

WACHOVIA CORP NEW
Form 424B5
April 14, 2008
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The information in this preliminary prospectus is not complete and may be changed. Neither this preliminary prospectus nor the accompanying prospectus is an offer to sell nor does it seek an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED APRIL 14, 2008

PROSPECTUS SUPPLEMENT

(To prospectus dated April 14, 2008)

Filed Pursuant to Rule 424(b)(5)

Registration No: 333-150225

Wachovia Corporation

Shares

\$ _____ aggregate liquidation preference

% Non-Cumulative Perpetual Convertible Class A Preferred Stock, Series L

We are offering shares of our _____ % Non-Cumulative Perpetual Convertible Class A Preferred Stock, Series L, \$1,000 liquidation preference per share and \$ _____ in the aggregate, or the *Series L Preferred Stock*.

Dividends on the Series L Preferred Stock will be payable quarterly in arrears, if, as and when declared by our board of directors, at a rate *per annum* equal to ____%. The Dividend Payment Dates will be the 15th day of each March, June, September and December, commencing on June 15, 2008. Dividends on the Series L Preferred Stock will be non-cumulative.

Each share of the Series L Preferred Stock will be convertible at any time, at your option, into _____ shares of our common stock (equivalent to an initial conversion price of approximately \$ _____ per share of our common stock), plus cash in lieu of fractional shares, subject to adjustment as described in this prospectus supplement. The conversion rate will be adjusted as described in this prospectus supplement upon the occurrence of certain other events. The par value per share of our common stock is \$3.33 ¹/₃.

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The Series L Preferred Stock is not redeemable by us at any time. On or after March 15, 2013, if the closing price of our common stock exceeds 130% of the conversion price for 20 trading days during any consecutive 30 trading day period, including the last day of such period, we may, at our option, cause some or all of the then outstanding Series L Preferred Stock to be automatically converted into our common stock at the then prevailing conversion rate. The Series L Preferred Stock will not have any voting rights except as described under Description of the Series L Preferred Stock Voting on page S-31.

We will apply to list the Series L Preferred Stock on the New York Stock Exchange under the symbol WBPrL. If the listing is approved, trading of the Series L Preferred Stock on the New York Stock Exchange is expected to commence within a 30-day period after the original issue date of the Series L Preferred Stock. Our common stock is listed on the New York Stock Exchange under the symbol WB. The last reported sale price of our common stock on April 11, 2008 was \$27.81 per share.

The shares of Series L Preferred Stock are not savings accounts, deposits or other obligations of any of our banking or non-banking subsidiaries and are not insured by the FDIC or any other governmental agency.

We are also making a concurrent offering of _____ shares of our common stock (or _____ shares if the underwriters exercise their over-allotment option in full) in a public offering. The common stock offering and this offering are not contingent upon one another.

Investing in the Series L Preferred Stock involves risks. See Risk Factors beginning on page S-8 of this prospectus supplement to read about factors you should consider before buying the shares of Series L Preferred Stock.

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

	<u>Per Share</u>	<u>Total</u>
Public offering price	\$	\$
Underwriting fees	\$	\$
Proceeds to Wachovia Corporation (before expenses)	\$	\$

The underwriters expect to deliver the Series L Preferred Stock in book-entry form only, through the facilities of The Depository Trust Company, against payment on April _____, 2008.

The underwriters also may purchase up to an additional _____ shares of Series L Preferred Stock within 30 days of the date of this prospectus supplement to cover over-allotments, if any.

Joint Bookrunning Managers

Wachovia Securities

Goldman, Sachs & Co.

Global Coordinator

Co-Managers

Citi

Credit Suisse

UBS Investment Bank

Prospectus Supplement dated April , 2008

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Prospectus

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Wachovia Capital Markets, LLC currently intends to engage in stabilizing transactions on the New York Stock Exchange with respect to our common stock in connection with this offering and the Common Stock Offering (as defined below) on behalf of the underwriters of this offering and the Common Stock Offering prior to pricing of this offering, although it is under no obligation to do so. Such activity, if commenced, may be terminated or suspended at any time and may affect the offering price of our common stock in the Common Stock Offering.

Unless otherwise indicated, you may rely on the information contained in this prospectus supplement and the accompanying prospectus. Neither we nor any underwriter has authorized anyone to provide information different from that contained in this prospectus supplement and the accompanying prospectus. When you make a decision about whether to invest in the Series L Preferred Stock, you should not rely upon any information other than the information in this prospectus supplement and the accompanying prospectus.

Neither the delivery of this prospectus supplement nor sale of the Series L Preferred Stock means that information contained in this prospectus supplement or the accompanying prospectus is correct after their respective dates. This prospectus supplement and the accompanying prospectus are not an offer to sell or solicitation of an offer to buy the Series L Preferred Stock in any circumstances under which the offer or solicitation is unlawful.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document consists of two parts. The first part is the prospectus supplement, which describes the specific terms of this offering. The second part is the prospectus, which describes more general information, some of which may not apply to this offering. You should read both this prospectus supplement and the accompanying prospectus, together with additional information described under the heading "Where You Can Find More Information" below.

When acquiring any securities discussed in this prospectus supplement, you should rely only on the information provided in this prospectus supplement and the accompanying prospectus, including the information incorporated by reference. Neither Wachovia nor any underwriters or agents have authorized anyone to provide you with different information. We are not offering the Series L Preferred Stock in any state where the offer is prohibited. You should not assume that the information in this prospectus supplement or any document incorporated by reference is accurate or complete at any date other than the date mentioned on the cover page of these documents.

Wachovia Capital Markets, LLC and Wachovia Securities, LLC each conduct business under the name "Wachovia Securities." Any reference in this prospectus supplement to "*Wachovia Securities*" means Wachovia Capital Markets, LLC and not Wachovia Securities, LLC, unless otherwise mentioned or unless the context requires otherwise.

Unless otherwise mentioned or unless the context requires otherwise, all references in this prospectus supplement to "*Wachovia*," *we*," *us*," *our*" or similar references mean Wachovia Corporation and its subsidiaries.

