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FIRST UNION CORP
Form 11-K
June 22, 2001

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 11-K

ANNUAL REPORT
PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934 [NO FEE REQUIRED]

For the fiscal year ended December 31, 2000

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934 [NO FEE REQUIRED]

For the transition period from _____ to _____

Commission File Number 1-10000

A. Full title of the plan and the address of the plan, if different from that of
the issuer named below:

FIRST UNION CORPORATION SAVINGS PLAN

B. Name of issuer of the securities held pursuant to the plan and the address of
its principal executive office:

FIRST UNION CORPORATION
One First Union Center
Charlotte, North Carolina 28288-0013

(a) The following financial statements and reports, which have been prepared
pursuant to the requirements of the Employee Retirement Income Security Act of
1974, are filed as part of this Annual Report on Form 11-K:

Independent Auditors' Report

Financial Statements:

Statements of Net Assets Available for Benefits, December 31, 2000 and
1999

Statement of Changes in Net Assets Available for Benefits, For the Year
Ended December 31, 2000

Notes to Financial Statements

Supplemental Schedule:

Schedule of Assets Held for Investment Purposes at End of Year,
December 31, 2000

(b) The following Exhibit is filed as part of this Annual Report on Form 11-K:

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Independent Auditors' Consent

FIRST UNION CORPORATION
SAVINGS PLAN

Financial Statements
and Schedules

As of December 31, 2000 and 1999 and for the
year ended December 31, 2000

(With Independent Auditors' Report Thereon)

INDEPENDENT AUDITORS' REPORT

The Human Resources Committee
First Union Corporation

We have audited the accompanying statements of net assets available for benefits of First Union Corporation Savings Plan (the Plan) as of December 31, 2000 and 1999, and the related statement of changes in net assets available for benefits for the year ended December 31, 2000. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2000 and 1999, and the changes in net assets available for benefits for the year ended December 31, 2000, in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets held for investment purposes at end of year, and schedule of nonexempt transactions as of December 31, 2000 are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and

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Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

KPMG LLP

Charlotte, North Carolina
June 22, 2001

FIRST UNION CORPORATION SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

ASSETS

Investments, at fair value

Marketable

Evergreen U.S. Government Fund

\$

Evergreen Balanced Fund

Stable Fund

Evergreen Foundation Fund

Evergreen Fund

FUNB Enhanced Stock Market Fund

Evergreen International Growth Fund

Evergreen Growth Fund

Employee Stock Ownership Plan

First Union Corporation common stock

Allocated

Unallocated

Cash and cash equivalents

Allocated

Unallocated

Self-Directed Investments, at fair value

Total marketable investments

2,

Participants' loans receivable

Total investments

3,

Receivable from merged plan

Total assets

3,

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LIABILITIES

Refund of excess contributions and earnings
 Loan payable - Employee Stock Ownership Plan - unallocated

| | | |
|-----------------------------------|----|----|
| Net assets available for benefits | \$ | 3, |
|-----------------------------------|----|----|

See accompanying notes to financial statements.

FIRST UNION CORPORATION
 SAVINGS PLAN

STATEMENT OF CHANGES IN , FOR BENEFITS

| | Participant Directed | Employee Stock Ownership Plan- Unallocated |
|--|-------------------------|--|
| <hr/> | | |
| ADDITIONS TO PLAN ASSETS | | |
| Investment income | | |
| Interest on loans | \$ 7,828,958 | - |
| Net depreciation in fair value of investments | (138,829,186) | (9,734,583) |
| Total investment loss | (131,000,228) | (9,734,583) |
| Employer contributions | 124,755,545 | 660,415 |
| Employee contributions | 177,363,464 | - |
| Net assets contributed through mergers | 644,667 | - |
| Transfers from other funds | 184,137,554 | - |
| Total additions to plan assets | 355,901,002 | (9,074,168) |
| <hr/> | | |
| DEDUCTIONS FROM PLAN | | |
| ASSETS | | |
| Participants' withdrawals | 574,330,577 | - |
| Transfers to other funds | 178,135,690 | 6,001,864 |
| Interest expense | - | 4,632,805 |
| Administrative expenses | 2,611,371 | - |
| Total deductions from plan assets | 755,077,638 | 10,634,669 |
| <hr/> | | |
| Decrease in net assets available for benefits | (399,176,636) | (19,708,837) |
| Net assets available for benefits Beginning of year | 3,385,265,228 | 49,567,463 |
| End of year | \$ 2,986,088,592 | 29,858,626 |

See accompanying notes to financial statements.

