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WACHOVIA CORP/ NC
Form 425
August 13, 2001

Pursuant to Rule 425 under the Securities
Act of 1933

Subject Company: Wachovia Corporation
Commission File No. 333-59616

Date: August 13, 2001

This filing contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, (i) statements about the benefits of the merger between First Union Corporation and Wachovia Corporation, including future financial and operating results, cost savings, enhanced revenues, and accretion to reported earnings that may be realized from the merger; (ii) statements with respect to First Union's and Wachovia's plans, objectives, expectations and intentions and other statements that are not historical facts; and (iii) other statements identified by words such as "believes", "expects", "anticipates", "estimates", "intends", "plans", "targets", "projects" and similar expressions. These statements are based upon the current beliefs and expectations of First Union's and Wachovia's management and are subject to significant risks and uncertainties. Actual results may differ from those set forth in the forward-looking statements.

The following factors, among others, could cause actual results to differ materially from the anticipated results or other expectations expressed in the forward-looking statements: (1) the risk that the businesses of First Union and Wachovia will not be integrated successfully or such integration may be more difficult, time-consuming or costly than expected; (2) expected revenue synergies and cost savings from the merger may not be fully realized or realized within the expected time frame; (3) revenues following the merger may be lower than expected; (4) deposit attrition, operating costs, customer loss and business disruption following the merger, including, without limitation, difficulties in maintaining relationships with employees, may be greater than expected; (5) the ability to obtain governmental approvals of the merger on the proposed terms and schedule; (6) competitive pressures among depository and other financial institutions may increase significantly and have an effect on pricing, spending, third-party relationships and revenues; (7) the strength of the United States economy in general and the strength of the local economies in which the combined company will conduct operations may be different than expected resulting in, among other things, a

deterioration in credit quality or a reduced demand for credit, including the resultant effect on the combined company's loan portfolio and allowance for loan losses; (8) changes in the U.S. and foreign legal and regulatory framework; and (9) adverse conditions in the stock market, the public debt market and other capital markets (including changes in interest rate conditions) and the impact of such conditions on the combined company's capital markets and asset management activities. Additional factors that could cause First Union's and Wachovia's results to differ materially from those described in the forward-looking statements can be found in First Union's and Wachovia's reports (such as Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K) filed with the Securities and Exchange Commission and available at the SEC's Internet site (<http://www.sec.gov>). All subsequent written and oral forward-looking statements concerning the proposed transaction or other matters attributable to First Union or Wachovia or any person acting on

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their behalf are expressly qualified in their entirety by the cautionary statements above. First Union and Wachovia do not undertake any obligation to update any forward-looking statement to reflect circumstances or events that occur after the date the forward-looking statements are made.

Stockholders are urged to read the definitive joint proxy statement/prospectus regarding the proposed transaction and any other relevant documents filed with the SEC, as well as any amendments or supplements to those documents, because they contain (or will contain) important information. You will be able to obtain a free copy of the joint proxy statement/prospectus, as well as other filings containing information about First Union and Wachovia, at the SEC's Internet site (<http://www.sec.gov>). Copies of the joint proxy statement/prospectus and the SEC filings that have been or will be incorporated by reference in the joint proxy statement/prospectus can also be obtained, without charge, by directing a request to First Union, Investor Relations, One First Union Center, Charlotte, North Carolina 28288-0206 (704-374-6782), or to Wachovia, Investor Relations, 100 North Main Street, Winston-Salem, North Carolina 27150 (888-492-6397).

The following is a news release issued by First Union Corporation and Wachovia Corporation relating to Federal Reserve Board approval:

Monday,
August 13, 2001

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FIRST UNION AND WACHOVIA RECEIVE

FEDERAL RESERVE APPROVAL ON MERGER

Final Major Hurdle in Merger Process Cleared Following Shareholder Approvals

CHARLOTTE, N.C. and WINSTON, SALEM, N.C. - First Union Corporation (NYSE:FTU) and Wachovia Corporation (NYSE:WB) announced today that the Federal Reserve Board has approved the application for the First Union-Wachovia merger of equals.

"We are extremely pleased to have received this approval from the Federal Reserve, which represents the final major hurdle in the merger process," said L.M. Baker Jr., Wachovia chairman and chief executive officer, and chairman of the new Wachovia. "We look forward to closing the merger and building a premier financial services organization. The new Wachovia will be the nation's fourth largest bank holding company with a strong presence in 11 states and Washington, D.C., a nationwide brokerage operation, great opportunities in growth businesses such as wealth management and capital markets, and best-in-class products and services for all customers."

