

WACHOVIA CORP NEW
Form 424B5
December 27, 2007
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Filed Pursuant to Rule 424(b)(5)

Registration No. 333-141071

Calculation of the Registration Fee

Title of Each Class of Securities Offered	Maximum Aggregate Offering Price	Amount of Registration Fee (1)(2)
Medium-Term Notes	\$6,000,000	\$184.20

- (1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933.
- (2) Pursuant to Rule 457(p) under the Securities Act of 1933, filing fees of \$370,086.34 have already been paid with respect to unsold securities that were previously registered pursuant to a Registration Statement on Form S-3 (No. 333-123311) filed by Wachovia Corporation on March 14, 2005, and have been carried forward, of which \$184.20 is offset against the registration fee due for this offering and of which \$369,902.14 remains available for future registration fees. No additional registration fee has been paid with respect to this offering.

PRICING SUPPLEMENT

(To prospectus dated March 5, 2007)

\$6,000,000.00

Wachovia Corporation

Strategic Access Securities due January 5, 2010

Linked to a Basket of Indices

Issuer: Wachovia Corporation
Principal Amount: Each security will have a principal amount of \$10. Each security will be offered at an initial public offering price of \$10. The securities are not principal protected.
Maturity Date: January 5, 2010
Interest: Wachovia will not pay you interest during the term of the securities.

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Market Measure:	The return on the securities is linked to the performance of a basket of indices initially weighted as follows: Russell 1000® Growth Index (30%), Russell 1000® Value Index (30%), S&P MidCap 400® Index (10%), Russell 2000® Index (10%) and MSCI EAFE® Index (20%). We refer to the basket of indices at their respective weightings as the Basket .
Net Entitlement Value :	On the maturity date or if you exercise your exchange right (in the manner described in this pricing supplement) then on the relevant exchange payment date, we will pay for each \$10 security an amount of cash equal to the net entitlement value determined on the relevant valuation date. On any trading day, the net entitlement value will equal the closing value of the Basket on that trading day. The initial net entitlement value will be \$10. <i>If the Basket value on the relevant valuation date is less than the initial Basket value, the amount you receive at maturity or upon exchange will be less than the principal amount of the securities in proportion to the decline in the value of the Basket from the initial Basket value relative to the Basket value on the relevant valuation date.</i>
Listing:	The securities will not be listed or displayed on any securities exchange or any electronic communications network.
Pricing Date:	December 24, 2007
Expected Settlement Date:	December 27, 2007
CUSIP Number:	929903268

For a detailed description of the terms of the securities, see [Summary Information](#) beginning on page S-1 and [Specific Terms of the Securities](#) beginning on page S-15.

Investing in the securities involves risks. See [Risk Factors](#) beginning on page S-9.

	<u>Per Security</u>	<u>Total</u>
Public Offering Price	100.00%	\$ 6,000,000.00
Underwriting Discount and Commission	1.00%	\$ 60,000.00
Proceeds to Wachovia Corporation	99.00%	\$ 5,940,000.00

The securities solely represent senior, unsecured debt obligations of Wachovia and are not the obligation of, or guaranteed by, any other entity. The securities are not deposits or accounts and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this pricing supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

Wachovia may use this pricing supplement in the initial sale of the securities. In addition, Wachovia Capital Markets, LLC or any other broker-dealer affiliate of Wachovia may use this pricing supplement in a market-making or other transaction in any security after its initial sale. *Unless Wachovia or its agent informs the purchaser otherwise in the confirmation of sale, this pricing supplement is being used in a market-making transaction.*

Wachovia Securities

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The date of this pricing supplement is December 24, 2007.

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Unless otherwise indicated, you may rely on the information contained in this pricing supplement and the accompanying prospectus. Neither we nor the underwriter has authorized anyone to provide information different from that contained in this pricing supplement and the accompanying prospectus. When you make a decision about whether to invest in the securities, you should not rely upon any information other than the information in this pricing supplement and the accompanying prospectus. Neither the delivery of this pricing supplement nor sale of the securities means that information contained in this pricing supplement or the accompanying prospectus is correct after their respective dates. This pricing supplement and the accompanying prospectus are not an offer to sell or solicitation of an offer to buy the securities in any circumstances under which the offer or solicitation is unlawful.

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This summary includes questions and answers that highlight selected information from this pricing supplement and the accompanying prospectus to help you understand the Strategic Access Securities due January 5, 2010 Linked to the Performance of a Basket of Indices as described below, which we refer to as the securities. You should carefully read this pricing supplement and the accompanying prospectus to fully understand the terms of the securities, the indices to which the performance of the securities is linked and the tax and other considerations that are important to you in making a decision about whether to invest in the securities. You should carefully review the section Risk Factors in this pricing supplement and the accompanying prospectus, which highlights certain risks associated with an investment in the securities, to determine whether an investment in the securities is appropriate for you.

Unless otherwise mentioned or unless the context requires otherwise, all references in this pricing supplement to Wachovia, we, us and our or similar references mean Wachovia Corporation and its subsidiaries. Wachovia Capital Markets, LLC is an indirect, wholly owned subsidiary of Wachovia Corporation. Wachovia Corporation conducts its investment banking, capital markets and retail brokerage activities through its various broker-dealer, bank and non-bank subsidiaries, including Wachovia Capital Markets, LLC, under the trade name Wachovia Securities. Any reference to Wachovia Securities in this pricing supplement does not, however, refer to Wachovia Securities, LLC, a member of the New York Stock Exchange and the Securities Investor Protection Corporation, to Wachovia Securities Financial Network, LLC, a member of the National Association of Securities Dealers, Inc. and the Securities Investor Protection Corporation, or to broker-dealer affiliates of Wachovia Corporation and Wachovia Capital Markets, LLC. Unless otherwise mentioned or unless the context requires otherwise, all references to WBNA mean Wachovia Bank, National Association.

What are the securities?

The securities offered by this pricing supplement will be issued by Wachovia Corporation and will mature on January 5, 2010, subject to extension due to the occurrence of a market disruption event. The return on the securities will be linked to the performance of a basket of five indices. We refer to each of the indices as a component index and we refer to the component indices at their respective weightings collectively as the Basket. The securities will bear no interest and no other payments will be made until you exercise your exchange right or at maturity.

The table below provides the following information for each component index in the Basket: the name of the component index, the Bloomberg symbol used to identify the component index and the component index's percentage and dollar weight in the Basket.

Component Index	Bloomberg Symbol	Percentage	U.S. Dollar Weight
Russell 1000 [®] Growth Index	RLG	30%	\$ 3.00
Russell 1000 [®] Value Index	RLV	30%	\$ 3.00
S&P MidCap 400 [®] Index	MID	10%	\$ 1.00
Russell 2000 [®] Index	RTY	10%	\$ 1.00
MSCI EAFE [®] Index	MXEA	20%	\$ 2.00
<i>Total</i>		<i>100%</i>	<i>\$10.00</i>

The initial fractional amount of each component index included in the Basket will be determined by an exchange ratio calculated so that each component index is initially weighted in the Basket based on the closing level of each component index on the pricing date at the percentage weights indicated above. The exchange ratio of each component index is fixed and will not change during the term of the securities except to take into account certain modifications made to the component indices such as a split of such component index value.

Each security will have a principal amount of \$10. Each security will be offered at an initial public offering price equal to \$10. In addition, as described more fully below, during the exchange period, subject to the minimum exchange amount, you may exchange each security you hold for an amount of cash equal to the net entitlement value calculated as of the last trading day in the exchange period, which we refer to as the exchange

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valuation date . See What will I receive upon exchange or at maturity of the securities? , How does the exchange right work? and How do I exchange my securities?

As discussed in the accompanying prospectus, the securities are debt securities and are part of a series of debt securities entitled Medium-Term Notes, Series G that Wachovia Corporation may issue from time to time. The securities will rank equally with all other unsecured and unsubordinated debt of Wachovia Corporation. For more details, see Specific Terms of the Securities beginning on page S-15.

You may transfer only whole securities. Wachovia Corporation will issue the securities in the form of a global certificate, which will be held by The Depository Trust Company, also known as DTC, or its nominee. Direct and indirect participants in DTC will record your ownership of the securities.

Are the securities principal protected?

No, the securities do not guarantee any return of principal at maturity or upon exchange. The amount you receive at maturity or upon exchange will depend on the performance of the Basket. Because the component indices underlying the Basket are subject to market fluctuations, the amount of cash you receive at maturity or upon exchange may be more or less than the principal amount of the securities. *If the final Basket value is less than the initial Basket value, the amount you will receive at maturity or upon exchange will be less than the principal amount of the securities in proportion to the decline in the value of the Basket. Accordingly, if the value of the Basket declines in this manner, you will lose some or all of your principal.*

What will I receive upon exchange or at maturity of the securities?

On the maturity date or the exchange payment date, as the case may be, we will pay for each \$10 security an amount of cash equal to the net entitlement value, calculated as of the relevant valuation date. See Hypothetical Returns below.

The term exchange payment date refers to the fifth trading day following the last day of the exchange period.

On any trading day, the net entitlement value will equal the Basket value on that trading day.

The initial Basket value is \$10.00.

The Basket value on any trading day will equal the sum of the products of (i) the exchange ratio of each component index and (ii) the closing level of the respective component index on the valuation date.

The final Basket value will be the Basket value on the relevant valuation date. The relevant valuation date refers to (i) the exchange valuation date in the event you exercise your exchange right or (ii) the final valuation date in the event you do not exercise your exchange right.

The maturity date is January 5, 2010, subject to extension in the event that the final valuation date occurs on a day that is a disrupted day or is not a trading day with respect to a component index. If the final valuation date is postponed, then the maturity date of the securities will be postponed by an equal number of trading days.

The final valuation date means the fifth trading day prior to the maturity date. However, if that day occurs on a day that is a disrupted day or is not a trading day with respect to a component index, the final valuation date for such component index will be postponed until the next succeeding trading day that is not a disrupted day; provided that in no event will the final valuation date with respect to a component index be postponed by more than five trading days. If the final valuation date with respect to a component index is postponed to the last possible day but that day is a disrupted day or is not a trading day, that date will nevertheless be the final valuation date with respect to that component index. *If the final valuation date with respect to a component index is postponed, then the maturity date of the securities will be postponed by an equal number of trading days.*

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The table below provides the following information for each component index in the Basket: the name of the component index, the exchange ratio for the component index, the closing level of the component index on the pricing date, the component index's initial percentage weight and its initial dollar value of the Basket.