If the information set forth in this prospectus supplement differs in any way from the information set forth in the accompanying prospectus, you should rely on the information set forth in this prospectus supplement.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission, or the "SEC." You may read and copy any document we file at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. In addition, our SEC filings are available to the public at the SEC's website at <http://www.sec.gov>. You can also inspect reports, proxy statements and other information about us at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York.

The SEC allows us to "incorporate by reference" into this prospectus supplement the information in documents we file with it. This means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be a part of this prospectus supplement and should be read with the same care. When we update the information contained in documents that have been incorporated by reference by making future filings with the SEC, the information incorporated by reference in this prospectus supplement is considered to be automatically updated and superseded. In other words, in the case of a conflict or inconsistency between information contained in this prospectus supplement and information incorporated by reference into this prospectus supplement, you should rely on the information contained in the document that was filed later. We incorporate by reference the documents listed below and any documents we file with the SEC in the future (except, in either case, for such information that is deemed "furnished" to the SEC) under Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, or the *Exchange Act*, until the offering of securities by means of this prospectus

supplement is completed:

Annual Report on Form 10-K for the year ended December 31, 2007 (File No. 001-10000);

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Current Reports on Form 8-K filed on January 22, 2008, February 8, 2008, February 25, 2008 and April 14, 2008 (File No. 001-10000);

The description of our common stock set forth in the registration statement on Form 8-A12B filed pursuant to Section 12 of the Exchange Act, including any amendment or report filed with the SEC for the purposes of updating this description; and

The description of our Shareholder Protection Rights Agreement, contained in a registration statement on Form 8-A filed pursuant to Section 12 of the Exchange Act, including any amendment or report filed with the SEC for the purposes of updating this description.

You may obtain any of the documents incorporated by reference in this prospectus supplement through our website, www.wachovia.com/investor. In addition, you may request a copy of these filings and copies of the documents referenced herein, at no cost, by writing or telephoning us at the following address:

Wachovia Corporation

Investor Relations

One Wachovia Center

301 South College Street

Charlotte, North Carolina 28288-0206

(704) 374-6782

Other than any documents expressly incorporated by reference, the information on our website and any other website that is referred to in this prospectus supplement is not part of this prospectus supplement.

FORWARD-LOOKING STATEMENTS

This prospectus supplement contains or incorporates statements that are forward-looking statements. These statements can be identified by the use of forward-looking language such as will likely result, may, are expected to, is anticipated, estimate, projected, intends to or other words. Our actual results, performance or achievements could be significantly different from the results expressed in or implied by these forward-looking statements. These statements are subject to certain risks and uncertainties, including but not limited to certain risks described in this prospectus supplement or in the documents incorporated by reference. When considering these forward-looking statements, you should keep in mind these risks, uncertainties and other cautionary statements made in this prospectus supplement and the accompanying prospectus. You should not place undue reliance on any forward-looking statement, which speaks only as of the date made. You should refer to our periodic and current reports filed with the SEC for specific risks that could cause actual results to be significantly different from those expressed or implied by these forward-looking statements.

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SUMMARY

This summary highlights information contained elsewhere, or incorporated by reference, in this prospectus supplement. As a result, it does not contain all of the information that may be important to you or that you should consider before investing in the Series L Preferred Stock. You should read this entire prospectus supplement and the accompanying prospectus, including the Risk Factors section and the documents incorporated by reference, which are described under Where You Can Find More Information.

Wachovia Corporation

Wachovia is a financial holding company organized under the laws of North Carolina and registered under the Bank Holding Company Act. Wachovia has approximately 3,300 full service financial centers, approximately 3,700 retail brokerage offices and approximately 5,300 ATM locations. Wachovia offers a comprehensive line of consumer and commercial banking products and services, personal and commercial trust, investment advisory, insurance, securities brokerage, investment banking, mortgage, credit card, cash management, international banking and other financial services.

At March 31, 2008, Wachovia had consolidated total assets of \$808.9 billion, consolidated total deposits of \$445.0 billion and consolidated stockholders' equity of \$78.3 billion. Based on total assets at March 31, 2008, Wachovia was the fourth largest bank holding company in the United States.

Wachovia's principal executive office is: Wachovia Corporation, 301 South College Street, Charlotte, North Carolina 28288, telephone number: (704) 374-6161.

On April 14, 2008, we announced results of operations for the quarter ended March 31, 2008. We reported a net loss available to common stockholders of \$393 million, or \$0.20 per share of our common stock, in the first quarter of 2008 compared with earnings of \$2.3 billion, or \$1.20 per share of our common stock, in the first quarter of 2007. We also announced a series of actions to further enhance our capital base and operational flexibility, including (1) this offering of Series L Preferred Stock and the Common Stock Offering referred to below under

Concurrent Offering, (2) lowering our quarterly common stock dividend, and (3) changes to our credit reserve modeling to capture multiple and more granular factors that have an impact on expected losses in our pay option mortgage portfolio.

We have filed a Current Report on Form 8-K containing additional preliminary information relating to our results of operations as of and for the three-months ended March 31, 2008, which is incorporated by reference into this prospectus supplement. You should carefully review the information contained in the Current Report on Form 8-K.

Risk Factors

Investing in the Series L Preferred Stock involves certain risks. You should carefully consider the risks described under Risk Factors beginning on page S-8 of this prospectus supplement and in the Risk Factors included in our Annual Report on Form 10-K for the year ended

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December 31, 2007, as well as other information included or incorporated by reference into the accompanying prospectus, including our financial statements and the notes thereto, before making an investment decision.

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Summary of the Offering

This summary highlights selected legal and financial terms of our % Non-Cumulative Perpetual Convertible Class A Preferred Stock, Series L. It does not contain all of the information that may be important to you or that you should consider before investing in the Series L Preferred Stock. The Series L Preferred Stock converts into our common stock. For a description of our common stock, please refer to the accompanying prospectus under the caption Description of Common Stock. To understand this offering fully, you must read the entire prospectus supplement and accompanying prospectus, including the risk factors beginning on Page S-8 and the documents incorporated by reference into the accompanying prospectus.

What are the basic terms of the Series L Preferred Stock?