"We are confident that our integration efforts, which will be disciplined and

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unhurried, will bring together our two strong companies with superior customer service as the bedrock," said G. Kennedy Thompson, First Union chairman and chief executive officer, and chief executive of the new Wachovia. "We look forward to the creation of the new Wachovia."

The companies anticipate closing the transaction in early September, after final certification of the Wachovia shareholder vote and a mandatory 15-day waiting period following the Federal Reserve approval.

First Union and Wachovia announced their intention to merge in April. First Union shareholders overwhelmingly supported the merger in their vote July 31. Preliminary results of the Aug. 3 Wachovia shareholder vote indicate that shareholders voted in favor of the merger by a significant margin. A final certification of the vote is expected in the near future.

First Union (NYSE:FTU), with \$246 billion in assets and stockholders' equity of \$16 billion at June 30, 2001, is a leading provider of financial services to 15 million retail and corporate customers throughout the East Coast and the nation. The company operates full-service banking offices in 11 East Coast states and Washington, D.C., and full-service brokerage offices in 47 states. Online banking and brokerage products and services can be accessed through www.firstunion.com.

Wachovia (NYSE:WB) is a major interstate financial holding company offering banking and financial services to individuals primarily in Florida, Georgia, North Carolina, South Carolina and Virginia and to corporations and institutions throughout the United States and globally. Wachovia Corporation is headquartered in Atlanta and Winston-Salem, N.C., and had assets of \$74.8 billion at June 30, 2001. Wachovia's Web site is located at www.wachovia.com.

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which the combined company will conduct operations may be different than expected resulting in, among other things, a deterioration in credit quality or a reduced demand for credit, including the resultant effect on the combined company's loan portfolio and allowance for loan losses; (8) changes in the U.S. and foreign legal and regulatory framework; and (9) adverse conditions in the stock market, the public debt market and other capital markets (including changes in interest rate conditions) and the impact of such conditions on the combined company's capital markets and asset management activities. Additional factors that could cause First Union's and Wachovia's results to differ materially from those described in the forward-looking statements can be found in First Union's and Wachovia's reports (such as Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K) filed with the Securities and Exchange Commission and available at the SEC's Internet site (<http://www.sec.gov>). All subsequent written and oral forward-looking statements concerning the proposed transaction or other matters attributable to First Union or Wachovia or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements above. First Union and Wachovia do not undertake any obligation to update any forward-looking statement to reflect circumstances or events that occur after the date the forward-looking statements are made.

The following is a news release issued by First Union Corporation and Wachovia Corporation relating to regulatory divestitures:

[LOGO OF FIRST UNION]

[LOGO OF WACHOVIA]

August 13, 2001

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Investor Contacts:

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| National Commerce: Sheldon Fox | 901-523-3656 |

FIRST UNION AND WACHOVIA ANNOUNCE BUYERS OF ALL REQUIRED DIVESTITURES FOR

REGULATORY APPROVAL OF MERGER

National Commerce Financial Corporation and First Bancorp to

Acquire a Total of 38 First Union and Wachovia Branches

CHARLOTTE, N.C. and WINSTON-SALEM, N.C. - First Union Corporation (NYSE:FTU) and Wachovia Corporation (NYSE:WB) announced today that they have signed a definitive agreement with National Commerce Financial Corporation (NYSE:NCF) for the sale of 37 First Union and Wachovia branches in North Carolina, South Carolina, Georgia and Virginia. First Union also announced that it has entered into an agreement with First Bancorp (Nasdaq:FBNC) for the sale of one First Union branch in Salisbury, N.C.

The sale of the branches is part of the merger approval process to meet the Federal Reserve Board's and the U.S. Department of Justice's antitrust guidelines for the pending merger of equals between First Union and Wachovia. First Union shareholders approved the merger July 31. Based on preliminary

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voting results, Wachovia shareholders approved the merger Aug. 3, and the companies are awaiting certification of the Wachovia shareholder vote. The companies announced earlier today that the Federal Reserve Board has approved their merger application.

Branches acquired by National Commerce Financial in North Carolina and South Carolina will operate under the name Central Carolina Bank, and locations in Virginia and Georgia will take on the National Bank of Commerce name. Both banks are subsidiaries of National Commerce Financial Corporation.

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National Commerce and First Bancorp to Acquire 38 First Union and Wachovia

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The 38 First Union and Wachovia branches represent approximately \$1.5 billion in deposits. The sales include deposits, loans and related premises and equipment and are contingent upon completion of the merger between First Union and Wachovia. National Commerce Financial and First Bancorp will offer employment to branch personnel.