Component Index	Exchange Ratio	Closing Level on Pricing Date	Percentage of	
			Initial Basket	Initial Dollar Value
Russell 1000 [®] Growth Index (RLG)	0.004806152	624.20	30%	\$ 3.00
Russell 1000 [®] Value Index (RLV)	0.003702195	810.33	30%	\$ 3.00
S&P MidCap 400 [®] Index (MID)	0.001137255	879.31	10%	\$ 1.00
Russell 2000 [®] Index (RTY)	0.001258828	794.39	10%	\$ 1.00
MSCI EAFE [®] Index (MXEA)	0.000902637	2215.73	20%	\$ 2.00
<i>Total</i>			<i>100%</i>	<i>\$10.00</i>

Determination of the Exchange Ratio

The exchange ratio for each component index is the number used to convert the closing level of that component index into its value in the Basket based on its percentage weight and equals (i) the initial dollar value of each component index divided by (ii) the closing level of that respective component index on the pricing date. The initial dollar value of each component index will be equal to the percentage of the initial Basket weight, as indicated above, times \$10, the principal amount per security. The exchange ratio of each component index is fixed and will not change during the term of the securities except to take into account certain modifications made to the component indices such as a split of such component index value.

The closing level of a component index on any trading day will equal the closing level of that component index or any successor component index (as defined under Specific Terms of the Securities Discontinuation of the Component Indices; Adjustments to the Component Indices below) published by the component index sponsor at the regular weekday close of trading on that trading day. In certain circumstances, the closing level will be based on the alternate calculation of the component indices described under Specific Terms of the Securities Discontinuation of the Component Indices; Adjustments to the Component Indices below.

A trading day means any day on which each exchange and related exchange is scheduled to be open for its respective regular trading sessions.

A disrupted day means any trading day on which a relevant exchange or related exchange fails to open for trading during its regular trading session or on which a market disruption event has occurred.

If the final Basket value is less than the initial Basket value, the amount you will receive at maturity or upon exchange will be less than the principal amount of the securities in proportion to the decline in the value of the Basket from the initial Basket value to the final Basket value.

Hypothetical Examples

Set forth below are three hypothetical examples of the calculation of the payment at maturity or upon exchange.

Initial Basket value: \$10

Example 1

The hypothetical final Basket value is 75% of the initial Basket value:

Hypothetical final Basket value: \$7.50

Net entitlement value: \$7.50

Payment at maturity or upon exchange (per security): \$7.50

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Since the hypothetical final Basket value is less than the initial Basket value, you would lose some of your principal based on the full percentage change in the value of the Basket. In this case, your total cash payment at maturity or upon exchange would be \$7.50 per security, representing a 25% loss of the principal amount of your securities.

Example 2

The hypothetical final Basket value is 106% of the initial Basket value:

Hypothetical final Basket value: \$10.60

Net entitlement value: \$10.60

Payment at maturity or upon exchange (per security): \$10.60

Since the hypothetical final Basket value is greater than the initial Basket value, the payment at maturity or upon exchange would be greater than the principal amount of your security based on the full percentage change in the value of the Basket. In this case, your total cash payment at maturity or upon exchange would be \$10.60 per security, representing a 6% gain over the principal amount of your securities.

Example 3

The hypothetical final Basket value is 125% of the initial Basket value:

Hypothetical final Basket value: \$12.50

Net entitlement value: \$12.50

Payment at maturity or upon exchange (per security): \$12.50

Since the hypothetical final Basket value is greater than the initial Basket value, the payment at maturity or upon exchange would be greater than the principal amount of your security based on the full percentage change in the value of the Basket. In this case, your total cash payment at maturity or upon exchange would be \$12.50 per security, representing a 25% gain over the principal amount of your securities.

Hypothetical Returns

The following table illustrates, for the initial Basket value and a range of hypothetical final Basket values, the hypothetical dollar return on the securities and the hypothetical percentage return on the securities.

The figures below are for purposes of illustration only. The actual net entitlement value will depend on the actual final Basket value as determined by the calculation agent as described in this pricing supplement.

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Hypothetical final	Hypothetical net entitlement value per security	Hypothetical percentage change in value of the Basket(1)	Hypothetical percentage change in value of the securities
\$7.50	\$ 7.50	-25.00%	-25.00%
7.75	7.75	-22.50	-22.50
8.00	8.00	-20.00	-20.00
8.25	8.25	-17.50	-17.50
8.50	8.50	-15.00	-15.00
8.75	8.75	-12.50	-12.50
9.00	9.00	-10.00	-10.00
9.25	9.25	-7.50	-7.50
9.50	9.50	-5.00	-5.00
9.75	9.75	-2.50	-2.50
10.00 (2)	10.00	0.00	0.00
10.25	10.25	2.50	2.50
10.50	10.50	5.00	5.00
10.75	10.75	7.50	7.50
11.00	11.00	10.00	10.00
11.25	11.25	12.50	12.50
11.50	11.50	15.00	15.00
11.75	11.75	17.50	17.50
12.00	12.00	20.00	20.00
12.25	12.25	22.50	22.50
12.50	12.50	25.00	25.00

(1) Because each component index reflects the price return of the stocks underlying each such component index, the change in value of the Basket does not reflect dividends paid on the stocks underlying each of the component indices over the term of the securities.

(2) This is also the initial Basket value.

How does the exchange right work?

On any exchange notice date in the exchange period, you may elect to exchange each security you hold for an amount of cash equal to the net entitlement value, calculated as of the exchange valuation date. ***In order to exercise your exchange right, you must exchange at least 10,000 securities.***

The exchange period will be the first 10 calendar days of July 2009.

The term exchange notice date means each trading day in the exchange period.

The term exchange valuation date means July 10, 2009, the last day in the exchange period. However, if that day is a disrupted day or is not a trading day with respect to a component index, the exchange valuation date for such component index will be postponed until the next succeeding trading day that is not a disrupted day; provided that in no event will the exchange valuation date with respect to a component index be postponed by more than five trading days. If the exchange valuation date with respect to a component index is postponed to the last possible day but that day is a disrupted day or is not a trading day, that date will nevertheless be the exchange valuation date with respect to that component index. *If the exchange valuation date with respect to a component index is postponed, then the exchange payment date of the securities will be postponed by an equal number of trading days.*

How do I exchange my securities?

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Since the securities will be held only in book-entry form, you may exercise your exchange right only by acting through your participant at DTC, whose nominee is the registered holder of the securities. Accordingly, as a beneficial owner of securities, if you desire to exchange all or any portion of your securities you must instruct

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the participant through which you own your interest to exercise the exchange right on your behalf, as discussed below.

To exchange your securities on any exchange date, you must instruct your broker or other person through which you hold your securities to take the appropriate steps through normal clearing system channels. Your book-entry interest in the securities must be transferred to The Bank of New York, as successor to JPMorgan Chase Bank, N.A., as trustee, on the exchange payment date, as described below.

Different firms may have different deadlines for accepting instructions from their customers. Accordingly, as a beneficial owner of securities, you should consult the participant through which you own your interest for the relevant deadline. In order to effectively exercise your exchange right, however, you or your broker through which you hold your securities must fill out and deliver to us your Official Notice of Exchange, which is attached as Annex A to this pricing supplement, before 11:00 A.M., New York City time on the exchange valuation date. If you give us your Official Notice of Exchange after 11:00 A.M., New York City time on the exchange valuation date, your notice will not be effective.

In order to exercise your exchange right, you must exchange at least 10,000 securities.

After you fulfill all the conditions of your exchange, on the fifth trading day following the exchange date (the exchange payment date) we will pay to you in cash an amount equal to the net entitlement value per security calculated as of the exchange valuation date.

We may request that Wachovia Capital Markets, LLC (WCM), which is one of our broker-dealer subsidiaries, purchase any exchanged securities for the amount of cash that would otherwise have been deliverable or payable by us. WCM 's agreement to purchase the exchanged securities will not affect your right to take action against us if WCM fails to purchase your securities. Any exchanged securities that are subsequently purchased by WCM will remain outstanding.

Who should or should not consider an investment in the securities?

We have designed the securities for investors who want to participate in the performance of the Basket (measured by the percentage change in the Basket based on the initial Basket value relative to the final Basket value) over the term of the securities. Because the Basket consists of five price return indices, the performance of the Basket, and therefore the return on the securities, will not take into account the value of any dividends that may be paid on the stocks underlying the component indices. The securities are designed for investors who are willing to make an investment that is exposed to the full downside performance risk of the Basket.

The securities are not designed for, and may not be a suitable investment for, investors who require an investment that yields a regular return, who seek full principal protection for their investment and who are unwilling to make an investment exposed to any downside performance risk of the Basket. This may not be a suitable investment for investors who prefer the lower risk of fixed income investments with comparable maturities issued by companies with comparable credit ratings.

What will I receive if I sell the securities prior to maturity?

The market value of the securities may fluctuate during the term of the securities. Several factors and their interrelationship will influence the market value of the securities, including the value of the Basket, the time remaining to maturity of the securities, interest rates, applicable currency exchange rates and the volatility of the component indices. Depending on the impact of these factors, you may receive less than \$10 per security from any sale of your securities before the maturity date of the securities and less than what you would have received had you held the securities until maturity. For more details, see Risk Factors Many factors affect the market value of the securities .

Who publishes the component indices and what do the component indices measure?

The Russell 1000[®] Growth Index is calculated, published and disseminated by Frank Russell Company, and measures the composite price performance of those stocks included in the Russell 1000[®] Index, all of which

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are incorporated in the United States and its territories, that have been determined by Frank Russell Company to be growth oriented, with higher price-to-book ratios and higher forecasted growth values. All component stocks of the Russell 1000[®] Growth Index are traded on a major U.S. stock exchange.