General. We expect to issue shares of Series L Preferred Stock (or shares of Series L Preferred Stock if the underwriters exercise their over-allotment option in full). The number of outstanding shares of Series L Preferred Stock could be increased in the future.

Ranking. With respect to the payment of dividends and amounts upon liquidation, the Series L Preferred Stock will rank equally with any other class or series of our stock that ranks on a par with the Series L Preferred Stock in the payment of dividends and in the distribution of assets on any dissolution, winding-up and liquidation of Wachovia, if any, which we refer to as *Parity Stock*, and will rank senior to our common stock and any other class or series of our stock over which the Series L Preferred Stock has preference or priority in the payment of dividends or in the distribution of assets on any dissolution, winding-up and liquidation of Wachovia, which we refer to as *Junior Stock*.

In particular, no dividend will be paid or declared and no distribution will be made on any Junior Stock (other than solely in Junior Stock) or on any Parity Stock (other than on a *pro rata* basis as described under Description of the Series L Preferred Stock Dividends or solely in Parity Stock or Junior Stock), no shares of Junior Stock or Parity Stock shall be purchased, redeemed or otherwise acquired for consideration by us, directly or indirectly, (other than (1) as a result of reclassification of Junior Stock for or into Junior Stock, (2) of Parity Stock for or into Parity Stock or for or into Junior Stock, or the exchange or conversion of one share of Junior Stock for or into another share of Junior Stock, or of one share of Parity Stock for or into another share of Parity Stock or Junior Stock, (3) through the use of the proceeds of a substantially contemporaneous sale of other shares of Junior Stock or, in the case of Parity Stock, other than through the use of proceeds of a substantially contemporaneous sale of other shares of Parity Stock or Junior Stock or (4) in connection with the satisfaction of our obligations pursuant to any contract entered into in the ordinary course prior to the beginning of such Dividend Period), nor shall any monies be paid to or made available for a sinking fund for the redemption of any such securities by us (other than through the use of the proceeds of a substantially contemporaneous sale as referred to in clause (3) above), otherwise than pursuant to *pro rata* offers to purchase all or a *pro rata* portion of the shares of Series L Preferred Stock and Parity Stock, unless full dividends on all outstanding shares of Series L Preferred Stock for the Dividend Period ending on or before the dividend payment date or other payment date for such Junior Stock or Parity Stock, have been paid or declared and a sum sufficient for the payment thereof set aside.

Dividends. Non-cumulative cash dividends will be payable if, as and when declared by our board of directors, quarterly in arrears on each March 15, June 15, September 15 and December 15, commencing June 15, 2008. We refer to these dates as the *Dividend Payment Dates*. If any Dividend Payment Date is not a business day, then cash dividends, if any, declared for payment on such day will be paid on the next business day. However, no interest or other payment shall be paid in respect of the delay. We refer to the period from and including the date of issuance of the Series L Preferred Stock or any Dividend Payment Date to but excluding the next Dividend Payment Date as a *Dividend Period*. For any Dividend Period, dividends will be paid, if, as and when declared by our board of directors, at a rate *per annum* equal to %.

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Redemption. The Series L Preferred Stock is not redeemable and will not be subject to any sinking fund or other obligation to redeem, repurchase or retire the Preferred Stock.

Conversion Rights. Each share of the Series L Preferred Stock may be converted at any time, at the option of the holder, into _____ shares of our common stock (which reflects an approximate initial conversion price of \$ _____ per share of our common stock) plus cash in lieu of fractional shares, subject to anti-dilution adjustments and subject to the limitation set forth below under Limitation on Beneficial Ownership. If the conversion date is prior to the record date for any declared cash dividend on the Series L Preferred Stock for the Dividend Period in which you elect to convert, you will not receive any declared cash dividends for that Dividend Period on the Series L Preferred Stock, but you may receive a cash dividend on our common stock if the conversion date is prior to the record date for any declared cash dividend on our common stock. If the conversion date is after the record date for any declared cash dividend and prior to the Dividend Payment Date, you will receive that cash dividend on the relevant Dividend Payment Date if you were the holder of record on the record date for that dividend; however, whether or not you were the holder of record on the record date, if you convert after a record date and prior to the related Dividend Payment Date, you must pay to the conversion agent when you convert your shares of Series L Preferred Stock an amount in cash equal to the full dividend actually paid on the Series L Preferred Stock on the Dividend Payment Date for the then-current dividend period on the shares being converted, unless your shares are being converted as a consequence of a mandatory conversion at our option, a make-whole acquisition or a fundamental change as described below.

Mandatory Conversion at Our Option. On or after March 15, 2013, we may, at our option, at any time or from time to time cause some or all of the Series L Preferred Stock to be converted into shares of our common stock at the then applicable conversion rate. We may exercise our conversion right if, for 20 trading days within any period of 30 consecutive trading days, including the last trading day of such period, the closing price of our common stock exceeds 130% of the then applicable conversion price of the Series L Preferred Stock. See Description of the Series L Preferred Stock Mandatory Conversion at Our Option.

Limitation on Beneficial Ownership. Notwithstanding the foregoing, no holder of Series L Preferred Stock will be entitled to receive shares of our common stock upon conversion to the extent, (but only to the extent), that such receipt would cause such converting holder to become, directly or indirectly, a beneficial owner (within the meaning of Section 13(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act) and the rules and regulations promulgated thereunder) of more than 9.9% of the shares of our common stock outstanding at such time. Any purported delivery of shares of our common stock upon conversion of Series L Preferred Stock shall be void and have no effect to the extent (but only to the extent) that such delivery would result in the converting holder becoming the beneficial owner of more than 9.9% of the shares of our common stock outstanding at such time. If any delivery of shares of our common stock owed to a holder upon conversion of Series L Preferred Stock is not made, in whole or in part, as a result of this limitation, our obligation to make such delivery shall not be extinguished and we shall deliver such shares as promptly as practicable after any such converting holder gives notice to us that such delivery would not result in it being the beneficial owner of more than 9.9% of the shares of our common stock outstanding at such time. This limitation on beneficial ownership shall not constrain in any event our ability to exercise our right to cause the Series L Preferred Stock to convert mandatorily.