"We were committed to finding buyers that best suited the needs of our customers, employees and communities," said Ben Jenkins, First Union vice chairman and head of General Banking for the new Wachovia. "National Commerce and First Bancorp have strong reputations that met our criteria, and I feel confident that customers will experience little or no disruption as a result of this transition."

Customers of these branches will begin to receive information shortly about the transition process and do not need to do anything at this time.

National Commerce Financial is acquiring the following branches:

| Market | Current Company | Branch Name | Address |
|-----------------|-----------------|--------------------|--------------------------|
| Savannah, Ga. | First Union | Wilmington Island | 319 Johnny Mercer Drive |
| | First Union | Johnson Square | 2 E. Bryan Street |
| | First Union | Victory Drive | 2225 East Victory Drive |
| Arden, N.C. | First Union | Arden | 2397 Hendersonville Road |
| Asheville, N.C. | First Union | Smoky Park Highway | 159 Smoky Park Highway |
| | First Union | West Asheville | 700 Haywood Road |
| | First Union | East Asheville | 771 Tunnel Road |
| | First Union | Biltmore | One Angle Street |

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| | | | |
|----------------------|-------------|---------------------|---------------------------|
| | First Union | North Asheville | 711 Merrimon Ave. |
| Bedford, Va. | Wachovia | Bedford | 115 W. Main Street |
| Black Mountain, N.C. | First Union | Black Mountain Main | 200 Highway 9 |
| Canton, N.C. | First Union | Canton | 101 Main Street |
| Chilhowie, Va. | Wachovia | Chilhowie | 119 Lee Highway |
| Elizabeth City, N.C. | First Union | West Ehringhaus | 1404 W. Ehringhaus Street |

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National Commerce and First Bancorp to Acquire 38 First Union and Wachovia

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| Market | Current Company | Branch Name | Address |
|------------------------|-----------------|-----------------------|------------------------------------|
| Hardy, Va. | Wachovia | Smith Mountain Lake | 13264 Booker T. Washington Highway |
| Hendersonville, N.C. | First Union | Eastgate | 1452 7th Avenue East |
| | First Union | Hendersonville Main | 222 S. Main Street |
| | First Union | North Hills | 1321 Asheville Highway |
| Morganton, N.C. | First Union | Morganton Main | 300 North Green Street |
| | First Union | South Sterling | 612 S. Sterling Street |
| North Wilkesboro, N.C. | First Union | North Wilkesboro Main | 924 B. Main Street |
| Roanoke, Va. | Wachovia | Towers Mall | 670 Brandon Ave |
| | Wachovia | Franklin Plaza | 111 Franklin Road |
| | Wachovia | Crossroads Mall | 1315 Hershberger Road North |
| | Wachovia | Cave Springs | 4110 Brambleton Ave SW |
| | Wachovia | 460 East | 3565 Orange Ave NE |

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| | | | |
|---------------------|-------------|----------------------|--------------------------|
| Salem, Va. | Wachovia | West Salem | 1395 W. Main Street |
| Sylva, N.C. | First Union | Sylva Main | 624 W. Main Street |
| Walkertown, N.C. | First Union | Walkertown Main | 2780 Old Hollow Road |
| Walnut Cove, N.C. | First Union | Walnut Cove Main | 234 S. Main St. |
| Waynesville, N.C. | Wachovia | Waynesville Main | 135 N. Main Street |
| Weaверville, N.C. | First Union | Weaververville | 160 Weaver Blvd. |
| Winston-Salem, N.C. | First Union | First Stratford | 101 S. Stratford Road |
| | First Union | Ogburn Station | 4306 N. Liberty Street |
| | First Union | Silas Creek Crossing | 3288 Silas Creek Parkway |
| | First Union | Reynolda Manor | 2801 Reynolda Road |
| York, S.C. | First Union | York Main | 12 N. Congress Street |

First Bancorp is acquiring the First Union West Innes office, located at 215 West Innes Street in Salisbury. It will operate under the First Bank name.

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National Commerce and First Bancorp to Acquire 38 First Union and Wachovia
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National Commerce Financial (NYSE:NCF) has \$18 billion in assets and nearly 400 locations in nine southeastern states. Memphis, Tenn.-based NCF has its operations headquarters in Durham, N.C., and is a sales and marketing organization that delivers select financial and consulting services through a national network of banking affiliates and non-banking affiliates.

First Bancorp (Nasdaq:FBNC) is a bank holding company with \$1.1 billion in assets based in Troy, N.C. Its principal activity is the ownership and operation of First Bank, a state-chartered bank that operates 43 branch offices in a

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fifteen county market area centered in the central piedmont region of North Carolina.

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National Commerce and First Bancorp to Acquire 38 First Union and Wachovia

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Additional Information

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