

THE PANTRY

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COPY

August 13, 2002

THE PANTRY, INC.

P.O. Box 1410
1801 DOUGLAS DRIVE
SANFORD, N.C. 27330
919 774-6700

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

Re: The Pantry Sworn Statements

Dear Mr. Katz:

Pursuant to Order of the Securities and Exchange Commission requiring the filing of sworn statements pursuant to Section 21(a) of the Securities Exchange Act of 1934 (File No. 4-460) enclosed please find a sworn statement from each of Peter J. Sodini, Chief Executive Officer and Joseph J. Duncan, Vice President of Finance, Corporate Controller and Acting Chief Financial Officer, of The Pantry, Inc.

Please acknowledge receipt of this letter and the attached statements by stamping and returning the enclosed copy of this letter in the self-addressed stamped envelope provided.

Please do not hesitate to contact me at 919.774.6700 or Carl Patterson, the Company's outside counsel, at 919.821.6647 if you have any questions.

Sincerely,



Peter J. Sodini

Chief Executive Officer

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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, Joseph J. Duncan, state and attest that:

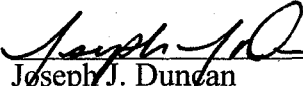
(1) To the best of my knowledge, based upon a review of the covered reports of The Pantry, Inc., and, except as corrected or supplemented in a subsequent covered report:

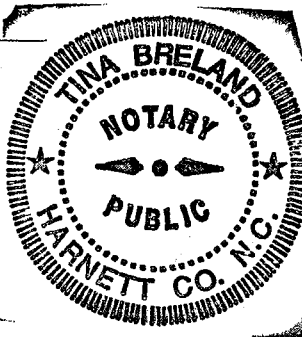
- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make 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 Pantry, Inc.'s audit committee.

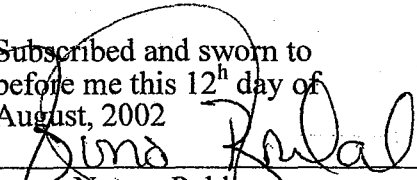
(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- Annual Report of The Pantry, Inc. on Form 10-K for the year ended September 27, 2001;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of The Pantry, Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.


 Joseph J. Duncan
 Vice President of Finance,
 Corporate Controller and
 Acting Chief Financial Officer
 August 12, 2002



Subscribed and sworn to
 before me this 12th day of
 August, 2002


 Notary Public

My Commission Expires:

MARCH 10, 2004

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