

WACHOVIA CORP NEW
Form 424B5
October 20, 2006
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Filed Pursuant to Rule 424(b)(5)

Registration No. 333-125271

PROSPECTUS SUPPLEMENT

October 18, 2006

(TO PROSPECTUS JUNE 15, 2005)

Wachovia Corporation

Wachovia Corporation
One Wachovia Center
301 South College Street
Charlotte, North Carolina 28288
(704) 374-6565

\$650,000,000 Three-Month LIBOR Floating Rate Subordinated Notes Due October 15, 2016

\$1,250,000,000 5.625% Subordinated Notes Due October 15, 2016

\$1,000,000,000 Three-Month LIBOR Floating Rate Notes Due October 15, 2011

\$1,100,000,000 5.30% Notes Due October 15, 2011

The Securities and the Offering:

- Three-Month LIBOR Floating Rate Subordinated Notes Due October 15, 2016

Interest rate: Three-month LIBOR plus 0.37%; the initial interest payment shall be at the rate of 5.74% per annum

Interest payments: quarterly on the fifteenth calendar day of each January, April, July and October, commencing January 16, 2007; final interest payment on October 15, 2016

- 5.625% Subordinated Notes Due October 15, 2016

Interest rate: 5.625% per annum

Interest payments: semi-annually on the fifteenth calendar day of each April and October, commencing on April 15, 2007; final interest payment on October 15, 2016

- Three-Month LIBOR Floating Rate Notes Due October 15, 2011

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Interest rate: Three-month LIBOR plus 0.13%, the initial interest payment shall be at the rate of 5.50% per annum

Interest payments: quarterly on the fifteenth calendar day of each January, April, July and October, commencing January 16, 2007; final interest payment on October 15, 2011

- 5.30% Notes Due October 15, 2011

Interest rate: 5.30% per annum

Interest payments: semi-annually on the fifteenth calendar day of each April and October, commencing on April 15, 2007; final interest payment on October 15, 2011

- Closing: October 23, 2006

	Per Three-Month LIBOR Floating Rate Subordinated Notes Due October 15, 2016		Per 5.625% Subordinated Notes Due October 15, 2016		Per Three-Month LIBOR Floating Rate Notes Due October 15, 2011		Per 5.30% Notes Due October 15, 2011	
	2016	Total	2016	Total	2011	Total	2011	Total
Public offering price(1):	100%	\$ 650,000,000	99.662%	\$ 1,245,775,000	100%	\$ 1,000,000,000	99.837%	\$ 1,098,207,000
Underwriting fees:	0.45	2,925,000	0.45	5,625,000	0.35	3,500,000	0.35	3,850,000
Net proceeds to Wachovia(1):	99.55	647,075,000	99.212	1,240,150,000	99.65	996,500,000	99.487	1,094,357,000

(1) Plus accrued interest from October 23, 2006, if any.

These securities have not been approved or disapproved by the SEC, any state securities commission or the Commissioner of Insurance of the state of North Carolina nor have these organizations determined if this prospectus supplement or the attached prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Wachovia intends to list the Securities on the Luxembourg Stock Exchange.

This prospectus supplement and the attached prospectus may be used by Wachovia Capital Markets, LLC, an affiliate of Wachovia, or any other affiliate of Wachovia, in connection with offers and sales related to market-making or other transactions in the Securities. Wachovia Capital Markets, LLC, or any other such affiliate, may act as principal or agent in such transactions. Such sales will be made at prices related to prevailing market prices at the time of sale or otherwise.

We expect that the Securities will be ready for delivery in New York, New York, on or about October 23, 2006.

Sole Book-Runner

Wachovia Securities

BB&T Capital Markets

Citigroup

Loop Capital Markets, LLC

Morgan Stanley

Ramirez & Co., Inc.

Sandler O Neill & Partners, L.P.