Conversion Upon Certain Acquisitions. The following provisions will apply if one of the following events occurs prior to the conversion date for shares of Series L Preferred Stock:

a person or group within the meaning of Section 13(d) of the Exchange Act files a Schedule TO or any schedule, form or report under the Exchange Act, disclosing that such person or group has become the direct or indirect ultimate beneficial owner, as defined in Rule 13d-3 under the Exchange Act, of our common equity representing more than 50% of the voting power of our common stock; or

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consummation of any consolidation or merger of us or similar transaction or any sale, lease or other transfer in one transaction or a series of transactions of all or substantially all of the consolidated assets of us and our subsidiaries, taken as a whole, to any person other than one of our subsidiaries, in each case, pursuant to which our common stock will be converted into cash, securities or other property, other than pursuant to a transaction in which the persons that beneficially owned (as defined in Rule 13d-3 under the Exchange Act), directly or indirectly, voting shares immediately prior to such transaction beneficially own, directly or indirectly, voting shares representing a majority of the total voting power of all outstanding classes of voting shares of the continuing or surviving person immediately after the transaction.

These transactions are referred to as *make-whole acquisitions*; *provided, however*, that a make-whole acquisition will not be deemed to have occurred if at least 90% of the consideration (as determined by our board of directors) received by holders of our common stock in the transaction or transactions consists of shares of common stock or American Depositary Receipts in respect of common stock that are traded on a U.S. national securities exchange or a securities exchange in the European Economic Area or that will be so traded when issued or exchanged in connection with a make-whole acquisition.

Upon a make-whole acquisition, we will, under certain circumstances, be required to pay a make-whole adjustment in the form of an increase in the conversion rate upon any conversions of the Series L Preferred Stock that occur during the period beginning on the effective date of the make-whole acquisition and ending on the date that is 30 days after the effective date as described herein. The make-whole adjustment will be payable in shares of our common stock or the consideration into which our common stock has been converted or exchanged in connection with the make-whole acquisition.

The amount of the make-whole adjustment, if any, will be based on the stock price and the effective date of the make-whole acquisition. A description of how the make-whole adjustment will be determined and a table showing the make-whole adjustment that would apply at various stock prices and effective dates is set forth under *Description of the Series L Preferred Stock Conversion Upon Certain Acquisitions*.

Conversion Upon Fundamental Change. If the reference price (as defined under *Description of the Series L Preferred Stock Conversion Upon Fundamental Change*) in connection with a fundamental change (as defined under *Description of the Series L Preferred Stock Conversion Upon Fundamental Change*) is less than \$ _____, which is the public offering price of the common stock in the Common Stock Offering (as defined below), subject to adjustment, in lieu of the make-whole adjustment described above, a holder may elect to convert each share of Series L Preferred Stock during the period beginning on the effective date of the fundamental change and ending on the date that is 30 days after the effective date of such fundamental change at an adjusted conversion price equal to the greater of (1) the reference price and (2) \$ _____, which is 50% of the public offering price of our common stock in the Common Stock Offering, subject to adjustment. If the reference price is less than \$ _____, holders will receive a maximum of _____ shares of our common stock per share of Series L Preferred Stock, subject to adjustment, which may result in a holder receiving value that is less than the liquidation preference of the Series L Preferred Stock. In lieu of issuing common stock upon conversion in the event of a fundamental change, we may at our option, and if we obtain any necessary regulatory approval, make a cash payment equal to the reference price for each share of common stock otherwise issuable upon conversion.

See *Description of the Series L Preferred Stock Conversion Upon Fundamental Change*.

Reorganization Events. The following provisions apply in the event of certain reorganization events, which include, subject to certain exceptions:

any consolidation or merger of us with or into another person in each case pursuant to which our common stock will be converted into cash, securities or other property;

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any sale, transfer, lease or conveyance to another person of all or substantially all of our assets in each case pursuant to which our common stock will be converted into cash, securities or other property;

certain reclassifications of our common stock; or

certain statutory exchanges of our securities.

Each share of the Series L Preferred Stock outstanding immediately prior to the applicable reorganization event will become convertible at the option of the holder of such share into the kind of securities, cash and other property receivable in the reorganization event by holders of our common stock. See [Description of the Series L Preferred Stock](#) [Reorganization Events](#).

Anti-Dilution Rate Adjustments. The conversion rate may be adjusted in the event of, among other things, (1) dividends or distributions in common stock, (2) subdivisions, splits and combinations of the common stock, (3) certain issuances of stock purchase rights, (4) distributions of shares of our capital stock (other than our common stock), or evidences of our indebtedness or assets, (5) certain cash dividends or distributions on our common stock or (6) certain tender offers for our common stock by us or any of our subsidiaries. See [Description of the Series L Preferred Stock](#) [Anti-Dilution Rate Adjustments](#).

No Maturity. The Series L Preferred Stock does not have a maturity date, and we are not permitted or required to redeem the Series L Preferred Stock. Accordingly, once issued the Series L Preferred Stock will remain outstanding indefinitely, subject to the provisions described under [Description of the Series L Preferred Stock](#) [Mandatory Conversion at Our Option](#).

Voting. Holders of the Series L Preferred Stock will have no voting rights, except as required by law and certain other limited matters. In addition, if we fail to pay, or declare and set aside for payment, full dividends on the Series L Preferred Stock or any other class or series of Parity Stock having similar voting rights, or *Voting Parity Stock*, for six Dividend Periods or their equivalent (whether or not consecutive), the authorized number of our directors will be increased by two, and the holders of Series L Preferred Stock, voting together as a single and separate class with the holders of any outstanding Voting Parity Stock and on which dividends likewise have not been paid, will have the right to elect two directors in addition to the directors then in office at our next annual meeting of shareholders. The terms of office of these directors will end when we have paid or set aside for payment full dividends for four consecutive Dividend Periods.