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FIRST UNION CORPORATION SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2000 and 1999

NOTE 1: DESCRIPTION OF PLAN

The following brief description of the First Union Corporation Savings Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information.

GENERAL

First Union Corporation and its subsidiaries (the "Companies") sponsor the Plan, which is designed to promote savings for retirement, and which is a defined contribution plan. Company and employee contributions are held in trust and earn income tax-free until distributed. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Effective January 1, 1999, the portion of the Plan invested in the First Union Corporation Common Stock Fund was amended to be an employee stock ownership plan that invests primarily in employer securities. The first one percent of the Companies' matching contribution is made in First Union Corporation common stock. The Company has adopted the American Institute of Certified Public Accountants Statement of Position 99-3, "Accounting for and Reporting of Certain Defined Contribution Plan Investments and Other Disclosure Matters".

ELIGIBILITY, CONTRIBUTIONS AND BENEFITS

Under the Plan, an employee is eligible to participate after one year of service. Employee contributions, pre-tax and after-tax, are elected by the participant and cannot exceed 15 percent of the employee's gross compensation. The maximum percentage of the employer matched contribution is determined annually by the Board of Directors of First Union Corporation ("First Union"), and the contribution amounts are paid from net income or accumulated earnings in accordance with the provisions of the Internal Revenue Code of 1986 as amended together with all regulations, revenue rulings and revenue procedures issued thereunder (the "Code"). The employer's matching contribution cannot exceed 6 percent of a participant's base compensation. Beginning in 1999, the first one percent of the employer's contribution will be made with First Union Corporation common stock. Participants are fully vested in their entire account balances at all times.

Four types of withdrawals are allowed under the Plan: normal, specified cause, hardship and after age 59 1/2. Each type of withdrawal must be approved by the Human Resources Committee (the "Committee"). Participants may withdraw up to their entire account balance, depending on the type of withdrawal, net of applicable withholdings and/or loan balances, or a minimum of \$500. The amount of tax withholding depends on the type of withdrawal.

Participants may borrow up to 50 percent of the balance of their accounts with a minimum loan of \$1,000 and a maximum loan of \$50,000. Loan balances are charged interest at a fixed rate for the life of the loan. The interest rate is determined at origination as the quoted Wall Street Journal prime interest rate as of the 25th of the preceding month. Loans are made for a minimum of 12 months or a maximum of 60 months. Loan repayments are generally made semi-monthly as a payroll deduction. If a participant retires or is otherwise terminated, the loan

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balance must be paid in full or the outstanding balance will be considered as a taxable distribution.

Participants, at retirement, may elect to receive a distribution of their account balances. A participant is considered retired if it is the participant's 65th birthday, if it is the participant's 50th birthday with 10 or more years of service, or if it is determined that the participant is totally disabled. Distributions may be made in a lump sum, in installments or in a combination of both. Installment payments must be in multiples of \$50 over a period not to exceed the life expectancy of the participant. Distribution of a retired participant's account balance must begin at age 70 1/2.

Although the employer has not expressed any intent to terminate the Plan, it may do so at any time subject to the provisions of ERISA. If the Plan is terminated, the accounts of each participant shall be adjusted in accordance with Plan provisions.

(Continued)

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FIRST UNION CORPORATION SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

PARTICIPANT DIRECTED

In accordance with the Plan provisions, Plan earnings are allocated to participants' accounts on a daily basis.