The Russell 1000[®] Value Index is calculated, published and disseminated by Frank Russell Company, and measures the composite price performance of those stocks included in the Russell 1000[®] Index, all of which are incorporated in the United States and its territories, that have been determined by Frank Russell Company to be value oriented, with lower price-to-book ratios and lower forecasted growth values. All component stocks of the Russell 1000[®] Value Index are traded on a major U.S. stock exchange.

The S&P MidCap 400[®] Index is published by Standard & Poor's, a division of The McGraw-Hill Companies, Inc. and is intended to provide a benchmark for performance measurement of the medium capitalization segment of the United States equity markets. Beginning on March 18, 2005 Standard & Poor's shifted from a market capitalization-weighted formula to a half float-adjusted formula, and as of September 16, 2005, Standard & Poor's shifted to a full float-adjusted formula, which affects each company's weight in the S&P MidCap 400[®] Index. The goal of this change was to reflect only those shares that are available to investors, not all of a company's outstanding shares.

The Russell 2000[®] Index is published by Frank Russell Company and it measures the composite price performance of stocks of 2,000 companies domiciled in the United States and its territories. All 2,000 stocks are traded on the New York Stock Exchange or the American Stock Exchange, or are listed on the Nasdaq Global Market, and form a part of the Russell 3000[®] Index. As a capitalization-weighted index, the Russell 2000[®] Index reflects changes in the capitalization, or market value, of its component stocks relative to the capitalization on a base date.

The MSCI EAFE[®] Index is published by MSCI Inc. (MSCI) and is a free float-adjusted market capitalization index that is designed to measure developed market equity performance in Europe, Asia, Australia and the Far East. The MSCI EAFE[®] Index consists of 21 developed country indices.

You should be aware that an investment in the securities does not entitle you to any ownership interest in the stocks of the companies included in the component indices. For a detailed discussion of the component indices, see "The Basket" beginning on page S-21.

How has the Basket performed historically?

You can find a table with the high, low and closing levels of each component index during each calendar quarter from calendar year 2004 to the present in the section entitled "The Basket" in this pricing supplement. We obtained the historical information from Bloomberg Financial Markets without independent verification. You should not take the past performance of the component indices as an indication of how the Basket will perform in the future.

In addition, you can find a table with the hypothetical high, low and closing value of the Basket, during each calendar quarter from 2004 to the present in the section entitled "The Basket" beginning on page S-21. We have provided this hypothetical historical information to help you evaluate how the Basket would have performed in the recent past, however the hypothetical past performance of the Basket is not indicative of how the Basket will perform in the future.

What about taxes?

The treatment of the securities for United States federal income tax purposes is uncertain. By purchasing a security, you and Wachovia hereby agree, in the absence of a change in law, an administrative determination or a judicial ruling to the contrary, to characterize such security for all tax purposes as a pre-paid cash-settled forward contract linked to the Basket. Under this characterization of the securities, you should generally recognize capital gain or loss upon the sale, exchange or maturity of your securities in an amount equal to the difference between the amount you receive at such time and the amount you paid for the securities. For a further discussion, see "Supplemental Tax Considerations" beginning on page S-42.

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In the opinion of our counsel, Sullivan & Cromwell LLP, the securities should be treated in the manner described above. However, because there is no authority that specifically addresses the tax treatment of the securities, it is possible that the securities could alternatively be treated in the manner described under Supplemental Tax Considerations Supplemental U.S. Tax Considerations Alternative Treatments on page S-42.

Will the securities be listed on a stock exchange?

The securities will not be listed or displayed on any securities exchange or any electronic communications network. There can be no assurance that a liquid trading market will develop for the securities. Accordingly, if you sell your securities prior to maturity, you may have to sell them at a substantial loss. You should review the section entitled Risk Factors There may not be an active trading market for the securities in this pricing supplement.

Are there any risks associated with my investment?

Yes, an investment in the securities is subject to significant risks, including the risk of loss of some or all of your principal. We urge you to read the detailed explanation of risks in Risk Factors beginning on page S-9.

How to reach us

You may reach us by calling 1-888-215-4145 or 1-212-214-6282 and asking for the Investment Solutions Group.

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RISK FACTORS

An investment in the securities is subject to the risks described below, as well as the risks described under Risk Factors Risks Relating to Indexed Securities in the accompanying prospectus. Your securities are a riskier investment than ordinary debt securities. Also, your securities are not equivalent to investing directly in the component common stocks, i.e., the common stocks underlying the Component Indices to which your securities are linked. You should carefully consider whether the securities are suited to your particular circumstances.

Your investment may result in a loss of some or all of your principal

We will not repay you a fixed amount of principal on the securities at maturity or upon exchange. The payment at maturity or upon exchange of the securities will depend on the percentage change in the value of the Basket based on the initial Basket value relative to the final Basket value. Because the value of the Basket is subject to market fluctuations, the amount of cash you receive at maturity or upon exchange may be more or less than the principal amount of the securities. If the final Basket value is less than the initial Basket value, the amount you receive at maturity or upon exchange will be less than the principal amount of each security. Accordingly, if the value of the Basket declines in this manner, you will lose some or all of your principal.

You will not receive interest payments on the securities

You will not receive any periodic interest payments on the securities or any interest payment at maturity. Your payment at maturity or upon exchange will depend substantially on the performance of the Basket based on the initial Basket value relative to the final Basket value.

Your yield may be lower than the yield on a standard debt security of comparable maturity

The yield that you will receive on your securities, which could be negative, may be less than the return you could earn on other investments. Even if your yield is positive, your yield may be less than the yield you would earn if you bought a standard senior non-callable debt security of Wachovia with the same maturity date. Your investment may not reflect the full opportunity cost to you when you take into account factors that affect the time value of money. Unlike conventional senior non-callable debt securities, the securities do not guarantee the return of a principal amount at maturity. In addition, no interest will be paid during the term of your securities.

Performance of the component indices will not necessarily be correlated

Each component index represents a different equity asset class. Relative to the Russell 1000[®] Growth Index and the Russell 1000[®] Value Index, the S&P 400 MidCap[®] and Russell 2000[®] indices track the performance of stocks of smaller mid-cap and small-cap issuers, respectively. The MSCI EAFE[®] Index tracks the performance of stocks of solely international issuers.

The value of an index of stocks of smaller, less well-known issuers may be different from the value of an index representing the market as a whole or other classes of stocks, including the large-cap stocks comprising the Russell 1000[®] Growth Index and the Russell 1000[®] Value Index. The value of an index of stocks of international issuers may be different from the value of indices containing stocks of U.S. issuers. The market for stocks of smaller issuers and international issuers may be less liquid and subject to more volatility than the market for stocks of larger, U.S.-based issuers. As a result, investments linked to a basket that includes indices of small-cap, mid-cap and international stocks may involve greater volatility and less liquidity than investments in securities linked solely to an index of larger, more established U.S.-based issuers.

Owning the securities is not the same as owning the stocks underlying the component indices

The return on your securities will not reflect the return you would realize if you actually owned and held the stocks underlying the component indices for a similar period. First, because the net entitlement value will be determined based on the performance of the Basket, which consists of five price-return indices, the return on the securities will not take into account the value of any dividends that may be paid on the stocks underlying the component indices. Second, as a holder of the securities, you will not be entitled to receive any dividend

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payments or other distributions on the stocks underlying the component indices, nor will you have voting rights or any other rights that holders of the stocks underlying the component indices may have. Even if the value of the Basket increases above the initial Basket value during the term of the securities, the market value of the securities may not increase by the same amount. It is also possible for the value of the Basket to increase while the market value of the securities declines.

There may not be an active trading market for the securities

The securities will not be listed or displayed on any securities exchange or any electronic communications network. There can be no assurance that a liquid trading market will develop for the securities. The development of a trading market for the securities will depend on our financial performance and other factors such as the increase, if any, in the value of the Basket. Even if a secondary market for the securities 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 for your security in any secondary market could be substantial. If you sell your securities before maturity, you may have to do so at a discount from the initial public offering price, and, as a result, you may suffer substantial losses.

Wachovia Capital Markets, LLC and other broker-dealer affiliates of Wachovia currently intend to make a market for the securities, although they are not required to do so and may stop any such market-making activities at anytime. As market makers, trading of the securities may cause Wachovia Capital Markets, LLC or any other broker-dealer affiliates of Wachovia to have long or short positions in the securities. The supply and demand for the securities, including inventory positions of market makers, may affect the secondary market for the securities.

Many factors affect the market value of the securities

The market value of the securities will be affected by factors that interrelate in complex ways. It is important for you to understand that the effect of one factor may offset the increase in the market value of the securities caused by another factor and that the effect of one factor may compound the decrease in the market value of the securities caused by another factor. For example, a change in the volatility of the component indices may offset some or all of any increase in the market value of the securities attributable to another factor, such as an increase in the value of the Basket. In addition, a change in the interest rates may offset other factors that would otherwise change the value of the Basket, and therefore, may change the market value of the securities. We expect that the market value of the securities will depend substantially on the then current value of the Basket and, in particular, the value of the Basket relative to the initial Basket value. If you choose to sell your securities when the value of the Basket exceeds the initial Basket value, you may receive substantially less than the amount that would be payable at maturity based on this value because of the expectation that the Basket value will continue to fluctuate until the final Basket value is determined. We believe that other factors that may also influence the value of the securities include:

the volatility (frequency and magnitude of changes in the level) of the component indices and, in particular, market expectations regarding the volatility of the component indices;

exchange rates between the U.S. dollar and other developed country currencies;

our creditworthiness, as represented by our credit ratings or as otherwise perceived in the market;

changes that affect the component indices, such as additions, deletions or substitutions;

the time remaining to maturity; and

geopolitical, economic, financial, political, regulatory or judicial events as well as other conditions may affect the stocks included in the component indices.

