me this 13th day of
August 2002.


Karen E. Darling
Notary Public

My Commission Expires: 12/28/08

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