Siebert Capital Markets

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DESCRIPTION OF SECURITIES

This section outlines the specific financial and legal terms of the Securities that are more generally described under Description of Debt Securities beginning on page 18 of the prospectus that is attached to this prospectus supplement. If anything described in this section is inconsistent with the terms described under Description of Debt Securities in the attached prospectus, the terms described here shall prevail.

Three-Month LIBOR Floating Rate Subordinated Notes Due October 15, 2016:

Title: Three-Month LIBOR Subordinated Floating Rate Notes Due October 15, 2016

Type: Subordinated debt securities

Total principal amount being issued: \$650,000,000

Due Date for principal: October 15, 2016

Interest rate: Three-month LIBOR plus 0.37% per annum; initial interest payment shall be at the rate of 5.74% per annum

Date interest starts accruing: October 23, 2006

Interest payment dates: the fifteenth calendar day of each January, April, July and October and the maturity date

First interest payment date: January 16, 2007

Final interest payment date: October 15, 2016

Subordination: As specified on pages 21-22 of the attached prospectus

Calculation agent: The calculation agent will be Wachovia Capital Markets, LLC or any other financial institution designated by Wachovia

Trustee: The Bank of New York (as successor to J.P. Morgan Trust Company, National Association, formerly known as Bank One Trust Company, National Association), as subordinated indenture trustee, which is referred to on page 18 of the attached prospectus

U.S. registrar and domestic paying agent: U.S. Bank National Association

5.625% Subordinated Notes Due October 15, 2016:

Title: 5.625% Subordinated Notes Due October 15, 2016

Type: Subordinated debt securities

Total principal amount being issued: \$1,250,000,000

Due date for principal: October 15, 2016

Interest rate: 5.625% per annum

Date interest starts accruing: October 23, 2006

Interest payment dates: the fifteenth calendar day of each April and October

First interest payment date: April 15, 2007

Final interest payment date: October 15, 2016

Subordination: As specified on pages 21-22 of the attached prospectus

Trustee: The Bank of New York (as successor to J.P. Morgan Trust Company, National Association, formerly known as Bank One Trust Company, National Association), as subordinated indenture trustee, which is referred to on page 18 of the attached prospectus

U.S. registrar and domestic paying agent: U.S. Bank National Association

Three-Month LIBOR Floating Rate Notes Due October 15, 2011

Title: Three-Month LIBOR Floating Rate Notes Due October 15, 2011

Type: Senior debt securities

Total principal amount being issued: \$1,000,000,000

Due Date for principal: October 15, 2011

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Interest rate: Three-month LIBOR plus 0.13% per annum; initial interest payment shall be at the rate of 5.50% per annum

Date interest starts accruing: October 23, 2006

Interest payment dates: the fifteenth calendar day of each January, April, July and October and the maturity date

First interest payment date: January 16, 2007

Final interest payment date: October 15, 2011

Calculation agent: The calculation agent will be Wachovia Capital Markets, LLC or any other financial institution designated by Wachovia

Trustee: The Bank of New York (as successor to JPMorgan Chase Bank, formerly known as Chemical Bank), as senior indenture trustee, which is referred to on page 18 of the attached prospectus

U.S. registrar and domestic paying agent: U.S. Bank National Association

5.30% Notes Due October 15, 2011

Title: 5.30% Notes Due October 15, 2011

Type: Senior debt securities

Total principal amount being issued: \$1,100,000,000

Due Date for principal: October 15, 2011

Interest rate: 5.30% per annum

Date interest starts accruing: October 23, 2006

Interest payment dates: the fifteenth calendar day of each April and October

First interest payment date: April 15, 2007

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Final interest payment date: October 15, 2011

Trustee: The Bank of New York (as successor to JPMorgan Chase Bank, formerly known as Chemical Bank), as senior indenture trustee, which is referred to on page 18 of the attached prospectus

U.S. registrar and domestic paying agent: U.S. Bank National Association

Regular record dates for interest: Fifteenth calendar day immediately preceding each respective interest payment date

Form of Securities: The Securities will be issued as one or more global securities. See "Global Securities" on page 34 of the attached prospectus.