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The net entitlement value for the securities will not be adjusted for changes in the currency exchange rates that might adversely affect the MSCI EAFE® Index

The securities are subject to currency exchange rate risk. The component stocks included in the MSCI EAFE® Index are traded in currencies other than U.S. dollars and the currencies of the countries represented by the component indices, which we refer to as the underlying currencies, have been subject to significant fluctuations against the U.S. dollar in recent years, and may be subject to significant fluctuations in the future. The securities, however, are denominated in U.S. dollars and the net entitlement value will not be adjusted for changes in the exchange rate between the U.S. dollar and each of the underlying currencies. As a result, fluctuations in the currency exchange rates between the underlying currencies and the U.S. dollar may adversely affect the market value of the securities as well as the net entitlement value to the extent of the MSCI EAFE® Index's weight in the Basket. See Specific Terms of the Securities Net Entitlement Value on page S-15.

An investment in the securities is subject to risks associated with non-U.S. securities markets

The component stocks included in the MSCI EAFE® Index have been issued by foreign companies. An investment in securities linked to the value of foreign equity securities involves particular risks, which may apply to the securities to the extent of the MSCI EAFE® Index's weight in the Basket. Foreign securities markets may be more volatile than U.S. securities markets and market developments may affect foreign markets differently from U.S. securities markets. Direct or indirect government intervention to stabilize these foreign securities markets, as well as cross shareholdings in foreign companies, may affect trading prices and volumes in those markets.

Also, there is generally less publicly available information in the United States about foreign companies than there is about those U.S. companies that are subject to the reporting requirements of the U.S. Securities and Exchange Commission, and foreign companies may be subject to accounting, auditing and financial reporting standards and requirements that differ from those applicable to U.S. reporting companies. Securities prices in foreign countries are subject to political, economic, financial and social factors that may be unique to the particular country. These factors, which could negatively affect the foreign securities markets, include the possibility of recent or future changes in the foreign government's economic and fiscal policies, the possible imposition of, or changes in, currency exchange laws or other foreign laws or restrictions applicable to foreign companies or investments in foreign equity securities and the possibility of fluctuations in the rate of exchange between currencies. Moreover, certain aspects of a particular foreign economy may differ favorably or unfavorably from the U.S. economy in important respects such as growth of gross national product, rate of inflation, capital reinvestment, resources and self-sufficiency. You will also be exposed to currency exchange rate risks as described above.

There are restrictions on the minimum number of securities you may exchange and on the dates on which you may exchange them

You must exchange at least 10,000 securities at any one time in order to exercise your exchange right. Prior to maturity, you may exchange your securities only during the first 10 calendar days of July 2009.

Wachovia and its affiliates have no affiliation with the component index sponsors and are not responsible for their public disclosure of information

Wachovia and its affiliates are not affiliated with the component index sponsors in any way (except for licensing arrangements discussed below under The Basket) and have no ability to control or predict their actions, including any errors in or discontinuation of disclosure regarding their methods or policies relating to the calculation of the component indices. If the component index sponsors discontinue or suspend the calculation of a component index, it may become difficult to determine the market value of the securities or the net entitlement value. The calculation agent may designate a successor index selected in its sole discretion. If the calculation agent determines in its sole discretion that no successor index comparable to the component index exists, the amount you receive at maturity or upon exchange will be determined by the calculation agent in its sole discretion. See Specific Terms of the Securities Market Disruption Event on page S-19 and Specific Terms of the Securities Discontinuation of the Component Indices; Adjustments to the Component Indices on page S-18. The component index sponsors are not involved in the offer of the securities in any way and have

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no obligation to consider your interest as an owner of securities in taking any actions that might affect the value of your securities.

Each security is an unsecured debt obligation of Wachovia only and is not an obligation of the component index sponsors. None of the money you pay for your securities will go to the component index sponsors. Since the component index sponsors are not involved in the offering of the securities in any way, they have no obligation to consider your interest as an owner of securities in taking any actions that might affect the value of your securities. The component index sponsors may take actions that will adversely affect the market value of the securities.

We have derived the information about the component index sponsors and the component indices in this pricing supplement from publicly available information, without independent verification. Neither we nor any of our affiliates assumes any responsibility for the adequacy or accuracy of the information about the component indices or the component index sponsors contained in this pricing supplement. You, as an investor in the securities, should make your own investigation into the component indices and the component index sponsors.

The Basket is not a recognized market index and may not accurately reflect global market performance

The Basket is not a recognized market index. The Basket was created solely for purposes of the offering of the securities and will be calculated solely during the term of the securities. The Basket does not reflect the performance of the securities markets on which the component stocks underlying each component index trade.

Historical levels of the component indices should not be taken as an indication of the future levels of the component indices during the term of the securities

The trading prices of the stocks underlying the component indices will determine the level of the component indices at any given time. The stocks underlying the component indices have performed differently in the past and are expected to perform differently in the future. As a result, it is impossible to predict whether the levels of the component indices will rise or fall. Trading prices of the stocks underlying the component indices will be influenced by complex and interrelated political, economic, financial and other factors that can affect the issuers of stocks underlying the component indices.

Purchases and sales by us and our affiliates may affect the return on the securities

As described below under "Use of Proceeds and Hedging" on page S-46, we or one or more of our affiliates may hedge our obligations under the securities by purchasing stocks underlying the component indices, futures or options on the component indices or on stocks underlying the component indices, or exchange-traded funds or other derivative instruments with returns linked or related to changes in the trading prices of stocks underlying the component indices or the levels of the component indices, and we may adjust these hedges by, among other things, purchasing or selling stocks underlying the component indices, futures, options, or exchange-traded funds or other derivative instruments with returns linked to the levels of the component indices or the stocks underlying the component indices at any time. Although they are not expected to, any of these hedging activities may adversely affect the trading prices of stocks underlying the component indices and/or the levels of the component indices and, therefore, the market value of the securities. It is possible that we or one or more of our affiliates could receive substantial returns from these hedging activities while the market value of the securities declines.

The inclusion of commissions and projected profits from hedging in the original issue price is likely to adversely affect secondary market prices

Assuming no change in market conditions or any other relevant factors, the price, if any, at which Wachovia is willing to purchase the securities in secondary market transactions will likely be lower than the initial public offering price, since the initial public offering price included, and secondary market prices are likely to exclude, commissions paid with respect to the securities, as well as the projected profit included in the cost of hedging our obligations under the securities. In addition, any such prices may differ from values determined by pricing models used by Wachovia, as a result of dealer discounts, mark-ups or other transactions.

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Additional potential conflicts of interest could arise

Our subsidiary, Wachovia Securities, is our agent for the purposes of calculating the final Basket value and the net entitlement value. Under certain circumstances, Wachovia Securities' role as our subsidiary and its responsibilities as calculation agent for the securities could give rise to conflicts of interest. These conflicts could occur, for instance, in connection with its determination as to whether the value of the Basket can be calculated on a particular trading day, or in connection with judgments that it would be required to make in the event of a discontinuation of one or more of the Component Indices. See the sections entitled "Specific Terms of the Securities" "Discontinuation of the Component Indices"; "Adjustments to the Component Indices" on page S-18 and "Specific Terms of the Securities" "Market Disruption Event" on page S-19. Wachovia Securities is required to carry out its duties as calculation agent in good faith and using its reasonable judgment.

Wachovia or its affiliates may presently or from time to time engage in business with one or more of the issuers of component common stocks included in the Component Indices. This business may include extending loans to, or making equity investments in, such companies or providing advisory services to such companies, including merger and acquisition advisory services. In the course of business, Wachovia or its affiliates may acquire non-public information relating to these companies and, in addition, one or more affiliates of Wachovia may publish research reports about these companies. Wachovia does not make any representation to any purchasers of the securities regarding any matters whatsoever relating to the issuers of component common stocks included in the Component Indices. Any prospective purchaser of the securities should undertake an independent investigation of these companies as in its judgment is appropriate to make an informed decision regarding an investment in the securities. The composition of the issuers of component stocks included in the Component Indices does not reflect any investment or sell recommendations of Wachovia or its affiliates.

The calculation agent may postpone the relevant valuation date and, therefore, determination of the final Basket value and the maturity date or the exchange payment date, as the case may be, if a market disruption event occurs on such valuation date

The relevant valuation date and, therefore, determination of the final Basket value on such valuation date may be postponed if the calculation agent determines that a market disruption event has occurred or is continuing on such valuation date with respect to a component index. If a postponement occurs, the calculation agent will use the closing level of the affected component index on the next succeeding trading day on which no market disruption event occurs or is continuing for purposes of calculating the final Basket value. As a result, the maturity date or the exchange payment date, as the case may be, for the securities would be postponed. You will not be entitled to compensation from us or the calculation agent for any loss suffered as a result of the occurrence of a market disruption event, any resulting delay in payment or any change in the level of any component index after the relevant valuation date. See "Specific Terms of the Securities" "Market Disruption Event" beginning on page S-19.

Tax consequences are uncertain

The federal income tax treatment of the securities is uncertain and the Internal Revenue Service could assert that the securities should be taxed in a manner that is different than described in this pricing supplement. As discussed further below, on December 7, 2007, the Internal Revenue Service issued a notice indicating that it and the Treasury Department are actively considering whether, among other issues, you should be required to accrue interest over the term of an instrument such as the securities even though you will not receive any payments with respect to the securities until maturity and whether all or part of the gain you may recognize upon sale or maturity of an instrument such as the securities could be treated as ordinary income. The outcome of this process is uncertain and could apply on a retroactive basis.

In addition, one member of the House of Representatives recently introduced a bill that, if enacted, would require holders of securities purchased after the bill is enacted to accrue interest income over the term of the securities despite the fact that there will be no interest payments over the term of the securities. It is not possible to predict whether this bill or a similar bill will be enacted in the future and whether any such bill would affect the tax treatment of your securities.

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You should consult your tax advisor as to the possible alternative treatments in respect of the securities. See Supplemental Tax Considerations on page S-42 for a further discussion.

Certain considerations for insurance companies and employee benefit plans

A fiduciary of a pension plan or other employee benefit plan that is subject to the prohibited transaction rules of the Employee Retirement Income Security Act of 1974, as amended, which we call ERISA, or the Internal Revenue Code of 1986, as amended, and that is considering purchasing the securities with the assets of such a plan, should consult with its counsel regarding whether the purchase or holding of the securities could become a prohibited transaction under ERISA, the Internal Revenue Code or any substantially similar prohibition. These prohibitions are discussed in further detail under Employee Retirement Income Security Act on page S-44.