The investment options available to participants at December 31, 2000 and 1999, are presented below.

Evergreen U.S. Government Fund

This mutual fund invests primarily in debt instruments issued or guaranteed by the U.S. Government or its agencies. Its objective is to provide a high level of current income consistent with stability of principal.

Evergreen Balanced Fund

This mutual fund maintains a diversified investment portfolio of common and preferred stocks, U.S. Government and agency obligations, and corporate bonds. Its objective is to produce long-term total return through capital appreciation, dividends and interest income.

Stable Fund

This pooled investment fund invests primarily in money market instruments, investment contracts, U.S. Government and agency securities, and corporate notes. Its investment objective is to provide stable principal value combined with a yield that is one percentage point or more over the 91-day U.S. Treasury bill yield.

Evergreen Foundation Fund

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This mutual fund invests primarily in a combination of income producing common stocks, preferred stocks, convertible securities, corporate and U.S. Government debt obligations, and short-term debt instruments. Its investment objective is to provide income, conservation of capital and capital appreciation.

Evergreen Fund

This mutual fund invests primarily in common stocks, including securities convertible into or exchangeable for common stocks of companies which are little-known or relatively small or special situations and which offer the potential for capital appreciation. The remainder of its portfolio consists of securities of relatively well-known and large companies in an attempt to provide liquidity as well as potential for capital appreciation.

FUNB Enhanced Stock Market Fund

This collective investment fund invests primarily in a diversified portfolio of common stocks and S&P 500 futures contracts. Its investment objective is to provide a total rate of return equal to or exceeding that of the S&P 500 market index each calendar year.

Evergreen International Growth Fund

This fund invests primarily in internationally diversified portfolios consisting of common and preferred stocks, convertible securities and warrants. The fund also uses stock index and currency futures. Its investment objective is to provide long-term capital appreciation.

Evergreen Growth Fund

This fund invests principally in common stocks of small to mid-sized companies that have demonstrated earnings, asset values, or growth potential not yet reflected in their market price. Its investment objective is long-term capital appreciation.

First Union Corporation Common Stock Fund

This fund invests in First Union Corporation common stock. Dividends are reinvested in additional shares of First Union Corporation common stock. Its primary investment objective is long-term capital appreciation.

(Continued)

FIRST UNION CORPORATION SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

MERGERS WITH FINANCIAL INSTITUTIONS

Since 1985, First Union Corporation has acquired several financial institutions. The employees of these institutions have been allowed to participate in the Plan as of the consummation date of each respective merger.

Generally, the assets and obligations of acquired plans are recorded by the Plan pursuant to the merger agreement, on the date of the respective merger. However, there are assets related to acquired plans whose obligations are being administered by the Plan, but that have not yet been legally assumed by the

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Plan. Accordingly, these assets are not included as Plan assets at December 31, 2000. It is expected that final approval will be received from the Internal Revenue Service to merge the Plans and that these assets will then be merged into the Plan.

In April 1998, CoreStates Financial Corp was acquired by First Union Corporation. Assets of their plans, which were approximately \$955 million, were transferred to the Plan on January 14, 1999.

In June 1998, The Money Store Inc. was acquired by First Union Corporation. Assets of their plan, which were approximately \$89 million, were transferred to the Plan on July 15, 1999.

In 1999, assets of the savings plans of Questpoint; Bowles, Hollowell, Conner and Co.; Tattersall Advisory Group Inc.; and Congress Talcott were merged into the Plan. Their plan assets were approximately \$4 million, \$8 million, \$1 million and \$15 million, respectively.

In October 1999, Everen Capital Corporation was acquired by First Union Corporation. Assets of their plan, which were approximately \$705 million, were transferred to the Plan on November 1, 1999. The plan included a self-directed investment option, allowing participants to invest their account balances in any investment, within certain specified limitations. The self-directed investments had a market value of approximately \$3 million at December 31, 2000. After the merger of the Everen Capital Corporation Savings Plan into the Plan, the assets of the Everen self-directed investment option were frozen. The assets subject to the Everen self-directed investment option were liquidated by January 31, 2001.

