

Edgar Filing: WACHOVIA CORP/ NC - Form DFAN14A

WACHOVIA CORP/ NC
Form DFAN14A
July 10, 2001

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant / /
Filed by a Party other than the Registrant /x/

Check the appropriate box:

/ / Preliminary Proxy Statement / / Confidential, for use of the
Commission only (as permitted
By Rule 14a-6(e)(2))
/ / Definitive Proxy Statement
/x/ Definitive Additional Materials
/ / Soliciting Material Pursuant to Rule 14a-12

WACHOVIA CORPORATION

(Name of Registrant As Specified In Its Charter)

SUNTRUST BANKS, INC.

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

/x/ No fee required.
/ / Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and
0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed
pursuant to Exchange Act Rule 0-11: (set forth the amount on which
the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

/ / Fee paid previously with preliminary materials.

/ / Check box if any part of the fee is offset as provided by
Exchange Act Rule 0-11(a)(2) and identify the filing for which the
offsetting fee was paid previously. Identify the previous filing
by registration statement number, or the form or schedule and the
date of its filing.

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- 1) Amount previously paid:

- 2) Form, Schedule or Registration Statement No.

- 3) Filing party:

- 4) Date filed:

The following is a letter which may be used by SunTrust Banks, Inc. from time to time in solicitations of shareholders of Wachovia Corporation.

SUNTRUST BANKS, INC.
Re: Wachovia Corporation

Dear Shareholder:

Please accept our thanks for sending in your BLUE Proxy Card.

To avoid any possible dispute as to the validity of your proxy for the reason(s) indicated below, we are requesting that you sign, date and mail the enclosed additional Blue Proxy Card with the correction indicated below in the self-addressed envelope provided for your convenience. This Proxy will automatically revoke any previously granted proxy when it is returned.

- /_/ YOUR PREVIOUS BLUE PROXY WAS UNSIGNED. (If signing as attorney, executor, administrator, personal representative of an estate, corporate officer, partner, trustee, custodian or guardian, please sign and give your full title as such.)
- /_/ YOUR PREVIOUS BLUE PROXY WAS UNDATED. (Please date, sign and return the enclosed White Proxy Card in the enclosed envelope.)
- /_/ YOUR PREVIOUS BLUE PROXY OMITTED YOUR TITLE OR AUTHORITY. (If signing as attorney, executor, administrator, personal representative of an estate, corporate officer, partner, trustee, custodian or guardian, please sign and give your full title as such.)
- /_/ YOUR PREVIOUS BLUE PROXY, AS SIGNED, DID NOT CONFORM TO THE NAME SHOWN ON THE PROXY. (Please date and sign the enclosed Blue proxy card exactly as the registration appears on the proxy, including your full title if signing other than in an individual capacity.) If the registration is in the name of a custodian for the benefit of a minor, the custodian must sign and indicate his/her capacity. If you are a beneficiary 18 years or older, you may sign as long as you indicate your age.
- /_/ YOUR PREVIOUS BLUE PROXY WAS NOT SIGNED BY ALL JOINT OWNERS. (If shares are registered in the name of more than one person, each such person should sign the enclosed Blue Proxy Card. If a joint tenant is deceased, please indicate that you are the surviving joint owner.)
- /_/ YOUR PREVIOUS BLUE PROXY, AS MARKED, DID NOT CLEARLY SPECIFY YOUR INSTRUCTIONS. Please sign, date and clearly mark your proxy.
- /_/ OTHER _____

Since time is of the essence, we would greatly appreciate your signing,

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dating and mailing the enclosed BLUE Proxy Card as soon as possible. Please mail it in the envelope provided for your convenience. If you have any questions, please call Innisfree M&A Incorporated, the firm assisting us, toll-free at 877-750-9501. Once again, we greatly appreciate your support.

Sincerely,

SUNTRUST BANKS, INC.