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SPECIFIC TERMS OF THE SECURITIES

*Please note that in this section entitled **Specific Terms of the Securities**, references to **holders** mean those who own securities registered in their own names, on the books that we or the trustee maintain for this purpose, and not indirect holders who own beneficial interests in securities registered in street name or in securities issued in book-entry form through The Depository Trust Company. Please review the special considerations that apply to indirect holders in the accompanying prospectus, under **Legal Ownership**.*

The securities are part of a series of debt securities, entitled **Medium-Term Notes, Series G**, that we may issue under the indenture from time to time as described in the accompanying prospectus. The securities are also **Indexed Securities** and **Senior Notes**, each as described in the accompanying prospectus.

This pricing supplement summarizes specific financial and other terms that apply to the securities. Terms that apply generally to all **Medium-Term Notes, Series G**, are described in **Description of the Notes We May Offer** in the accompanying prospectus. The terms described here supplement those described in the accompanying prospectus and, if the terms described there are inconsistent with those described here, the terms described here are controlling.

We describe the terms of the securities in more detail below.

No Interest

There will be no interest payments, periodic or otherwise, on the securities.

Denominations

Wachovia will issue the securities in principal amounts of \$10 per security and integral multiples thereof.

Offering Price

Each security will be offered at an initial public offering price of \$10.

Net Entitlement Value

On the maturity date or the exchange payment date, as the case may be, we will pay for each \$10 security an amount of cash equal to the net entitlement value, calculated as of the relevant valuation date.

The term **exchange payment date** refers to the fifth trading day following the last day of the exchange period.

On any trading day, the **net entitlement value** will equal the **Basket value** on that trading day.

The **initial Basket value** is \$10.00.

The **Basket value** on any trading day will equal the sum of the products of (i) the exchange ratio of each component index and (ii) the closing level of the respective component index on the valuation date.

The **final Basket value** will be the **Basket value** on the relevant valuation date. The relevant valuation date refers to (i) the exchange valuation date in the event you exercise your exchange right or (ii) the final valuation date in the event you do not exercise your exchange right.

The **maturity date** is January 5, 2010, subject to extension in the event that the final valuation date occurs on a day that is a disrupted day or is not a trading day with respect to a component index. If the final valuation date is postponed, then the maturity date of the securities will be postponed by an equal number of trading days.

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The final valuation date means the fifth trading day prior to the maturity date. However, if that day occurs on a day that is a disrupted day or is not a trading day with respect to a component index, the final valuation date for such component index will be postponed until the next succeeding trading day that is not a disrupted day; provided that in no event will the final valuation date with respect to a component index be postponed by more than five trading days. If the final valuation date with respect to a component index is postponed to the last possible day but that day is a disrupted day or is not a trading day, that date will nevertheless be the final valuation date with respect to that component index. *If the final valuation date with respect to a component index is postponed, then the maturity date of the securities will be postponed by an equal number of trading days.*

The table below provides the following information for each component index in the Basket: the name of the component index, the exchange ratio for the component index, the closing level of the component index on the pricing date, the component index's initial percentage weight and its initial dollar value of the Basket.

Component Index	Exchange Ratio	Closing Level on Pricing Date	Percentage of Initial Basket Weight	Initial Dollar Value
Russell 1000 [®] Growth Index (RLG)	0.004806152	624.20	30%	\$ 3.00
Russell 1000 [®] Value Index (RLV)	0.003702195	810.33	30%	\$ 3.00
S&P MidCap 400 [®] Index (MID)	0.001137255	879.31	10%	\$ 1.00
Russell 2000 [®] Index (RTY)	0.001258828	794.39	10%	\$ 1.00
MSCI EAFE [®] Index (MXEA)	0.000902637	2215.73	20%	\$ 2.00
<i>Total</i>			<i>100%</i>	<i>\$10.00</i>

Determination of the Exchange Ratio

The exchange ratio for each component index is the number used to convert the closing level of that component index into its value in the Basket based on its percentage weight and equals (i) the initial dollar value of each component index divided by (ii) the closing level of that respective component index on the pricing date. The initial dollar value of each component index will be equal to the percentage of the initial Basket weight, as indicated above, times \$10, the principal amount per security. The exchange ratio for each component index will remain constant for the term of the securities except to take into account certain modifications made to the component indices such as a split of such component index value.

The closing level of a component index on any trading day will equal the closing level of that component index or any successor component index (as defined under Specific Terms of the Securities Discontinuation of the Component Indices; Adjustments to the Component Indices below) published by the component index sponsor at the regular weekday close of trading on that trading day. In certain circumstances, the closing level will be based on the alternate calculation of the component indices described under Specific Terms of the Securities Discontinuation of the Component Indices; Adjustments to the Component Indices below.

A trading day means any day on which each exchange and related exchange is scheduled to be open for its respective regular trading sessions.

A disrupted day means any trading day on which a relevant exchange or related exchange fails to open for trading during its regular trading session or on which a market disruption event has occurred.

If on the relevant valuation date the Basket value is less than the initial Basket value, the amount you will receive at maturity or upon exchange will be less than the principal amount of the securities in proportion to the decline in the value of the Basket from the initial Basket value to the final Basket value.

If any payment is due on the securities on a day which is not a day on which commercial banks settle payments in New York City, then such payment may be made on the next day that is a day on which commercial banks settle payments in New York City, in the same amount and with the same effect as if paid on the original due date.

Wachovia Securities, our subsidiary, will serve as the calculation agent. All determinations made by the calculation agent will be at the sole discretion of the calculation agent and, absent a determination of a manifest

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error, will be conclusive for all purposes and binding on Wachovia and the holders and beneficial owners of the securities. Wachovia may at any time change the calculation agent without notice to holders of securities.

U.S. Bank National Association will serve as the U.S. registrar and the domestic paying agent.

Exchange Right

On any exchange notice date in the exchange period, you may elect to exchange each security you hold for an amount of cash equal to the net entitlement value, calculated as of the exchange valuation date. ***In order to exercise your exchange right, you must exchange at least 10,000 securities.***

The exchange period will be the first 10 calendar days of July 2009.

The term exchange notice date means each trading day in an exchange period.

The term exchange valuation date means July 10, 2009, the last day in the exchange period. However, if that day is a disrupted day or is not a trading day with respect to a component index, the exchange valuation date for such component index will be postponed until the next succeeding trading day that is not a disrupted day; provided that in no event will the exchange valuation date with respect to a component index be postponed by more than five trading days. If the exchange valuation date with respect to a component index is postponed to the last possible day but that day is a disrupted day or is not a trading day, that date will nevertheless be the exchange valuation date with respect to that component index. *If the exchange valuation date with respect to a component index is postponed, then the exchange payment date of the securities will be postponed by an equal number of trading days.*

Since the securities will be held only in book-entry form, you may exercise your exchange right only by acting through your participant at DTC, whose nominee is the registered holder of the securities. Accordingly, as a beneficial owner of securities, if you desire to exchange all or any portion of your securities you must instruct the participant through which you own your interest to exercise the exchange right on your behalf, as discussed below.

To exchange your securities on any exchange date, you must instruct your broker or other person through which you hold your securities to take the appropriate steps through normal clearing system channels. Your book-entry interest in the securities must be transferred to The Bank of New York, as successor to JPMorgan Chase Bank, N.A., as trustee, on the exchange payment date, as described below.

Different firms may have different deadlines for accepting instructions from their customers. Accordingly, as a beneficial owner of securities, you should consult the participant through which you own your interest for the relevant deadline. In order to effectively exercise your exchange right, however, you or your broker through which you hold your securities must fill out and deliver to us your Official Notice of Exchange, which is attached as Annex A to this pricing supplement, before 11:00 A.M., New York City time on the exchange valuation date. If you give us your Official Notice of Exchange after 11:00 A.M., New York City time on the exchange valuation date, your notice will not be effective.

In order to exercise your exchange right, you must exchange at least 10,000 securities.

After you fulfill all the conditions of your exchange, on the fifth trading day following the exchange date (the exchange payment date) we will pay to you in cash an amount equal to the net entitlement value per security calculated as of the exchange valuation date.

We may request that WCM purchase any exchanged securities for the amount of cash that would otherwise have been deliverable or payable by us. WCM's agreement to purchase the exchanged securities will not affect your right to take action against us if WCM fails to purchase your securities. Any exchanged securities that are subsequently purchased by WCM will remain outstanding.

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Discontinuation of the Component Indices; Adjustments to the Component Indices

If a component index sponsor discontinues publication of its component index and that component index sponsor or another entity publishes a successor or substitute component index that the calculation agent determines, in its sole discretion, to be comparable to the affected component index (a successor component index), then, upon the calculation agent's notification of any determination to the trustee and Wachovia, the calculation agent will substitute the successor component index as calculated by the component index sponsor or any other entity for the affected component index and calculate the final Basket value as described above under Net Entitlement Value. Upon any selection by the calculation agent of a successor component index, Wachovia will cause notice to be given to holders of the securities.

If any component index sponsor discontinues publication of its component index and:

the calculation agent does not select a successor component index, or

the successor component index is no longer published on any of the relevant trading days, the calculation agent will compute a substitute level for the affected component index in accordance with the procedures last used to calculate the level of the affected component index before any discontinuation but using only those securities that composed the affected component index prior to such discontinuation. If a successor component index is selected or the calculation agent calculates a level as a substitute for the component index as described below, the successor component index or level will be used as a substitute for the affected component index for all purposes going forward, including for purposes of determining whether a market disruption event exists, even if the component index sponsor elects to begin republishing its component index, unless the calculation agent in its sole discretion decides to use the republished index.

If any component index sponsor discontinues publication of its component index before the valuation date and the calculation agent determines that no successor component index is available at that time, then on each trading day until the earlier to occur of:

the determination of the final Basket value, or

a determination by the calculation agent that a successor component index is available, the calculation agent will determine the level that would be used in computing the final Basket value as described in the preceding paragraph as if that day were a trading day. The calculation agent will cause notice of each level to be published not less often than once each month in *The Wall Street Journal* or another newspaper of general circulation, and arrange for information with respect to these levels to be made available by telephone.