Name of Depository: The Depository Trust Company ("DTC"). See "Global Securities" on page 34 of the attached prospectus for more information about DTC's procedures.

Trading through DTC, Clearstream and Euroclear: Initial settlement for the Securities will be made in immediately available funds. Secondary market trading between DTC participants will occur in the ordinary way in accordance with DTC's rules and will be settled in immediately available funds using DTC's Same-Day Funds Settlement System. Secondary market trading between Clearstream customers and/or Euroclear participants will occur in the ordinary way in accordance with the applicable rules and operating procedures of Clearstream and Euroclear and will be settled using the procedures applicable to conventional Eurobonds in immediately available funds. See below under "Clearstream and Euroclear Clearance and Settlement" on page S-7 for more information about global securities held by DTC through Clearstream or Euroclear.

Payment of principal and interest: Principal of and interest on the Securities are to be payable, and the transfer of the Securities will be registrable, at the Corporate Trust Office of the trustee in the City of New York or at the Corporate Trust Office of Wachovia Bank, National Association, a subsidiary of Wachovia, in Charlotte, North Carolina, except that interest may be paid at Wachovia's option by check mailed to the address of the holder entitled to it as it appears on the note register.

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Sinking Fund: There is no sinking fund.

Further Issues: Wachovia may issue additional Securities of the same series with the same terms in the future, without obtaining the consent of any holders of the outstanding Securities.

Three-Month LIBOR Floating Rate Subordinated Notes Due October 15, 2016

For the initial period of October 23, 2006 up to (but not including) January 16, 2007, interest on the Three-Month LIBOR Floating Rate Subordinated Notes Due October 15, 2016 will be payable on January 16, 2007 in arrears at the rate of 5.74% per annum (5.37%, three-month LIBOR as of the interest determination date prior to October 23, 2006, plus 0.37%). Thereafter, interest on these Notes will be reset quarterly and will be payable in arrears at three-month LIBOR plus 0.37% on the fifteenth calendar day of each January, April, July and October, beginning on April 15, 2007, and ending on October 15, 2016 (each of these dates and January 16, 2007, is an interest payment date and the date two business days prior to each of these dates is an interest determination date for the following period). For each period beginning on and including an interest payment date and ending on but not including the following interest payment date, interest will be paid at three-month LIBOR plus 0.37% determined on the interest determination date for that period.

If any interest payment date falls on a day which is not a business day, that interest payment date shall be postponed to the next day that is a business day unless that day falls in the next calendar month, in which case the interest payment date shall be the business day which precedes that day. A business day is any day that is not a Saturday or Sunday and that, in the City of New York, New York or Charlotte, North Carolina, is not a day on which banking institutions generally are authorized or obligated by law to close.

On each interest determination date, three-month LIBOR will be determined by the calculation agent and shall be the applicable three-month LIBOR rate for the payment period commencing on the second London business day immediately following such interest determination date. On such interest determination date, three-month LIBOR will be such rate that appears on the designated LIBOR page as of 11:00 a.m. London time. The designated LIBOR page is page 3750 on Moneyline Telerate, Inc., or any successor service for the purpose of displaying the London interbank rates of major banks for U.S. dollars. Page 3750 is the display designated as page 3750 on Moneyline Telerate, Inc., or such other page as may replace the 3750 page on that service or such other service or services as may be nominated by the British Bankers' Association for the purpose of displaying London interbank offered rates for U.S. dollar deposits. A London business day is any day on which dealings in deposits in U.S. dollars are transacted in the London interbank market.

If no rate appears on the designated LIBOR page, the calculation agent will determine three-month LIBOR for that interest determination date as follows:

The calculation agent will request the principal London offices of each of four major reference banks in the London interbank market, as selected by the calculation agent, to provide the calculation agent with its offered quotation for deposits in U.S. dollars for a quarterly period, commencing on the second London business day immediately following such interest determination date, to prime banks in the London interbank market at approximately 11:00 a.m., London time, on such interest determination date and in a principal amount of not less than \$1,000,000.