Liquidation. In the event of Wachovia's voluntary or involuntary dissolution, winding up and liquidation, the holders of the Series L Preferred Stock at the time outstanding will be entitled to receive a liquidating distribution in the amount of the liquidation preference of \$1,000 per share, or the *Liquidation Preference*, plus any authorized, declared and unpaid dividends for the then-current Dividend Period to the date of liquidation, out of our assets legally available for distribution to our stockholders, before any distribution is made to holders of our common stock or any other Junior Stock and subject to the rights of the holders of any Parity Stock or any class or series of securities ranking senior to the Series L Preferred Stock upon liquidation and the rights of our creditors. After the full amount of the Liquidation Preference is paid, the holders of Series L Preferred Stock will not be entitled to any further participation in any distribution of our assets.

When can Wachovia skip dividend payments on the Series L Preferred Stock?

We may pay a partial dividend or skip a dividend altogether on the Series L Preferred Stock at any time. However, we may not pay or declare a dividend or make a distribution on any Junior Stock (other than in Junior Stock) or Parity Stock (other than on a *pro rata* basis as described

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under Description of the Series L Preferred Stock Dividends or in Parity Stock or Junior Stock), nor with limited exceptions may we

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purchase, redeem or otherwise acquire for consideration, directly or indirectly, shares of Junior Stock or Parity Stock or pay or make available any monies for a sinking fund for the redemption of any such securities, otherwise than pursuant to *pro rata* offers to purchase all or a *pro rata* portion of the Series L Preferred Stock and Parity Stock, unless full dividends on all outstanding shares of Series L Preferred Stock for the Dividend Period ending on or before the dividend payment date or other payment date for such Junior Stock or Parity Stock have been paid or declared and a sum sufficient for the payment thereof set aside. In addition, if we fail to pay, or declare and set aside for payment, full dividends on the Series L Preferred Stock or any Voting Parity Stock for six Dividend Periods or their equivalent (whether or not consecutive), the holders of Series L Preferred Stock will have the voting rights described under Description of the Series L Preferred Stock Voting.

The right of holders of Series L Preferred Stock to receive dividends is non-cumulative. If our board of directors does not declare a dividend on the Series L Preferred Stock or declares less than a full dividend in respect of any Dividend Period, the holders of the Series L Preferred Stock will have no right to receive any dividend or a full dividend, as the case may be, for that Dividend Period, and we will have no obligation to pay a dividend or to pay full dividends for that Dividend Period, whether or not dividends are declared and paid for any future Dividend Period with respect to the Series L Preferred Stock, Parity Stock, Junior Stock or any other class or series of our authorized preferred stock.

What are the U.S. federal income tax consequences related to the Series L Preferred Stock?

If you are a non-corporate United States holder, dividends paid to you in taxable years beginning before January 1, 2011 that constitute qualified dividend income will be taxable to you at a maximum rate of 15%; *provided*, that you hold your shares of Series L Preferred Stock for more than 60 days during the 121-day period beginning 60 days before the ex-dividend date (or, if the dividend is attributable to a period or periods aggregating over 366 days, provided that you hold your shares of Series L Preferred Stock for more than 90 days during the 181-day period beginning 90 days before the ex-dividend date) and meet certain other requirements. If you are taxed as a corporation, subject to certain limitations, dividends would be eligible for the 70% dividends-received deduction. If you are a non-United States holder of Series L Preferred Stock, dividends paid to you are subject to withholding tax at a 30% rate or at a lower rate if you are eligible for the benefits of an income tax treaty that provides for a lower rate. For further discussion of the tax consequences relating to the Series L Preferred Stock, see Certain U.S. Federal Income Tax Considerations.

What are your expected uses of proceeds from the offering of the Series L Preferred Stock?

We expect to receive net proceeds from this offering of approximately \$ billion (or approximately \$ billion if the underwriters exercise their over-allotment option in full). We intend to use the net proceeds from this offering for general corporate purposes.

Where will the Series L Preferred Stock be listed for trading?

We will apply to list the Series L Preferred Stock on the New York Stock Exchange, or the NYSE, under the symbol WBPrL. If the listing is approved, trading of the Series L Preferred Stock on the NYSE is expected to commence within a 30-day period after the original issue date of the Series L Preferred Stock.

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Concurrent Offering

Concurrent with this offering, we are offering _____ shares of our common stock (or _____ shares if the underwriters exercise their over-allotment option in full) in a public offering for net proceeds of approximately \$ _____ billion (or approximately \$ _____ billion if the underwriters exercise their over-allotment option in full), which we refer to as the *Common Stock Offering*.

We intend to use the net proceeds from this offering, together with the net proceeds from the concurrent Common Stock Offering, for general corporate purposes. The Common Stock Offering will be effected pursuant to a separate prospectus supplement. This prospectus supplement shall not be deemed an offer to sell or a solicitation of an offer to buy any of our common stock. There is no assurance that the Common Stock Offering will be completed or, if completed, that it will be completed in the amount contemplated. The consummation of this offering is not conditioned on the consummation of the Common Stock Offering.

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RISK FACTORS

An investment in Series L Preferred Stock is subject to certain risks. You should carefully consider the risks described below and the Risk Factors included in our Annual Report on Form 10-K for the year ended December 31, 2007, as well as the other information included or incorporated by reference into the accompanying prospectus, including our financial statements and the notes thereto, before making an investment decision.

Risks Relating to the Series L Preferred Stock

The Series L Preferred Stock is equity and is subordinate to our existing and future indebtedness.

The shares of Series L Preferred Stock are equity interests in Wachovia and do not constitute indebtedness. As such, the shares of Series L Preferred Stock will rank junior to all indebtedness and other non-equity claims on Wachovia with respect to assets available to satisfy claims on Wachovia, including in a liquidation of Wachovia. Additionally, unlike indebtedness, where principal and interest would customarily be payable on specified due dates, in the case of preferred stock like the Series L Preferred Stock (1) dividends are payable only if, as and when declared by our board of directors and (2) as a corporation, we are subject to restrictions on payments of dividends out of lawfully available funds. The shares of Series L Preferred Stock will also rank junior to all of the liabilities of our subsidiaries and the liquidation preference of any preferred stock of our subsidiaries.

