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*NOT ADMITTED TO NEW YORK BAR.

1730

September 18, 2002

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

BY HAND DELIVERY

The Penn Traffic Company
Sworn Statements of Principal Executive Officer and Principal Financial Officer

Dear Mr. Katz:

On behalf of The Penn Traffic Company (the "Company"), in accordance with the Securities and Exchange Act order dated June 27, 2002 (File No.4-460) requiring the filing of sworn statements pursuant to Section 21(a)(1) of the Securities and Exchange Act of 1934, as amended, enclosed are:

1. Statement Under Oath of the Principal Executive Officer and Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings executed by Joseph V. Fisher, Principal Executive Officer of the Company.
2. Statement Under Oath of the Principal Executive Officer and Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings executed by Martin A. Fox, Principal Financial Officer of the Company.

2002 SEP 19 PM 2:27
OFFICE OF THE SECRETARY

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PAUL, WEISS, RIFKIND, WHARTON & GARRISON

Jonathan G. Katz
Securities and Exchange Commission

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Please acknowledge receipt of the enclosures by file stamping (i) the enclosed copy of this letter and (ii) the copy of each of the enclosures to this letter and returning them to the courier who has been instructed to wait.

If you should have any questions or concerns, please contact Douglas A. Cifu at (212) 373-3436 (fax: 212-492-0436) or the undersigned at (212) 373-3040 (fax: 212-492-0040).

Very truly yours,



Ian G. Putnam

Enclosures

cc: Francis D. Price, Jr.
The Penn Traffic Company

Douglas A. Cifu
Paul, Weiss, Rifkind, Wharton & Garrison

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STATEMENT UNDER OATH

I, Martin A. Fox, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of The Penn Traffic Company (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 of the Company on Form 10-K for the fiscal year ended February 2, 2002 filed with the Commission;
- 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.

Mart A Fox

 Martin A. Fox
 September 18, 2002

Subscribed and sworn to
 before me this 18th day of
September 2002.
Francis D Price, Jr.

 Notary Public
 My Commission Expires:

RECEIVED
 OFFICE OF THE CLERK OF THE SUPREME COURT
 SEP 19 2002

FRANCIS D. PRICE, JR.
 Notary Public in the State of New York
 Qualified in Onondaga Co. No. 4527468
 My Commission Expires ~~March 30, 2006~~

May 31, 2006