If at least two such quotations are provided, LIBOR determined on such interest determination date will be the arithmetic mean (rounded, if necessary, to the nearest one-hundred-thousandth of a percentage point, with five-millionths of a percentage point rounded upwards) of such quotations.

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If fewer than two quotations are provided, LIBOR determined on such interest determination date will be the arithmetic mean (rounded, if necessary, to the nearest one-hundred-thousandth of a

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percentage point, with five-millionths of a percentage point rounded upwards) of the rates quoted at approximately 11:00 a.m. in the City of New York on such interest determination date, by three major banks in the City of New York selected by the calculation agent for loans in U.S. dollars to leading European banks, for a quarterly period and in a principal amount of not less than \$1,000,000.

If the banks so selected by the calculation agent are not quoting as mentioned above, LIBOR will remain unchanged from the previous quarterly period.

Three-Month LIBOR Floating Rate Notes Due October 15, 2011

For the initial period of October 23, 2006 up to (but not including) January 16, 2007, interest on the Three-Month LIBOR Floating Rate Notes Due October 15, 2011 will be payable on January 16, 2007 in arrears at the rate of 5.50% per annum (5.37%, three-month LIBOR as of the interest determination date prior to October 23, 2006, plus 0.13%). Thereafter, interest on these Notes will be reset quarterly and will be payable in arrears at three-month LIBOR plus 0.13% on the fifteenth calendar day of each January, April, July and October, beginning on April 15, 2007, and ending on October 15, 2011 (each of these dates and January 16, 2007, is an interest payment date and the date two business days prior to each of these dates is an interest determination date for the following period). For each period beginning on and including an interest payment date and ending on but not including the following interest payment date, interest will be paid at three-month LIBOR plus 0.13% determined on the interest determination date for that period.

If any interest payment date falls on a day which is not a business day, that interest payment date shall be postponed to the next day that is a business day unless that day falls in the next calendar month, in which case the interest payment date shall be the business day which precedes that day. A business day is any day that is not a Saturday or Sunday and that, in the City of New York, New York or Charlotte, North Carolina, is not a day on which banking institutions generally are authorized or obligated by law to close.

On each interest determination date, three-month LIBOR will be determined by the calculation agent and shall be the applicable three-month LIBOR rate for the payment period commencing on the second London business day immediately following such interest determination date. On such interest determination date, three-month LIBOR will be such rate that appears on the designated LIBOR page as of 11:00 a.m. London time. The designated LIBOR page is page 3750 on Moneyline Telerate, Inc., or any successor service for the purpose of displaying the London interbank rates of major banks for U.S. dollars. Page 3750 is the display designated as page 3750 on Moneyline Telerate, Inc., or such other page as may replace the 3750 page on that service or such other service or services as may be nominated by the British Bankers' Association for the purpose of displaying London interbank offered rates for U.S. dollar deposits. A London business day is any day on which dealings in deposits in U.S. dollars are transacted in the London interbank market.

If no rate appears on the designated LIBOR page, the calculation agent will determine three-month LIBOR for that interest determination date as follows:

The calculation agent will request the principal London offices of each of four major reference banks in the London interbank market, as selected by the calculation agent, to provide the calculation agent with its offered quotation for deposits in U.S. dollars for a quarterly period, commencing on the second London business day immediately following such interest determination date, to prime banks in the London interbank market at approximately 11:00 a.m., London time, on such interest determination date and in a principal amount of not less than \$1,000,000.

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If at least two such quotations are provided, LIBOR determined on such interest determination date will be the arithmetic mean (rounded, if necessary, to the nearest one-hundred-thousandth of a percentage point, with five-millionths of a percentage point rounded upwards) of such quotations.

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If fewer than two quotations are provided, LIBOR determined on such interest determination date will be the arithmetic mean (rounded, if necessary, to the nearest one-hundred-thousandth of a percentage point, with five-millionths of a percentage point rounded upwards) of the rates quoted at approximately 11:00 a.m. in the City of New York on such interest determination date, by three major banks in the City of New York selected by the calculation agent for loans in U.S. dollars to leading European banks, for a quarterly period and in a principal amount of not less than \$1,000,000.