Notwithstanding these alternative arrangements, discontinuation of the publication of a component index would be expected to adversely affect the value of, liquidity of and trading in the securities.

If at any time the method of calculating the level of any component index or the level of any successor component index, changes in any material respect, or if a component index or successor component index is in any other way modified so that the component index or successor component index does not, in the opinion of the calculation agent, fairly represent the level of the component index had those changes or modifications not been made, then, from and after that time, the calculation agent will, at the close of business in New York City, New York, on each date that the closing level of the component index is to be calculated, make any adjustments as, in the good faith judgment of the calculation agent, may be necessary in order to arrive at a calculation of a level of a stock index comparable to the component index or such successor index, as the case may be, as if those changes or modifications had not been made, and calculate the closing level with reference to the component index or such successor component index, as so adjusted. Accordingly, if the method of calculating the component index or successor component index is modified and has a diluting or concentrative effect on the level of the component index or successor component index, e.g., due to a split, then the calculation agent shall adjust the component index or successor component index in order to arrive at a level of the component index or successor component index as if it had not been modified, e.g., as if a split had not occurred.

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Neither the calculation agent nor Wachovia will have any responsibility for good faith errors or omissions in calculating or disseminating information regarding a component index or any successor component index or as to modifications, adjustments or calculations by any component index sponsor or any successor component index sponsor in order to arrive at the level of the component index or any successor component index.

Market Disruption Event

A market disruption event with respect to any component index, as determined by the calculation agent in its sole discretion, means a relevant exchange or any related exchange fails to open for trading during its regular trading session or the occurrence or existence of any of the following events:

a trading disruption, if the calculation agent determines it is material, at any time during the one hour period that ends at the close of trading for a relevant exchange or related exchange; or

an exchange disruption, if the calculation agent determines it is material, at any time during the one hour period that ends at the close of trading for a relevant exchange or related exchange; or

an early closure.

For the purposes of determining whether a market disruption event with respect to any component index exists at any time, if a market disruption event occurs in respect of a security included in a component index at any time, then the relevant percentage contribution of that security to the level of the component index will be based on a comparison of (i) the portion of the level of the component index attributable to that security and (ii) the overall level of the component index, in each case immediately before the occurrence of such market disruption event.

The following events will not be market disruption events:

a limitation on the hours or number of days of trading, but only if the limitation results from an announced change in the regular business hours of the relevant market; or

a decision to permanently discontinue trading in the option or futures contracts relating to a component index or any of the component stocks included in a component index.

A trading disruption means any suspension of or limitation imposed on trading by the relevant exchange or related exchange or otherwise, whether by reason of movements in price exceeding limits permitted by the relevant exchange or related exchange or otherwise, (i) relating to securities that compose 20 percent or more of the level of any component index or (ii) in options contracts or futures contracts relating to any component index on any relevant related exchange.

An exchange disruption means any event (other than a scheduled early closure) that disrupts or impairs (as determined by the calculation agent in its sole discretion) the ability of market participants in general to (i) effect transactions in or obtain market values on any relevant exchange or related exchange in securities that compose 20 percent or more of the level of any component index or (ii) effect transactions in options contracts or futures contracts relating to any component index on any relevant related exchange.

An early closure means the closure on any exchange business day of any relevant exchange relating to securities that compose 20 percent or more of the level of any component index or any related exchange prior to its normally scheduled closing time unless such earlier closing time is announced by such exchange or related exchange at least one hour prior to the earlier of (i) the actual closing time for the regular trading session on such exchange or related exchange on such exchange business day and (ii) the submission deadline for orders to be entered into the relevant exchange system for execution at the close of trading on such exchange business day.

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An exchange means the primary organized exchange or quotation system for trading any securities included in any component index and any successor to any such exchange or quotation system or any substitute

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exchange or quotation system to which trading in any securities underlying any component index has temporarily relocated (provided that the calculation agent has determined that there is comparable liquidity relative to the securities underlying any component index on such substitute exchange or quotation system as on the original exchange).

An exchange business day means any trading day on which each exchange and related exchange is open for business during its regular trading session, notwithstanding any such exchange or related exchange closing prior to its scheduled weekday closing time, without regard to after hours or other trading outside its regular trading session hours.

A related exchange means each exchange or quotation system on which futures or options contracts relating to any component index are traded, any successor to such exchange or quotation system or any substitute exchange or quotation system to which trading in the futures or options contracts relating to that component index has temporarily relocated (provided that the calculation agent has determined that there is comparable liquidity relative to the futures or options contracts relating to such a component index on such temporary substitute exchange or quotation system as on the original related exchange).

Events of Default and Acceleration

In case an event of default with respect to any securities has occurred and is continuing, the amount payable to a beneficial owner of a security upon any acceleration permitted by the securities, with respect to each \$10 principal amount of each security, will be equal to the net entitlement value, calculated as though the date of early repayment were the maturity date of the securities. If a bankruptcy proceeding is commenced in respect of Wachovia, the claim of the beneficial owner of a security may be limited, under Section 502(b)(2) of Title 11 of the United States Code, to the principal amount of the security plus an additional amount of contingent interest calculated as though the date of the commencement of the proceeding were the maturity date of the securities.

In case of default in payment of the securities, whether at their maturity or upon acceleration, the securities will not bear a default interest rate.

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THE BASKET

The basket is a basket of indices consisting of the Russell 1000[®] Growth Index (Bloomberg symbol RLG), the Russell 1000[®] Value Index (Bloomberg symbol RLV), the S&P MidCap 400[®] Index (Bloomberg symbol MID), the Russell 2000[®] Index (Bloomberg symbol RTY) and the MSCI EAFE[®] Index (Bloomberg symbol MXEA).

We have obtained all information regarding the component indices contained in this pricing supplement, including their make-up, method of calculation and changes in their components, from publicly available information. That information reflects the policies of, and is subject to change by, the component index sponsors. The component index sponsors have no obligation to continue to publish, and may discontinue publication of any component index at any time. We make no representation or warranty as to the accuracy or completeness of such information.

The Russell 1000[®] Growth Index

We have obtained all information regarding the Russell 1000[®] Growth Index contained in this pricing supplement, including its make-up, method of calculation and changes in its components, from publicly available information. That information reflects the policies of, and is subject to change by, the Index Sponsor. The Index Sponsor has no obligation to continue to publish, and may discontinue publication of the Russell 1000[®] Growth Index at any time. We make no representation or warranty as to the accuracy or completeness of such information.

The Russell 1000[®] Growth Index is calculated, published and disseminated by Frank Russell Company, and measures the composite price performance of those stocks included in the Russell 1000[®] Index, all of which are incorporated in the United States and its territories or certain other countries/regions (as discussed below), that have been determined by Frank Russell Company to be growth oriented, with higher price-to-book ratios and higher forecasted growth values (each a component stock and collectively the component stocks). All component stocks are traded on a major U.S. stock exchange.

Selection of Component Stocks Included in the Russell 1000[®] Growth Index

To be eligible for inclusion in the Russell 1000[®] Growth Index, a company's stocks must be listed on May 31 of a given year and Frank Russell Company must have access to documentation verifying the company's eligibility for inclusion. Common stocks belonging to corporations incorporated in the United States and its territories are eligible for inclusion in the Russell 1000[®] Growth Index. Additionally, common stocks belonging to corporations incorporated in Bahamas, Belize, Bermuda, British Virgin Islands, Cayman Islands, Channel Islands, Cook Islands, Gibraltar, Isle of Man, Liberia, Marshall Islands, Netherlands Antilles and Panama (each a BDI Country) may be reviewed for eligibility for inclusion within the Russell 1000[®] Growth Index, provided that either (i) the corporation's headquarters is located in the United States or (ii) the corporation's headquarters is located in the corporation's jurisdiction of incorporation and the primary exchange for the corporation's shares is in the United States. The following securities are specifically excluded from the Russell 1000[®] Growth Index: (i) stocks traded on U.S. exchanges but incorporated in a country other than the United States or a BDI Country; (ii) stocks traded on U.S. exchanges and incorporated in a BDI Country but headquartered in a country other than the United States or the applicable BDI Country, (iii) preferred and convertible preferred stock, redeemable shares, participating preferred stock, warrants and rights; and (iv) trust receipts, royalty trusts, limited liability companies, OTC Bulletin Board companies, pink-sheets, closed-end mutual funds and limited partnerships that are traded on U.S. exchanges. In addition, Berkshire Hathaway is excluded as a special exception.

The primary criteria used to determine the initial list of securities eligible for the Russell 1000[®] Growth Index is total market capitalization, which is defined as the price of the shares times the total number of available shares. All common stock share classes are combined in determining market capitalization. If multiple share classes have been combined, the price of the primary vehicle (usually the most liquid) is used in the calculations. In cases where the common stock share classes act independently of each other (e.g., tracking stocks), each class is considered for inclusion separately. Stocks must trade at or above \$1.00 on May 31 of each year to be eligible for inclusion in the Russell 1000[®] Growth Index. However, if a stock falls below \$1.00 intra-

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year, it will not be removed until the next reconstitution of the Russell 1000[®] Growth Index if it is still trading below \$1.00.

The Russell 1000[®] Growth Index is reconstituted annually to reflect changes in the marketplace. The list of companies is ranked based on May 31 total market capitalization, with the actual reconstitution effective on the first trading day following the final Friday of June each year. Changes in the constituent stocks are preannounced and subject to change if any corporate activity occurs or if any new information is received prior to release.

The level of the Russell 1000[®] Growth Index at any time does not reflect the payment of dividends on the component stocks included in the Russell 1000[®] Growth Index. Because of this factor, the return on the securities will not be the same as the return you would receive if you were to purchase these stocks and hold them for a period equal to the term of the offered securities.

