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PAYLESS SHOESOURCE, INC.

3231 EAST 6TH AVENUE
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TOPEKA, KANSAS 66601-1189
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EXECUTIVE OFFICES

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Via Facsimile to 202/942-9651

September 13, 2002

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

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OFFICE OF THE SECRETARY

SEP 13 2002

Re: Payless ShoeSource, Inc. File No. 1-14770.

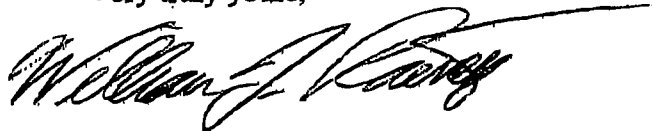
Dear Mr. Katz:

In accordance with the Securities and Exchange Commission Order 4-460, enclosed for filing with the Commission are:

- (1) Statement Under Oath of the Principal Executive Officer Regarding Facts and Circumstances Relating to Exchange Act Filings executed by Steven J. Douglass, Chairman of the Board and Chief Executive Officer of Payless ShoeSource, Inc.; and
- (2) Statement Under Oath of the Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings executed by Ullrich E. Porzig, Senior Vice President and Chief Financial Officer of Payless ShoeSource, Inc.

Please acknowledge receipt and filing of these documents by returning a date-stamped copy of this letter in the enclosed prepaid Federal Express envelope.

Very truly yours,



Enclosures

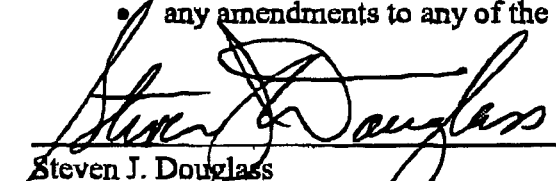
cc: Steven J. Douglass
Ullrich E. Porzig

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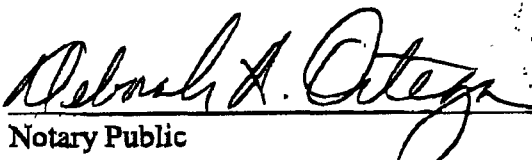
Statement Under Oath of Principal Executive Officer Regarding Facts and Circumstances Relating to Exchange Act Filings

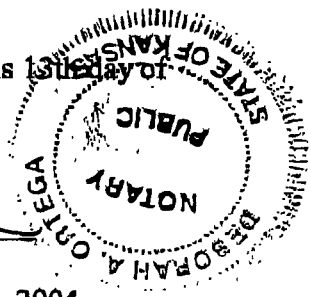
I, Steven J. Douglass, Chairman and Chief Executive Officer of Payless ShoeSource, Inc. ("Payless"), state and attest that:

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


 Steven J. Douglass
 Chairman of the Board and Chief Executive Officer
 Payless ShoeSource, Inc.
 September 13, 2002

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


 Notary Public
 My Commission Expires: December 2, 2004



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