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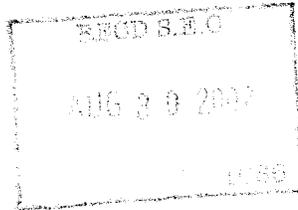
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August 29, 2002



BY HAND DELIVERY

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

**Re: nVIDIA Corporation (File No. 0-23985)
SEC Order No. 4-460, Order Requiring the Filing of Sworn Statements Pursuant to
Section 21(a)(1) of the Securities Exchange Act of 1934**

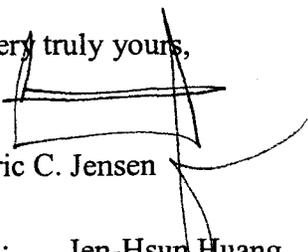
Dear Mr. Katz:

Pursuant to the Securities and Exchange Commission Order No. 4-460, Order Requiring the Filing of Sworn Statements Pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934, enclosed please find the written statements of Jen-Hsun Huang, President and Chief Executive Officer, and Mary Dotz, Chief Financial Officer, of nVIDIA Corporation.

Please acknowledge receipt of this letter and the attached statements by stamping the enclosed copy of this letter with the date and time of filing and returning it in the enclosed self-addressed, stamped envelope.

Please do not hesitate to contact me with any questions.

Very truly yours,


Eric C. Jensen

cc: Jen-Hsun Huang
Mary Dotz

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AUG 30 2002

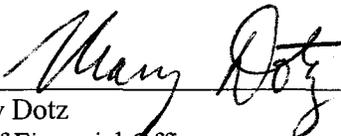
Enclosures

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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, Mary Dotz, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of nVIDIA 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":
 - nVIDIA Corporation Annual Report on Form 10-K for the year ended January 27, 2002, filed with the Commission on May 14, 2002;
 - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of nVIDIA Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
 - any amendments to any of the foregoing.
- (4) The Company received a letter dated August 15, 2002 (the "Letter") from the Securities and Exchange Commission (the "Commission") containing comments on the Company's (i) Form 10-K for the fiscal year ended January 27, 2002, and (ii) Form 10-Q for the quarter ended April 28, 2002. The Company is in the process of responding to the Commission's comments on a timely basis. The Letter notes the following: "The Division of Enforcement [of the Commission] has commenced an investigation regarding certain matters which may be related to the Company." Although I have no reason to believe that my statement in paragraph 1 hereof is incorrect, I will file an amended statement after the Company and the Commission have resolved the issues raised by the Commission's comments.



 Mary Dotz
 Chief Financial Officer
 (Principal Financial Officer)

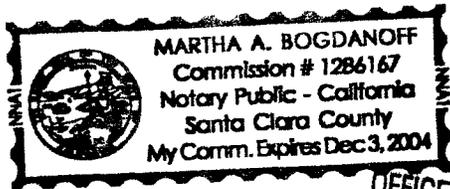
Date: August 28, 2002

Subscribed and sworn to before me
this 28th day of August, 2002



 Notary Public

My Commission Expires: DECEMBER 3, 2004



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