Also, as a bank holding company, our ability to declare and pay dividends is dependent on certain federal regulatory considerations. We have issued and outstanding debt securities under which we may defer interest payments from time to time, but in that case we would not be permitted to pay dividends on, or redeem, purchase, acquire or make a liquidation payment with respect to, any of our capital stock, including the Series L Preferred Stock, during the deferral period. In addition, we have issued and outstanding debt securities under which, if an event were to occur that would be an event of default under the indenture governing those debt securities, we would not be permitted to pay dividends on, or redeem, purchase, acquire or make a liquidation payment with respect to, any of our capital stock, including the Series L Preferred Stock.

Dividends on the Series L Preferred Stock are non-cumulative.

Dividends on the Series L Preferred Stock are non-cumulative. Consequently, if our board of directors does not authorize and declare a dividend for any Dividend Period, holders of the Series L Preferred Stock would not be entitled to receive any such dividend, and such unpaid dividend will cease to accrue and will not be payable. We will have no obligation to pay dividends accrued for a Dividend Period after the Dividend Payment Date for such period if our board of directors has not declared such dividend before the related Dividend Payment Date, whether or not dividends are declared for any subsequent Dividend Period with respect to the Series L Preferred Stock, Parity Stock, Junior Stock or any other class or series of our authorized preferred stock.

We are a holding company and depend on our subsidiaries for dividends, distributions and other payments.

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We are a separate and distinct legal entity from our banking and non-banking subsidiaries and depend on dividends, distributions and other payments from our banking and non-banking subsidiaries to fund dividend payments on our common stock and our preferred stock and to fund all payments on our other obligations, including dividend payments. Many of our subsidiaries are subject to laws that authorize regulatory bodies to block or reduce the flow of funds from those subsidiaries to us. Regulatory action of that kind could impede access to funds we need to make payments on our obligations or dividend payments. Additionally, if our subsidiaries' earnings are not sufficient to make dividend payments to us while maintaining adequate capital levels, we may not be able to make dividend payments to our common or preferred stockholders. Furthermore, our right to participate in a distribution of assets upon a subsidiary's liquidation or reorganization is subject to the prior claims of the subsidiary's creditors.

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The price of our common stock, and therefore of the Series L Preferred Stock, may fluctuate significantly, and this may make it difficult for you to resell the Series L Preferred Stock or common stock issuable upon conversion of the Series L Preferred Stock when you want or at prices you find attractive.

The price of our common stock on the NYSE constantly changes. We expect that the market price of our common stock will continue to fluctuate. In addition, because the Series L Preferred Stock is convertible into our common stock, volatility or depressed prices for our common stock could have a similar effect on the trading price of the Series L Preferred Stock.

Our stock price may fluctuate as a result of a variety of factors, many of which are beyond our control. These factors include:

quarterly variations in our operating results or the quality of our assets;

operating results that vary from the expectations of management, securities analysts and investors;

changes in expectations as to our future financial performance;

announcements of innovations, new products, strategic developments, significant contracts, acquisitions and other material events by us or our competitors;

the operating and securities price performance of other companies that investors believe are comparable to us;

future sales of our equity or equity-related securities; and

changes in global financial markets and global economies and general market conditions, such as interest or foreign exchange rates, stock, commodity or real estate valuations or volatility.

In addition, in recent years, the stock market in general has experienced extreme price and volume fluctuations. This volatility has had a significant effect on the market price of securities issued by many companies including for reasons unrelated to their operating performance. These broad market fluctuations may adversely affect our stock price, notwithstanding our operating results.

General market conditions and unpredictable factors could adversely affect market prices for the Series L Preferred Stock.

There can be no assurance about the market prices for the Series L Preferred Stock. Several factors, many of which are beyond our control, may influence the market value of the Series L Preferred Stock, including:

our past and future dividend practice;

our creditworthiness;

interest rates;

the credit, mortgage and housing markets, the markets for securities relating to mortgages or housing, and developments with respect to financial institutions generally;

the market for similar securities; and

economic, financial, geopolitical, regulatory or judicial events that affect us or the financial markets.

Accordingly, the Series L Preferred Stock that an investor purchases, whether in this offering or in the secondary market, may trade at a price lower than that at which it was purchased.

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The conversion rate of the Series L Preferred Stock may not be adjusted for all dilutive events that may adversely affect the trading price of the Series L Preferred Stock or the common stock issuable upon conversion of the Series L Preferred Stock.

The conversion rate of the Series L Preferred Stock is subject to adjustment upon certain events, including the issuance of dividends or distributions in common stock, subdivisions and combinations of our common stock, certain issuances of rights or warrants, distributions of shares of our capital stock (other than our common stock), evidences of our indebtedness or assets, certain cash dividends or distributions or certain tender offers or exchange offers for our common stock by us or any of our subsidiaries as described under [Description of the Series L Preferred Stock](#) [Anti-Dilution Rate Adjustments](#). We will not adjust the conversion rate for other events, including offerings of common stock for cash by us or in connection with acquisitions. There can be no assurance that an event that adversely affects the value of the Series L Preferred Stock, but does not result in an adjustment to the conversion rate, will not occur. Further, if any of these other events adversely affects the market price of our common stock, it may also adversely affect the market price of the Series L Preferred Stock. In addition, except as described under [Underwriting](#), we are not restricted from offering common stock in the future or engaging in other transactions that could dilute our common stock.

A change of control with respect to us may not constitute a make-whole acquisition or fundamental change for the purpose of the Series L Preferred Stock.

The Series L Preferred Stock contains no covenants or other provisions to afford protection to you in the event of a change of control with respect to us, except upon the occurrence of a make-whole acquisition or a fundamental change to the extent described under [Description of the Series L Preferred Stock](#) [Conversion Upon Certain Acquisitions](#) and [Description of the Series L Preferred Stock](#) [Conversion Upon Fundamental Change](#), respectively. However, the terms [make-whole acquisition](#) and [fundamental change](#) are limited and may not include every change of control event that might cause the market price of our common stock or the Series L Preferred Stock to decline. As a result, your rights under the Series L Preferred Stock upon the occurrence of a make-whole acquisition or fundamental change may not preserve the value of the Series L Preferred Stock in the event of a change of control with respect to us. In addition, any change of control with respect to us may negatively affect the liquidity, value or volatility of our common stock, negatively impacting the value of the Series L Preferred Stock.