In April 1998, Nationwide Remittance Centers, Inc. was acquired by First Union Corporation. Assets of their plan, which were approximately \$1 million, were transferred to the Plan on August 31, 2000.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

VALUATION OF INVESTMENTS

The specific identification method is used in determining the cost of securities. Security transactions are recognized on the trade date (the date the order to buy or sell is executed). Interest income is recorded on the accrual basis. Dividend income is recorded on the ex-dividend date.

Investments in cash management accounts and participants' loans receivable are stated at cost which approximates fair value. Investments in commercial paper, U.S. Government and agency securities, corporate bonds, mutual funds, collective investment funds and common stocks are stated at fair value, which is based on closing market quotations (or an estimate thereof).

In accordance with the American Institute of Certified Public Accountants Statement of Position 94-4, the Stable Fund's holdings of investment contracts are generally stated at contract value plus accrued interest because they are considered to be benefit responsive, thus providing reasonable access to the funds by participants. If Plan management is aware that an event has occurred that may affect the ability to recover the full value of a contract, the contract is reported at its estimated realizable value. Otherwise the fair value of investment contracts approximates the contract value, including any accrued interest.

Interest and dividends earned on assets in the Stable Fund are treated as gains in appreciation of the fair value of the fund, since all income received by the fund is reinvested in the fund and thus increases the participants' share value.

FIRST UNION CORPORATION
SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

BASIS OF PRESENTATION

The accompanying financial statements are prepared on an accrual basis in accordance with accounting principles generally accepted in the United States of America.

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect reported amounts of assets, liabilities and obligations and disclosure of contingent liabilities at the date of the financial statements, as well as additions to and deductions from these amounts during the reporting period. Actual results could differ from those estimates.

NOTE 3: INVESTMENTS

Under the terms of the Plan, First Union National Bank (the "Trustee"), a wholly-owned subsidiary of First Union Corporation and a related party-in-interest, holds the assets of the Plan in bank-administered trust funds. Investments that represent five percent or more of the Plan's net assets are separately identified below.

The investment contracts held by the Stable Fund have crediting interest rates ranging from 6.01 percent to 8.00 percent and 6.21 percent to 8.25 percent at December 31, 2000 and 1999, respectively, with remaining maturities not greater than 3 years. The average yields for the investment contracts ranged from 6.01 percent to 8.00 percent and 6.20 percent to 8.20 percent for the years ended December 31, 2000 and 1999, respectively.

INVESTMENTS, AT FAIR VALUE

Marketable

| | | |
|--------------------------------------|----|----|
| Evergreen Balanced Fund | \$ | 14 |
| Stable Fund | | |
| Corporate bonds | | 33 |
| Investment contracts | | 13 |
| Evergreen Foundation Fund | | 23 |
| Evergreen Fund | | 25 |
| FUNB Enhanced Stock Market Fund | | 64 |
| Employee Stock Ownership Plan | | |
| First Union Corporation common stock | | 65 |

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Not readily marketable

Participants' loans receivable

\$ 11

(Continued)

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FIRST UNION CORPORATION
SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

The appreciation (depreciation) in value of the Plan's investments (including investments bought, sold and held during the year) is presented below.

Evergreen U.S. Government Fund
Evergreen Balanced Fund
Stable Fund
Evergreen Foundation Fund
Evergreen Fund
FUNB Enhanced Stock Market Fund
Evergreen International Growth Fund
Evergreen Growth Fund
First Union Corporation common stock
Self-Directed Investments

Net depreciation

NOTE 4: INCOME TAXES

The Internal Revenue Service has determined and informed the Companies by a letter dated December 20, 2000, that the Plan is qualified and the trust established under the Plan is tax-exempt under the appropriate sections of the Internal Revenue Code. Therefore, no provision for income taxes has been made in the accompanying financial statements. The Human Resources Committee files an annual information return with the Internal Revenue Service.