Computation of the Russell 1000[®] Growth Index

The market value of each security in the Russell 1000[®] Growth Index is determined as a percentage of the market value within the Russell 1000[®] Index. A security designated as 100% growth will hold the same market value in the Russell 1000[®] Growth Index as in the Russell 1000[®] Index. A security designated as 50% growth will be included at half the market value in the Russell 1000[®] Growth Index as in the Russell 1000[®] Index. As a capitalization-weighted index, the Russell 1000[®] Growth Index reflects changes in the capitalization, or market value, of the component stocks relative to their capitalization on a base date. The current Russell 1000[®] Growth Index value is calculated by adding the market values of the Russell 1000[®] Growth Index's component stocks, which are derived by multiplying the price of each stock by the number of available shares, to arrive at the total market capitalization of the 1,000 stocks. The total market capitalization is then divided by a divisor. To calculate the Russell 1000[®] Growth Index, last sale prices will be used for exchange-traded and Nasdaq Global Market stocks. If a component stock is not open for trading, the most recently traded price for that security will be used in calculating the Russell 1000[®] Growth Index. In order to provide continuity for the Russell 1000[®] Growth Index value, the divisor is adjusted periodically to reflect events including changes in the number of common shares outstanding for component stocks, company additions or deletions, corporate restructurings and other capitalization changes.

Russell uses a non-linear probability method to assign growth and value weights to stocks, where the term probability is used to indicate the degree of certainty that a stock is value or growth based on its relative book-to-price ratio and I/B/E/S forecast long-term growth mean. This method allows stocks to be represented as having both growth and value characteristics, while preserving the additive nature of the index.

A process for assigning growth and value weights is applied to the stocks after the index is comprised. Stocks are ranked by their adjusted book-to-price ratio and their I/B/E/S forecast long-term growth mean. These rankings are converted to standardized units and combined to produce a composite value score (CVS). Stocks are then ranked by their CVS, and a probability algorithm is applied to the CVS distribution to assign growth and value.

Available shares are assumed to be shares available for trading. Exclusion of capitalization held by other listed companies and large holdings of private investors (10% or more) is based on information recorded in SEC corporate filings. Other sources are used in cases of missing or questionable data.

The following types of shares are considered unavailable for the purposes of capitalization determinations:

ESOP or LESOP shares corporations that have Employee Stock Ownership Plans that comprise 10% or more of the shares outstanding are adjusted;

Corporate cross-owned shares when shares of a corporation included in the Russell 1000[®] Growth Index are held by another corporation also included in the Russell 1000[®] Growth Index, this is considered corporate cross-ownership. Any percentage held in this class will be adjusted;

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Large private and corporate shares large private and corporate holdings are defined as those shares held by an individual, a group of individuals acting together or a corporation not included the Russell 1000[®] Growth Index that own 10% or more of the shares outstanding. However, not to be included in this class are institutional holdings, which are: investment companies, partnerships, insurance companies, mutual funds, banks or venture capitals;

Unlisted share classes classes of common stock that are not traded on a U.S. securities exchange; and

Initial public offering lock-ups shares locked-up during an initial public offering are not available to the public and will be excluded from the market value at the time the initial public offering enters the Russell 1000[®] Growth Index.

Corporate Actions Affecting the Russell 1000[®] Growth Index.

The following summarizes the types of Russell 1000[®] Growth Index maintenance adjustments and indicates whether or not an adjustment to the Russell 1000[®] Growth Index is required.

No Replacement Rule Securities that leave the Russell 1000[®] Growth Index, between reconstitution dates, for any reason (e.g., mergers, acquisitions or other similar corporate activity) are not replaced. Thus, the number of securities in the Russell 1000[®] Growth Index over the past year will fluctuate according to corporate activity.

Deleted Stocks Effective on January 1, 2002, when deleting stocks from the Russell 1000[®] Growth Index as a result of exchange de-listing or reconstitution, the price used will be the market price on the day of deletion, including potentially the OTC Bulletin Board price. Previously, prices used to reflect de-listed stocks were the last traded price on the primary exchange.

Exceptions There may be corporate events, like mergers or acquisitions, that result in the lack of current market price for the deleted security and in such an instance the latest primary exchange closing price available will be used.

Rule for Additions The only additions between reconstitution dates are as a result of spin-offs and initial public offerings. Spin-off companies are added to the parent company's index and capitalization tier of membership, if the spin-off is large enough. To be eligible, the spun-off company's total market capitalization must be greater than the market-adjusted total market capitalization of the smallest security in the Russell 3000E[®] Index at the latest reconstitution.

Rule for Corporate Action-Driven Changes Beginning April 1, 2003 changes resulting from corporate actions will generally be applied at the open of the ex-date using the previous day's closing prices. For reclassification of shares, mergers and acquisitions, spin-offs or reorganizations, adjustments will be made at the open of the ex-date using previous day closing prices. For re-incorporations and exchange de-listing, deleted entities will be removed at the open on the day following re-incorporation or delisting using previous day closing prices (including OTC prices for de-listed stocks).

Quarterly IPO Additions Eligible companies that have recently completed an initial public offering (IPO) are added to the Russell 1000[®] Growth Index at the end of each calendar quarter based on total market capitalization ranking within the market-adjusted capitalization breaks established during the most recent reconstitution. Market adjustments will be made using the returns of the broad market Russell 3000E[®] Index. Eligible companies will be added to the Russell 1000[®] Growth Index using their industry's average style probability established at the latest constitution.

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Each month, the Russell 1000[®] Growth Index is updated for changes to shares outstanding as companies report changes in share capital to the Commission. Effective April 30, 2002 only cumulative changes to shares outstanding greater than 5% will be reflected in the Russell 1000[®] Growth Index. This does not affect treatment of major corporate events, which are effective on the ex-date.

Historical Closing Levels of the Russell 1000[®] Growth Index

Since its inception, the Russell 1000[®] Growth Index has experienced significant fluctuations. Any historical upward or downward trend in the value of the Russell 1000[®] Growth Index during any period shown below is not an indication that the value of the Russell 1000[®] Growth Index is more or less likely to increase or decrease at any time during the term of the securities. The historical levels of the Russell 1000[®] Growth Index do not give an indication of future performance of the Russell 1000[®] Growth Index. Wachovia cannot make any assurance that the future performance of the Russell 1000[®] Growth Index will result in holders of the securities receiving a positive total return on their investment.

We obtained the closing levels of the Russell 1000[®] Growth Index listed below from Bloomberg Financial Markets, without independent verification. The actual level of the Russell 1000[®] Growth Index at any exchange valuation date for the securities may bear little relation to the historical levels shown below.

The following table sets forth the published closing high, low and quarter-end levels of the Russell 1000[®] Growth Index. The information given below is for the four calendar quarters in 2004, 2005 and 2006, and the first three calendar quarters in 2007. Partial data is provided for the fourth calendar quarter in 2007. On December 24, 2007, the closing level of the Russell 1000[®] Growth Index was 624.20. Past movements of the Russell 1000[®] Growth Index are not indicative of future levels of the Russell 1000[®] Growth Index.

Quarterly High, Low and Closing Level of the Russell 1000[®] Growth Index

Quarter-Start Date	Quarter-End Date	High Closing	Low Closing	Quarter End
		Level of	Level of	Closing Level of
		the Russell 1000 [®]	the Russell 1000 [®]	the Russell 1000 [®]
		Growth Index	Growth Index	Growth Index
01/01/2004	03/31/2004	489.30	455.94	471.45
04/01/2004	06/30/2004	484.70	458.03	479.35
07/01/2004	09/30/2004	473.45	432.27	453.15
10/01/2004	12/31/2004	494.22	444.41	493.41
01/01/2005	03/31/2005	489.90	467.35	471.97
04/01/2005	06/30/2005	491.26	456.33	482.29
07/01/2005	09/30/2005	510.31	483.26	500.35
10/01/2005	12/31/2005	524.58	481.01	513.71
01/01/2006	03/31/2006	533.18	511.60	528.04
04/01/2006	06/30/2006	532.87	489.04	505.90
07/01/2006	09/30/2006	526.21	482.72	524.28
10/01/2006	12/31/2006	559.83	521.76	553.66
01/01/2007	03/31/2007	576.95	542.51	558.59
04/01/2007	06/30/2007	608.66	560.49	595.22
07/01/2007	09/30/2007	620.96	562.13	618.52
10/01/2007	12/24/2007	639.19	587.11	624.20

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Frank Russell Company does not guarantee the accuracy and/or the completeness of the Russell 1000[®] Growth Index, the Russell 1000[®] Value Index or the Russell 2000[®] Index or any data included in those indices and has no liability for any errors, omissions, or interruptions in those indices. Frank Russell Company makes no warranty, express or implied, as to results to be obtained by the calculation agent, holders of the securities, or any other person or entity from the use of the Russell 1000[®] Growth Index, the Russell 1000[®] Value Index or the Russell 2000[®] Index or any data included in those indices in connection with the rights licensed under the license agreement described in this pricing supplement or for any other use. Frank Russell Company makes no express or implied warranties, and hereby expressly disclaims all warranties of merchantability or fitness for a particular purpose with respect to the Russell 1000[®] Growth Index, the Russell 1000[®] Value Index or the Russell 2000[®] Index or any data included in those indices. Without limiting any of the above information, in no event will Frank Russell Company have any liability for any special, punitive, indirect or consequential damages, including lost profits, even if notified of the possibility of these damages.

The securities are not sponsored, endorsed, sold or promoted by Frank Russell Company. Frank Russell Company makes no representation or warranty, express or implied, to the owners of the securities or any member of the public regarding the advisability of investing in securities generally or in the securities particularly or the ability of the Russell 1000[®] Growth Index, the Russell 1000[®] Value Index or the Russell 2000[®] Index to track general stock market performance or a segment of the same. Frank Russell Company's publication of the Russell 1000[®] Growth Index, the Russell 1000[®] Value Index or the Russell 2000[®] Index in no way suggests or implies an opinion by Frank Russell Company as to the advisability of investment in any or all of the stocks upon which those indices are based. Frank Russell Company's only relationship to WBNA is the licensing of certain trademarks and trade names of Frank Russell Company and of the Russell 1000[®] Growth Index, the Russell 1000[®] Value Index or the Russell 2000[®] Index, which are determined, composed and calculated by Frank Russell Company without regard to WBNA or the securities. Frank Russell Company is not responsible for and has not reviewed the securities nor any associated literature or publications and Frank Russell Company makes no representation or warranty express or implied as to their accuracy or completeness, or otherwise. Frank Russell Company reserves the right, at any time and without notice, to alter, amend, terminate or in any way change the Russell 1000[®] Growth Index, the Russell 1000[®] Value Index or the Russell 2000[®] Index. Frank Russell Company has no obligation or liability in connection with the administration, marketing or trading of the securities.