If the banks so selected by the calculation agent are not quoting as mentioned above, LIBOR will remain unchanged from the previous quarterly period.

USE OF PROCEEDS

Wachovia currently intends to use the net proceeds from the sale of the Securities for general corporate purposes, which may include:

reducing debt

investments at the holding company level

investing in, or extending credit to, our operating subsidiaries

possible acquisitions and

stock repurchases

Pending such use, we may temporarily invest the net proceeds. The precise amounts and timing of the application of proceeds will depend upon our funding requirements and the availability of other funds.

Based upon our historical and anticipated future growth and our financial needs, we may engage in additional financings of a character and amount that we determine as the need arises.

CLEARSTREAM AND EUROCLEAR CLEARANCE AND SETTLEMENT

The Securities will be issued in the form of one or more fully registered global securities which will be deposited with, or on behalf of, DTC and registered in the name of Cede & Co., DTC's nominee. Beneficial interests in the registered global securities will be represented through book-entry accounts of financial institutions acting on behalf of beneficial owners as direct and indirect participants in DTC. Investors may elect to hold interests in the registered global securities held by DTC through Clearstream Banking AG, société anonyme, or any successor thereto (Clearstream) or Euroclear Bank S.A./N.V., as operator of the Euroclear system (the Euroclear operator), if they are participants in such systems, or indirectly through organizations which are participants in such systems. Clearstream and the Euroclear operator will hold interests on behalf of their participants through customers' securities accounts in Clearstream's and the Euroclear operator's names on the books of their respective

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depositories, which in turn will hold such interests in customers' securities accounts in the depositories' names on the books of DTC. Citibank, N.A. will act as depositary for Clearstream and JPMorgan Chase Bank will act as depositary for the Euroclear operator (in such capacities, the U.S. depositories).

Clearstream and the Euroclear operator have informed Wachovia that Clearstream and the Euroclear operator each hold securities for their customers and facilitate the clearance and settlement of securities transactions by electronic book-entry transfer between their respective account holders. Clearstream and the Euroclear operator provide various services including safekeeping, administration, clearance and settlement of internationally traded securities and securities lending and borrowing. Clearstream and the Euroclear operator

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also deal with domestic securities markets in several countries through established depository and custodial relationships. Clearstream and the Euroclear operator have established an electronic bridge between their two systems across which their respective participants may settle trades with each other.

Clearstream and the Euroclear operator customers are world-wide financial institutions including underwriters, securities brokers and dealers, banks, trust companies and clearing corporations. Indirect access to Clearstream and the Euroclear operator is available to other institutions which clear through or maintain a custodial relationship with an account holder of either system.

Distributions with respect to the Securities held through Clearstream will be credited to cash accounts of Clearstream customers in accordance with its rules and procedures, to the extent received by the U.S. depository for Clearstream.

Securities clearance accounts and cash accounts with the Euroclear operator are governed by the Terms and Conditions Governing Use of Euroclear and the related Operating Procedures of the Euroclear System, and applicable Belgian law (collectively, the terms and conditions). The terms and conditions govern transfers of securities and cash within the Euroclear system, withdrawals of securities and cash from the Euroclear system, and receipts of payments with respect to securities in the Euroclear system. All securities in the Euroclear system are held on a fungible basis without attribution of specific certificates to specific securities clearance accounts. The Euroclear operator acts under the terms and conditions only on behalf of Euroclear participants and has no record of or relationship with persons holding through Euroclear participants.

Distributions with respect to the Securities held beneficially through the Euroclear system will be credited to the cash accounts of Euroclear participants in accordance with the terms and conditions, to the extent received by the U.S. depository for Euroclear.

The Euroclear operator further advises that investors that acquire, hold and transfer interests in the Securities by book-entry through accounts with the Euroclear operator or any other securities intermediary are subject to the laws and contractual provisions governing their relationship with their intermediary, as well as the laws and contractual provisions governing the relationship between such an intermediary and each other intermediary, if any, standing between themselves and the registered global securities.