Participant contributions made to the Plan must not discriminate in favor of highly compensated employees ("HCE's"). The Plan has failed the Actual Deferral Percentage test for the plan year 2000. In order to correct this

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failure, excess contributions plus earnings must be returned to HCE's. Subsequent to December 31, 2000, the Plan refunded excess contributions and earnings thereon of \$3,060,571 to HCE's. In addition, \$1,560,962 of employer matching contributions have been forfeited, and will be used to reduce future obligations of the Companies. These amounts have been reflected in the accompanying financial statements for the year ended December 31, 2000. The excess contributions were refunded to participants within two and one-half months after year-end.

NOTE 5: RELATED PARTY TRANSACTIONS

The Evergreen U.S. Government Fund, the Evergreen Balanced Fund, the Evergreen Foundation Fund, the Evergreen Fund, the Evergreen International Growth Fund and the Evergreen Growth Fund are mutual funds managed by subsidiaries of First Union National Bank. The FUNB Enhanced Stock Market Fund is a collective investment trust managed by First Union National Bank. The Stable Fund investments are managed by First Union National Bank. The First Union Corporation Common Stock Fund is managed by First Union National Bank, and it is principally comprised of shares of First Union Corporation common stock.

First Union National Bank, a party in interest, serves as the trustee for the Plan. In 2000, the Plan paid administrative expenses to First Union National Bank amounting to \$2,611,371.

(Continued)

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FIRST UNION CORPORATION SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 6: LOANS PAYABLE

Upon the merger of the CoreStates Employee Stock Ownership and Savings Plan into the Plan in 1999, First Union National Bank assumed all obligations of CoreStates Financial Corp under the loan agreement dated October 27, 1994, pursuant to which Meridian Trust Company issued to Meridian Bancorp, Inc. its promissory note dated October 27, 1994, in the amount of \$60,000,000, with a maturity date of October 1, 2014, and bearing an interest rate of 8.85%. The Company is obligated to make contributions to maintain debt service.

The loan was originally collateralized by 3,274,816 shares of First Union Corporation common stock. The loan repayment schedule is as follows:

| | |
|------|-------------|
| 2001 | \$1,947,632 |
| 2002 | 2,125,803 |
| 2003 | 2,320,273 |
| 2004 | 2,532,533 |
| 2005 | \$2,764,211 |

As the Plan makes each payment of principal, an appropriate percentage of common stock will be available to fund the Companies' 1 percent match in accordance with the provisions of the Plan document. If shares made available after payment of principal are in excess of those amounts required to fund the Companies' 1 percent matching contribution, those shares may be utilized to fund the Companies' matching contribution where participants have elected to invest

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in the First Union Corporation Common Stock Fund or in participant contributions where participants have elected to invest in First Union Corporation common stock. Shares vest fully upon allocation. Dividends on allocated shares may be either distributed or reinvested in First Union Corporation common stock at the discretion of the Company. The Company has elected to reinvest the dividends.

The borrowing is collateralized by 2,865,472 unallocated shares of First Union Corporation common stock at December 31, 2000, and is guaranteed by the Company. In 2000, 204,672 shares were released based on principal paydowns on the loan. The lender has no rights against shares once they are allocated under the Plan. Accordingly, the financial statements of the Plan for the year 2000 present separately the assets and liabilities and changes therein pertaining to: (a) the accounts of employees with vested rights in allocated stock, and (b) stock not yet allocated to employees (Unallocated).

Each participant is entitled to exercise voting rights attributable to the shares allocated to his or her account and is notified by the Trustee prior to the time that such rights are to be exercised. The Trustee is required to vote all shares in the Plan, including unallocated shares, in proportion to the response received for participants and beneficiaries with respect to stock allocated to participant accounts.

NOTE 7: PROHIBITED TRANSACTION

Prior to January 2, 2000, certain participant loan repayments were not credited to participants' accounts on a timely basis. In 2000, the Companies identified the effected participants and properly applied the loan repayments to the participants' accounts, including principal and interest, in the amount of \$21,136.