The delivery of additional make-whole shares in respect of conversions following a make-whole acquisition or adjustment to the conversion rate in respect of conversions following a fundamental change may not adequately compensate you.

If a make-whole acquisition occurs prior to conversion, we will, under certain circumstances, increase the conversion rate in respect of any conversions of the Series L Preferred Stock that occur during the period beginning on the effective date of the make-whole acquisition and ending on the date that is 30 days after the effective date by a number of additional shares of common stock. The number of make-whole shares, if any, will be based on the price paid for each share of our common stock in such transaction and the effective date of the make-whole acquisition. See [Description of the Series L Preferred Stock](#) [Conversion Upon Certain Acquisitions](#). Although this adjustment is intended to approximate the lost option value of your Series L Preferred Stock, if any, it is only an approximation of such lost value and may not adequately compensate you for your actual loss.

In addition, if a fundamental change occurs prior to conversion, we will, under certain circumstances, increase the conversion rate in respect of any conversions of the Series L Preferred Stock that occur during the period beginning on the effective date of the fundamental change and ending on the date that is 30 days after the effective date. See [Description of the Series L Preferred Stock](#) [Conversion Upon Fundamental Change](#). However, if the applicable reference price is less than \$ _____, holders will receive a maximum of _____ shares of our common stock per share of Series L Preferred Stock, subject to adjustment, which may result in a holder receiving value that is less than the liquidation preference of the Series L Preferred Stock.

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Our obligation to deliver make-whole shares or to adjust the conversion rate in respect of conversions following a fundamental change could be considered a penalty, in which case the enforceability thereof would be subject to general principles of reasonableness, as applied to such payments.

There may be future sales or other dilution of our equity, which may adversely affect the market price of our common stock or the Series L Preferred Stock.

Except as described under Underwriting, we are not restricted from issuing additional common stock, preferred stock or Class A preferred stock, including any securities that are convertible into or exchangeable for, or that represent the right to receive, common stock or Series L Preferred Stock or any substantially similar securities. The market price of our common stock or Series L Preferred Stock could decline as a result of sales of shares of common stock or Series L Preferred Stock or similar securities in the market made after this offering or the perception that such sales could occur.

We are concurrently making the Common Stock Offering.

Each share of Series L Preferred Stock will be convertible at the option of the holder thereof into _____ shares of our common stock, subject to anti-dilution adjustments. The conversion of some or all of the Series L Preferred Stock will dilute the ownership interest of our existing common stockholders. Any sales in the public market of our common stock issuable upon such conversion could adversely affect prevailing market prices of the outstanding shares of our common stock and the Series L Preferred Stock.

Before converting any Series L Preferred Stock into our common stock, you are not entitled to any rights with respect to our common stock, but you will be subject to all changes made with respect to our common stock.

Before converting any Series L Preferred Stock into our common stock, you are not entitled to any rights with respect to our common stock (including, without limitation, voting rights and rights to receive any dividends or other distributions on our common stock), but you will be subject to all changes affecting the common stock. You will only be entitled to rights on the common stock if and when we deliver shares of common stock to you upon conversion of your Series L Preferred Stock and in limited cases under the adjustments to the conversion rate. For example, in the event that an amendment is proposed to our articles of incorporation or bylaws requiring stockholder approval and the record date for determining the stockholders of record entitled to vote on the amendment occurs prior to your becoming a record holder of the shares of common stock issuable upon conversion, you will not be entitled to vote such shares in respect of such amendment, although you will nevertheless be subject to any changes in the powers, preferences or special rights of our common stock proposed in such amendment.

The issuance of additional series of our preferred stock could adversely affect holders of our common stock, which may negatively impact your investment.

Our board of directors is authorized to issue additional classes or series of preferred stock without any action on the part of the stockholders. The board of directors also has the power, without stockholder approval, to set the terms of any such classes or series of preferred stock that may be issued, including voting rights, dividend rights, and preferences over the common stock with respect to dividends or upon our dissolution, winding-up and liquidation and other terms. If we issue preferred stock in the future that has a preference over our common stock with respect to the payment of dividends or upon our liquidation, dissolution, or winding up, or if we issue preferred stock with voting rights that dilute the

voting power of our common stock, the rights of holders of our common stock or the market price of our common stock could be adversely affected. As noted above, a decline in the market price of the common stock may negatively impact the market price for the Series L Preferred Stock.

Holders of the Series L Preferred Stock will have limited voting rights.

Holders of the Series L Preferred Stock have no voting rights with respect to matters that generally require the approval of voting common stockholders. Holders of the Series L Preferred Stock will have voting rights only as required by North Carolina law and for certain other limited matters as follows. If we fail to

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pay, or declare and set aside for payment, full dividends on the Series L Preferred Stock or any other class or series of Voting Parity Stock for six Dividend Periods or their equivalent (whether or not consecutive), the authorized number of our directors will be increased by two, and the holders of Series L Preferred Stock, voting together as a single and separate class with the holders of any outstanding Voting Parity Stock and on which dividends likewise have not been paid, will have the right to elect two directors in addition to the directors then in office at our next annual meeting of shareholders until full dividends have been paid or set aside for payment on the Series L Preferred Stock for at least four consecutive Dividend Periods. See Description of the Series L Preferred Stock Voting.

Anti-takeover provisions could negatively impact our stockholders.

Provisions of North Carolina law, provisions of our articles of incorporation and bylaws, and our shareholder rights plan could make it more difficult for a third party to acquire control of us or have the effect of discouraging a third party from attempting to acquire control of us. Additionally, our articles of incorporation authorize our board of directors to issue additional series of preferred stock or Class A preferred stock as described under The issuance of additional series of our preferred stock could adversely affect holders of our common stock, which may negatively impact your investment, and such preferred stock, including additional shares of Series L Preferred Stock, could be issued as a defensive measure in response to a takeover proposal. These provisions could make it more difficult for a third party to acquire us even if an acquisition might be in the best interest of our stockholders.

If we increase the cash dividend on our common stock, you may be deemed to have received a taxable dividend without the receipt of any cash.

