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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.

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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

Media Contact:

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Wachovia:	Ed Hutchins	336-732-4200
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Investor Contact:

First Union:	Alice Lehman	704-374-4139
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FIRST UNION AND WACHOVIA RECEIVE

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FEDERAL RESERVE APPROVAL ON MERGER  
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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](http://www.firstunion.com).

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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](http://www.wachovia.com).

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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

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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

Media Contacts:

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National Commerce: Eileen Sarro	919-683-7642
First Bancorp: James H. Garner	910-576-6171

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First Union: Alice Lehman	704-374-4139
Wachovia: Robert S. McCoy Jr.	336-732-5926
National Commerce: Sheldon Fox	901-523-3656

FIRST UNION AND WACHOVIA ANNOUNCE BUYERS OF ALL REQUIRED DIVESTITURES FOR  
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REGULATORY APPROVAL OF MERGER  
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National Commerce Financial Corporation and First Bancorp to  
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Acquire a Total of 38 First Union and Wachovia Branches  
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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
Weaverville, N.C.	First Union	Weaverville	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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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 products and services can be accessed through.

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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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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 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.



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