The Euroclear operator advises as follows: under Belgian law, investors that are credited with securities on the records of the Euroclear operator have a co-property right in the fungible pool of interests in securities on deposit with the Euroclear operator in an amount equal to the amount of interests in securities credited to their accounts. In the event of the insolvency of the Euroclear operator, Euroclear participants would have a right under Belgian law to the return of the amount and type of interests in securities credited to their accounts with the Euroclear operator. If the Euroclear operator does not have a sufficient amount of interests in securities on deposit of a particular type to cover the claims of all participants credited with such interests in securities on the Euroclear operator's records, all participants having an amount of interests in securities of such type credited to their accounts with the Euroclear operator will have the right under Belgian law to the return of their pro-rata share of the amount of interests in securities actually on deposit.

Under Belgian law, the Euroclear operator is required to pass on the benefits of ownership in any interests in securities on deposit with it (such as dividends, voting rights and other entitlements) to any person credited with such interests in securities on its records.

Individual certificates in respect of the Securities may be issued in exchange for the registered global securities.

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Title to book-entry interests in the Securities will pass by book-entry registration of the transfer within the records of Clearstream, Euroclear or DTC, as the case may be, in accordance with their respective procedures. Book-entry interests in the Securities may be transferred within Clearstream and within Euroclear and between Clearstream and Euroclear in accordance with procedures established for these purposes by Clearstream and Euroclear. Book-entry interests in the Securities may be transferred within DTC in accordance with procedures established for this purpose by DTC. Transfers of book-entry interests in the Securities among Clearstream and Euroclear and DTC may be effected in accordance with procedures established for this purpose by Clearstream, Euroclear and DTC.

A further description of DTC's procedures with respect to the registered global securities is set forth in the prospectus under Global Securities. DTC has confirmed to Wachovia, Wachovia Capital Markets, LLC and the trustees that it intends to follow such procedures.

Initial settlement for the Securities will be made in immediately available funds. Secondary market trading between DTC participants will occur in the ordinary way in accordance with DTC's rules and will be settled in immediately available funds using DTC's Same-Day Funds Settlement System. Secondary market trading between Clearstream customers and/or Euroclear participants will occur in the ordinary way in accordance with the applicable rules and operating procedures of Clearstream and Euroclear and will be settled using the procedures applicable to conventional Eurobonds in immediately available funds.

Cross-market transfers between persons holding directly or indirectly through DTC on the one hand, and directly or indirectly through Clearstream customers or Euroclear participants, on the other, will be effected through DTC in accordance with DTC's rules on behalf of the relevant European international clearing system by its U.S. depository; however, such cross-market transactions will require delivery of instructions to the relevant European international clearing system by the counterparty in such system in accordance with its rules and procedures and within its established deadlines (European time). The relevant European international clearing system will, if the transaction meets its settlement requirements, deliver instructions to its U.S. depository to take action to effect final settlement on its behalf by delivering interests in the securities to or receiving interests in the Securities from DTC, and making or receiving payment in accordance with normal procedures for same-day funds settlement applicable to DTC. Clearstream customers and Euroclear participants may not deliver instructions directly to their respective U.S. depositories.

Because of time-zone differences, credits of interests in the Securities received in Clearstream or Euroclear as a result of a transaction with a DTC participant will be made during subsequent securities settlement processing and dated the business day following the DTC settlement date. Such credits or any transactions involving interests in such Securities settled during such processing will be reported to the relevant Clearstream customers or Euroclear participants on such business day. Cash received in Clearstream or Euroclear as a result of sales of interests in the Securities by or through a Clearstream customer or a Euroclear participant to a DTC participant will be received with value on the DTC settlement date but will be available in the relevant Clearstream or Euroclear cash account only as of the business day following settlement in DTC.