If we increase the cash dividend on our common stock, an adjustment to the conversion rate may result, and you may be deemed to have received a taxable dividend subject to United States federal income tax without the receipt of any cash. If you are a non-U.S. holder (as defined in Certain U.S. Federal Income Tax Considerations), such deemed dividend may be subject to United States federal withholding tax at a 30% rate or such lower rate as may be specified by an applicable treaty. See Certain U.S. Federal Income Tax Considerations.

The secondary market for the Series L Preferred Stock may be illiquid.

The Series L Preferred Stock is a new issue with no established trading market. Although we will apply to have the Series L Preferred Stock listed on the NYSE, there is no guarantee that we will be able to list the Series L Preferred Stock. Even if the Series L Preferred Stock is listed, there may be little or no secondary market for the Series L Preferred Stock. Even if a secondary market for the Series L Preferred Stock develops, it may not provide significant liquidity and transaction costs in any secondary market could be high. As a result, the difference between bid and asked prices in any secondary market could be substantial.

Risks Relating to Wachovia

Weakness in the economy and in the real estate market, including specific weakness within our geographic footprint, has adversely affected us and may continue to adversely affect us.

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If the strength of the U.S. economy in general and the strength of the local economies in which we conduct operations declines, or continues to decline, this could result in, among other things, a deterioration in credit quality or a reduced demand for credit, including a resultant adverse effect on our loan portfolio and allowance for loan and lease losses. A portion of our residential mortgage and commercial real estate loan portfolios are comprised of borrowers in certain geographic markets that have been more adversely affected by declines in real estate values and home sale volumes, job losses and declines in new home building, such as certain markets in California and Florida. These factors contributed to our increasing provisions for loan

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losses in the fourth quarter of 2007 and first quarter of 2008 and our expectation for future loan losses and loss provisions for the remainder of 2008 and 2009. These factors could result in loan loss provisions in excess of charge-offs, delinquencies and/or greater charge-offs in future periods, which may adversely affect our financial condition and results of operations. In addition, deterioration of the U.S. economy may adversely impact our traditional banking business.

The allowance for loan losses may prove inadequate or be negatively affected by credit risk exposures.

Our banking business depends on the creditworthiness of our borrowing customers. We regularly review the allowance for loan losses for adequacy considering economic conditions and trends, collateral values and credit quality indicators, including past charge-off experience and levels of past due loans and nonperforming assets. Determining the appropriateness of the allowance is complex and requires judgment by management about the effect of matters that are inherently uncertain. If the credit quality of our customer base materially weakens, if the risk profile of a market, industry or group of customers changes materially, or if the allowance for loan losses is not adequate, the business, financial condition, liquidity, capital, and results of operations could be adversely affected.

Continued market volatility in the price of certain asset classes may adversely affect Wachovia.

The markets for certain types of assets, particularly structured finance assets, have been very volatile because of illiquidity in the markets and because of concerns about the credit risk of the assets across the market as a whole. Because we are required to carry these assets on our books at their fair value, we may incur losses even if the asset in question presents minimal credit risk. Beginning in the second half of 2007, the markets for commercial mortgage backed securities, leveraged loans, residential mortgage backed securities and collateralized debt obligations experienced significant deterioration and dislocation, resulting in valuation losses for the assets we owned in these asset classes. There can be no assurance that there will not be further deterioration in the markets for these products or additional losses for these or other asset classes, which could adversely affect us.

If we have significant losses, we may need to raise additional capital, which could have a dilutive effect on existing stockholders and may affect our ability to pay dividends on our common and preferred stock.

We and our banking subsidiaries must maintain certain minimum capital ratios in order for us to remain well-capitalized institutions for regulatory purposes. If our or our banking subsidiaries capital ratios fall below the required minimums, we or our banking subsidiaries could be forced to raise additional capital. If we or our banking subsidiaries raise additional capital, the terms and pricing of such securities could be dilutive to existing stockholders and cause the price of our outstanding securities to decline. However, no assurance can be given that sufficient additional capital would be available or on desirable terms.

Our results of operations for the first quarter of 2008 may be revised between our earnings release and the filing of our Form 10-Q.

We have filed a Form 8-K with preliminary information about our results of operations for the first quarter of 2008, which is incorporated by reference into this prospectus supplement. In preparing our earnings release, we make a number of complex and subjective judgments and estimates about the appropriateness of allowances, reserves and fair values. Additionally, we regularly assess various assets for impairment including goodwill and other intangible assets, which is performed annually or more often if warranted, such as in the current market environment. Our goodwill impairment assessment completed in preparing our earnings release indicated that none of our goodwill is impaired

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at March 31, 2008. A continued period of market disruption, or further market deterioration, may result in the impairment of our goodwill in the future.

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Our financial statements for the first quarter of 2008 are not finalized until they are filed in our quarterly report on Form 10-Q for the first quarter of 2008. We are required to consider all available information through the finalization of our financial statements and their possible impact on our financial condition and results of operations for the reporting period, including the impact of such information on the complex judgments and estimates referred to above. As a result, subsequent events may occur that lead to a material difference between the preliminary results of operations described in our Form 8-K and the results of operations described in our quarterly report on Form 10-Q for the first quarter of 2008, and those differences may be adverse. You should consider this possibility in reviewing the earnings information in our Form 8-K.

We could be negatively affected in a situation in which other financial institutions are negatively impacted.

We could be negatively affected by the actions and commercial soundness of other financial services institutions. Financial services institutions that deal with each other are interrelated as a result of trading, clearing, counterparty, or other relationships. We have exposure to many different industries and counterparties, and we routinely execute transactions with counterparties in the financial services industry, including brokers and dealers, commercial banks, investment banks, mutual and hedge funds and other institutional clients, resulting in a significant credit concentration with respect to the financial services industry overall. As a result, a default by, or even concerns about, one or more financial services institutions could lead to market-wide liquidity problems, or losses or defaults by us or by other institutions.

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USE OF PROCEEDS

We expect to receive net proceeds from this offering, of approximately \$ billion (or approximately \$ billion if the underwriters exercise their over-allotment option in full), after expenses and underwritin