SCHEDULE 1
Page 1

FIRST UNION CORPORATION
SAVINGS PLAN

Schedule of Assets Held for Investment Purposes at End of Year

| Identity of Issue | Par Value or Number of Units |
|---------------------------------------|------------------------------------|
| ----- | |
| MUTUAL FUNDS | |
| Evergreen U.S. Government Fund * | 8,282 |
| Evergreen Balanced Fund * | 12,209 |
| Evergreen Foundation Fund * | 12,793 |
| Evergreen Fund * | 16,669 |
| Evergreen International Growth Fund * | 9,689 |
| Evergreen Growth Fund * | 7,717 |

Total Mutual Funds

COLLECTIVE INVESTMENT FUNDS

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| | |
|--|--------|
| First Union Enhanced Stock Market Fund * | 8,035 |
| ----- | |
| STABLE FUND * | |
| CASH MANAGEMENT ACCOUNTS | |
| Valiant General Fund | 12,622 |
| ----- | |
| COMMERCIAL PAPER | |
| Asset One Sec LLC, due 1/12/01 | 10,000 |
| Atlantic Asset Securitization, due 1/22/01 | 20,000 |
| Check Pt Charlie Inc., due 1/22/01 | 20,000 |
| MPF Two Limited, due 1/31/01 | 20,000 |
| ----- | |
| Total Corporate Bonds | |
| ----- | |
| CORPORATE BONDS | |
| Goldman Sachs Group Limited Partnership, 6.98%, due 1/16/01 | 10,000 |
| Goldman Sachs Group Limited Partnership, 7.16%, due 1/26/01 | 10,000 |
| Morgan Stanley Dean Witter Discover and Co, 6.85%, due 2/23/01 | 10,000 |
| Citicorp Medium Term Notes, 5.45%, due 5/24/01 | 10,000 |
| Caterpillar Financial Services Corporation, 4.94%, due 7/9/01 | 20,000 |
| Bear Stearns Company Incorporated, 5.78%, due 8/1/01 | 15,000 |
| General Motors Acceptance Corporation, 5.60%, due 8/6/01 | 5,000 |
| Merrill Lynch and Company, 5.48%, due 8/10/01 | 14,000 |
| Wells Fargo and Company, 5.23%, due 9/15/01 | 15,000 |
| Merrill Lynch and Company, 5.05%, due 9/21/01 | 15,000 |
| American Express Travel Euro Bond, 4.52%, due 10/24/01 | 21,000 |
| Xerox Corporation, 5.77%, due 11/5/01 | 16,000 |
| General Motors Acceptance Corporation, 5.16%, due 12/10/01 | 15,000 |
| Fleet National Bank, 5.29%, due 12/14/01 | 10,000 |
| Ford Motor Credit Company, 4.89%, due 1/17/02 | 23,731 |
| Chase Manhattan Corporation, 4.61%, due 1/22/02 | 20,000 |
| Lehman Brothers Holdings Incorporated, 5.48%, due 2/1/02 | 5,000 |
| Lehman Brothers Holdings Incorporated, 5.42%, due 2/12/02 | 6,000 |
| Bank of America Corporation, 5.47%, due 2/20/02 | 5,000 |
| Liberty Lighthouse US Capital Company, 5.55%, due 2/22/02 | 20,000 |
| Associates Corporation of North America, 5.53%, due 5/17/02 | 12,000 |
| Bear Stearns Company Incorporated, 5.91%, due 11/18/02 | 20,000 |
| Paine Webber Group Incorporated, 5.91%, due 11/18/02 | 20,000 |

SCHEDULE 1
Page 2

FIRST UNION CORPORATION
SAVINGS PLAN

Schedule of Assets Held for Investment Purposes at End of Year

Identity of Issue

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| | |
|--|----|
| Ford Motor Credit Company, 5.4%, due 8/27/06 | 15 |
| TMS Home Equity Loan, 6.90%, due 7/15/07 * | |
| Associates Corporation of North America, 5.4%, due 8/27/11 | 10 |