Although DTC, Clearstream and Euroclear have agreed to the foregoing procedures in order to facilitate transfers of interests in the Securities among participants of DTC, Clearstream and Euroclear, they are under no obligation to perform or continue to perform such procedures and such procedures may be changed or discontinued at any time.

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The underwriters named below have severally agreed, subject to the terms and conditions of underwriting agreements with Wachovia, to purchase the principal amount of Securities set forth below opposite their respective names for each respective offering of Securities. The underwriters are committed to purchase all of such Securities if any are purchased. Under certain circumstances, the commitments of non-defaulting underwriters may be increased.

<u>Underwriters</u>	Principal Amount of Three-Month LIBOR Floating Rate Subordinated Notes Due October 15, 2016
Wachovia Capital Markets, LLC	\$ 581,750,000
BB&T Capital Markets, a division of Scott & Stringfellow, Inc.	9,750,000
Citigroup Global Markets, Inc.	9,750,000
Loop Capital Markets, LLC	9,750,000
Morgan Stanley & Co. Incorporated	9,750,000
Muriel Siebert & Co., Inc.	9,750,000
Samuel A. Ramirez & Company, Inc.	9,750,000
Sandler O'Neill & Partners, L.P.	9,750,000
Total	\$ 650,000,000

<u>Underwriters</u>	Principal Amount of 5.625% Subordinated Notes Due October 15, 2016
Wachovia Capital Markets, LLC	\$ 1,118,750,000
BB&T Capital Markets, a division of Scott & Stringfellow, Inc.	18,750,000
Citigroup Global Markets, Inc.	18,750,000
Loop Capital Markets, LLC	18,750,000
Morgan Stanley & Co. Incorporated	18,750,000
Muriel Siebert & Co., Inc.	18,750,000
Samuel A. Ramirez & Company, Inc.	18,750,000
Sandler O'Neill & Partners, L.P.	18,750,000
Total	\$ 1,250,000,000

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<u>Underwriters</u>	Principal Amount of Three-Month LIBOR Floating Rate Notes Due October 15, 2011
Wachovia Capital Markets, LLC	\$ 895,000,000
BB&T Capital Markets, a division of Scott & Stringfellow, Inc.	15,000,000
Citigroup Global Markets, Inc.	15,000,000
Loop Capital Markets, LLC	15,000,000
Morgan Stanley & Co. Incorporated	15,000,000
Muriel Siebert & Co., Inc.	15,000,000
Samuel A. Ramirez & Company, Inc.	15,000,000
Sandler O'Neill & Partners, L.P.	15,000,000
Total	\$ 1,000,000,000

<u>Underwriters</u>	Principal Amount of 5.30% Notes Due October 15, 2011
Wachovia Capital Markets, LLC	\$ 984,500,000
BB&T Capital Markets, a division of Scott & Stringfellow, Inc.	16,500,000
Citigroup Global Markets, Inc.	16,500,000
Loop Capital Markets, LLC	16,500,000
Morgan Stanley & Co. Incorporated	16,500,000
Muriel Siebert & Co., Inc.	16,500,000
Samuel A. Ramirez & Company, Inc.	16,500,000
Sandler O'Neill & Partners, L.P.	16,500,000
Total	\$ 1,100,000,000

The underwriters propose to offer the Securities in part directly to the public at the initial public offering prices set forth on the cover page of this prospectus supplement and in part to certain securities dealers at such prices less a concession, as a percentage of the principal amount of the applicable Securities, in the following amounts:

0.25% per Three-Month LIBOR Floating Rate Subordinated Note Due October 15, 2016;

0.25% per 5.625% Subordinated Note Due October 15, 2016;

0.20% per Three-Month LIBOR Floating Rate Note Due October 15, 2011; and

0.20% per 5.30% Note Due October 15, 2011.

The underwriters may allow, and such dealers may reallocate, a concession to certain brokers and dealers not to exceed, as a percentage of the principal amount of the applicable Securities, in the following amounts:

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0.10% per Three-Month LIBOR Floating Rate Subordinated Note Due October 15, 2016;

0.10% per 5.625% Subordinated Note Due October 15, 2016;