

WACHOVIA CORP/ NC
Form 425
July 27, 2001

Filed by
SunTrust
Banks, Inc.
Pursuant to
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Subject
Company:
Wachovia
Corporation
Commission
File No.
1-9021

Date: July
27, 2001

The following is an advertisement which ran today in national publications.

WACHOVIA SHAREHOLDERS:

\$915 MILLION.

**That's a lot of money
to leave on the table.**

[Money Pile Graphic]

The value of the SunTrust merger proposal is currently
\$915 million more than the value of the First Union proposal.

To protect your valuable investment, vote **AGAINST** the First Union merger.
Please sign, date and return the **BLUE** proxy card today.

If you have questions or need assistance voting your shares, please call INNISFREE M&A Incorporated toll-free at 877-750-9501.

[SunTrust Logo]

www.suntrustwachoviaproposal.com 1-800-480-5772

Note: Based on July 26, 2001 closing prices, SunTrust's merger proposal represents an aggregate premium to Wachovia shareholders of approximately \$915 million over the implied value of the proposed First Union merger.

On May 14, 2001, SunTrust delivered a merger proposal to the Board of Directors of Wachovia. Subject to future developments, SunTrust intends to file with the SEC a registration statement at a date or dates subsequent hereto to register the SunTrust shares to be issued in its proposed merger with Wachovia. Investors and security holders are urged to read the registration statement (when available) and any other relevant documents filed or to be filed with the SEC, as well as any amendments or supplements to those documents, because they contain (or will contain) important information. Investors and security holders may obtain a free copy of the registration statement (when available) and such other documents at the SEC's Internet Web site at www.sec.gov. The registration statement (when available) and such other documents may also be obtained free of charge from SunTrust by directing such request to: SunTrust Banks, Inc., 303 Peachtree Street, N.E., Atlanta, GA 30308, Attention: Gary Peacock (404-230-5392).