 Total Corporate Bonds

INVESTMENT CONTRACTS

| | |
|---|----|
| Monumental Life Insurance Company, Contract #ADA00198ST, 6.01%, open-ended maturity | 10 |
| Principal Life Insurance Company, Contract #4-40344-1, 7.13%, due 9/15/03 | 10 |
| John Hancock Mutual Life Insurance Company, Contract #14478GAC, 7.62%, due 9/7/04 | 10 |
| Canada Life Assurance Company, Contract #P46050, 7.17%, due 11/15/04 | 10 |
| Allstate Life Insurance Company, Contract #GA6225, 7.25%, due 12/1/04 | 10 |
| Principal Life Insurance Company, Contract #4-40344-2, 7.91%, due 2/10/05 | 10 |
| Travelers Insurance Company, Contract #GR17599, 7.84%, due 5/5/05 | 10 |
| Travelers Insurance Company, Contract #GR17617, 8.00%, due 8/25/05 | 10 |
| John Hancock Mutual Life Insurance Company, Contract #15026GAC, 7.3%, due 9/1/05 | 10 |
| Allstate Life Insurance Company, Contract #GA6298, 7.37%, due 9/1/05 | 10 |
| John Hancock Mutual Life Insurance Company, Contract #15079GAC, 7.25%, due 11/10/05 | 5 |
| Principal Life Insurance Company, Contract #4-40344-3, 7.25%, due 11/10/05 | 5 |
| Metlife, Contract #0025204, 7.34%, due 1/1/2099 | 21 |

 Total Investment Contracts

Accrued Receivable on Assets of the Stable Fund

 Total Stable Fund

EMPLOYEE STOCK OWNERSHIP PLAN

| | |
|--|-----|
| First Union Corporation common stock * | |
| Allocated | 20 |
| Unallocated (a) | 2 |
| Valiant General Fund - Cash Management Account | |
| Allocated | 155 |
| Unallocated (b) | 1 |

 Total Employee Stock Ownership Plan

SCHEDULE 1

Page 3

FIRST UNION CORPORATION
 SAVINGS PLAN

Schedule of Assets Held for Investment Purposes at End of Year

 Identity of Issue

SELF-DIRECTED INVESTMENTS (c)

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Certificate of Accrual Treasury Security
 Easygrowth Treasury Receipts
 GNMA
 Govt Trust Israel
 Govt Trust Certificates
 U.S. Treasury Bond
 U.S. Treasury Cubb
 U.S. Treasury Note
 U.S. Treasury Security Stripped

 Total Self-Directed Investments

Participants' Loans Receivable, various rates and maturities *

 Total investments

* Party-in-Interest.

(a) Cost of plan assets for this nonparticipant-directed investment is \$42,270,770.

(b) Cost of plan assets for this nonparticipant-directed plan is \$1,383,320.

(c) Interest rates and maturity dates of assets held in the self-directed investments are not available.

SCHEDULE 2

FIRST UNION CORPORATION

SAVINGS PLAN

Schedule of Nonexempt Transactions

Year Ended December 31, 2000

| Identity of Party Involved | Relationship to the Plan | Description of Transaction | Amount Involved |
|-------------------------------|-----------------------------|--|--------------------|
| First Union Corporation | Plan sponsor | Participant loan repayments not remitted to participant accounts on a timely basis | \$ 21,1 |

SIGNATURES

 Pursuant to the requirements of the Securities Exchange Act of 1934, the plan administrator has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

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FIRST UNION CORPORATION
SAVINGS PLAN

/s/ BENJAMIN J. JOLLEY

Benjamin J. Jolley
Senior Vice President

June 22, 2001

EXHIBIT INDEX

| Exhibit No. | Description | Location |
|-------------|-------------------------------|----------------|
| (23) | Independent Auditors' Consent | Filed herewith |