Russell 1000[®] Growth Index, the Russell 1000[®] Value Index and the Russell 2000[®] Index are registered trademarks of Russell Investment Group in the U.S. and other countries.

The Russell 1000[®] Value Index

We have obtained all information regarding the Russell 1000[®] Value Index contained in this pricing supplement, including its make-up, method of calculation and changes in its components, from publicly available information. That information reflects the policies of, and is subject to change by, the Index Sponsor. The Index Sponsor has no obligation to continue to publish, and may discontinue publication of the Russell 1000[®] Value Index at any time. We make no representation or warranty as to the accuracy or completeness of such information.

The Russell 1000[®] Value Index is calculated, published and disseminated by Frank Russell Company, and measures the composite price performance of those stocks included in the Russell 1000[®] Index, all of which are incorporated in the United States and its territories or certain other countries/regions (as discussed below), that have been determined by Frank Russell Company to be value oriented, with lower price-to-book ratios and lower forecasted growth values (each a component stock and collectively the component stocks). All component stocks are traded on a major U.S. stock exchange.

Selection of Component Stocks Included in the Russell 1000[®] Value Index

To be eligible for inclusion in the Russell 1000[®] Value Index, a company's stocks must be listed on May 31 of a given year and Frank Russell Company must have access to documentation verifying the company's eligibility for inclusion. Common stocks belonging to corporations incorporated in the United States and its territories are eligible for inclusion in the Russell 1000[®] Value Index. Additionally, common stocks belonging to corporations incorporated in Bahamas, Belize, Bermuda, British Virgin Islands, Cayman Islands, Channel Islands,

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Cook Islands, Gibraltar, Isle of Man, Liberia, Marshall Islands, Netherlands Antilles and Panama (each a BDI Country) may be reviewed for eligibility for inclusion within the Russell 1000[®] Value Index, provided that either (i) the corporation's headquarters is located in the United States or (ii) the corporation's headquarters is located in the corporation's jurisdiction of incorporation and the primary exchange for the corporation's shares is in the United States. The following securities are specifically excluded from the Russell 1000[®] Value Index: (i) stocks traded on U.S. exchanges but incorporated in a country other than the United States or a BDI Country; (ii) stocks traded on U.S. exchanges and incorporated in a BDI Country but headquartered in a country other than the United States or the applicable BDI Country, (iii) preferred and convertible preferred stock, redeemable shares, participating preferred stock, warrants and rights; and (iv) trust receipts, royalty trusts, limited liability companies, OTC Bulletin Board companies, pink-sheets, closed-end mutual funds and limited partnerships that are traded on U.S. exchanges. In addition, Berkshire Hathaway is excluded as a special exception.

The primary criteria used to determine the initial list of securities eligible for the Russell 1000[®] Value Index is total market capitalization, which is defined as the price of the shares times the total number of available shares. All common stock share classes are combined in determining market capitalization. If multiple share classes have been combined, the price of the primary vehicle (usually the most liquid) is used in the calculations. In cases where the common stock share classes act independently of each other (e.g., tracking stocks), each class is considered for inclusion separately. Stocks must trade at or above \$1.00 on May 31 of each year to be eligible for inclusion in the Russell 1000[®] Value Index. However, if a stock falls below \$1.00 intra-year, it will not be removed until the next reconstitution of the Russell 1000[®] Value Index if it is still trading below \$1.00.

The Russell 1000[®] Value Index is reconstituted annually to reflect changes in the marketplace. The list of companies is ranked based on May 31 total market capitalization, with the actual reconstitution effective on the first trading day following the final Friday of June each year. Changes in the constituent stocks are preannounced and subject to change if any corporate activity occurs or if any new information is received prior to release.

The level of the Russell 1000[®] Value Index at any time does not reflect the payment of dividends on the component stocks included in the Russell 1000[®] Value Index. Because of this factor, the return on the securities will not be the same as the return you would receive if you were to purchase these stocks and hold them for a period equal to the term of the offered securities.

Computation of the Russell 1000[®] Value Index

The market value of each security in the Russell 1000[®] Value Index is determined as a percentage of the market value within the Russell 1000[®] Index. A security designated as 100% value will hold the same market value in the Russell 1000[®] Value Index as in the Russell 1000[®] Index. A security designated as 50% value will be included at half the market value in the Russell 1000[®] Value Index as in the Russell 1000[®] Index. As a capitalization-weighted index, the Russell 1000[®] Value Index reflects changes in the capitalization, or market value, of the component stocks relative to their capitalization on a base date. The current Russell 1000[®] Value Index value is calculated by adding the market values of the Russell 1000[®] Value Index's component stocks, which are derived by multiplying the price of each stock by the number of available shares, to arrive at the total market capitalization of the 1,000 stocks. The total market capitalization is then divided by a divisor. To calculate the Russell 1000[®] Value Index, last sale prices will be used for exchange-traded and Nasdaq Global Market stocks. If a component stock is not open for trading, the most recently traded price for that security will be used in calculating the Russell 1000[®] Value Index. In order to provide continuity for the Russell 1000[®] Value Index value, the divisor is adjusted periodically to reflect events including changes in the number of common shares outstanding for component stocks, company additions or deletions, corporate restructurings and other capitalization changes.

Russell uses a non-linear probability method to assign growth and value weights to stocks, where the term probability is used to indicate the degree of certainty that a stock is value or growth based on its relative book-to-price ratio and I/B/E/S forecast long-term growth mean. This method allows stocks to be represented as having both growth and value characteristics, while preserving the additive nature of the index.

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A process for assigning growth and value weights is applied to the stocks after the index is comprised. Stocks are ranked by their adjusted book-to-price ratio and their I/B/E/S forecast long-term growth mean. These rankings are converted to standardized units and combined to produce a composite value score (CVS). Stocks are then ranked by their CVS, and a probability algorithm is applied to the CVS distribution to assign growth and value.

Available shares are assumed to be shares available for trading. Exclusion of capitalization held by other listed companies and large holdings of private investors (10% or more) is based on information recorded in SEC corporate filings. Other sources are used in cases of missing or questionable data.

The following types of shares are considered unavailable for the purposes of capitalization determinations:

ESOP or LESOP shares corporations that have Employee Stock Ownership Plans that comprise 10% or more of the shares outstanding are adjusted;

Corporate cross-owned shares when shares of a corporation included in the Russell 1000® Value Index are held by another corporation also included in the Russell 1000® Value Index, this is considered corporate cross-ownership. Any percentage held in this class will be adjusted;

Large private and corporate shares large private and corporate holdings are defined as those shares held by an individual, a group of individuals acting together or a corporation not included the Russell 1000® Value Index that own 10% or more of the shares outstanding. However, not to be included in this class are institutional holdings, which are: investment companies, partnerships, insurance companies, mutual funds, banks or venture capitals;

Unlisted share classes classes of common stock that are not traded on a U.S. securities exchange; and

Initial public offering lock-ups shares locked-up during an initial public offering are not available to the public and will be excluded from the market value at the time the initial public offering enters the Russell 1000® Value Index.

Corporate Actions Affecting the Russell 1000® Value Index.

The following summarizes the types of Russell 1000® Value Index maintenance adjustments and indicates whether or not an adjustment to the Russell 1000® Value Index is required.

No Replacement Rule Securities that leave the Russell 1000® Value Index, between reconstitution dates, for any reason (e.g., mergers, acquisitions or other similar corporate activity) are not replaced. Thus, the number of securities in the Russell 1000® Value Index over the past year will fluctuate according to corporate activity.

Deleted Stocks Effective on January 1, 2002, when deleting stocks from the Russell 1000® Value Index as a result of exchange de-listing or reconstitution, the price used will be the market price on the day of deletion, including potentially the OTC Bulletin Board price. Previously, prices used to reflect de-listed stocks were the last traded price on the primary exchange.

Exceptions There may be corporate events, like mergers or acquisitions, that result in the lack of current market price for the deleted security and in such an instance the latest primary exchange closing price available will be used.

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Rule for Additions The only additions between reconstitution dates are as a result of spin-offs and initial public offerings. Spin-off companies are added to the parent company's index and capitalization tier of membership, if the spin-off is large enough. To be eligible, the spun-off

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company's total market capitalization must be greater than the market-adjusted total market capitalization of the smallest security in the Russell 3000E® Index at the latest reconstitution.

Rule for Corporate Action-Driven Changes Beginning April 1, 2003 changes resulting from corporate actions will generally be applied at the open of the ex-date using the previous day's closing prices. For reclassification of shares, mergers and acquisitions, spin-offs or reorganizations, adjustments will be made at the open of the ex-date using previous day closing prices. For re-incorporations and exchange de-listing, deleted entities will be removed at the open on the day following re-incorporation or delisting using previous day closing prices (including OTC prices for de-listed stocks).

Quarterly IPO Additions Eligible companies that have recently completed an initial public offering (IPO) are added to the Russell 1000® Value Index at the end of each calendar quarter based on total market capitalization ranking within the market-adjusted capitalization breaks established during the most recent reconstitution. Market adjustments will be made using the returns of the broad market Russell 3000E® Index. Eligible companies will be added to the Russell 1000® Value Index using their industry's average style probability established at the latest constitution.

Each month, the Russell 1000® Value Index is updated for changes to shares outstanding as companies report changes in share capital to the Commission. Effective April 30, 2002 only cumulative changes to shares outstanding greater than 5% will be reflected in the Russell 1000® Value Index. This does not affect treatment of major corporate events, which are effective on the ex-date.

Historical Closing Levels of the Russell 1000® Value Index

Since its inception, the Russell 1000® Value Index has experienced significant fluctuations. Any historical upward or downward trend in the value of the Russell 1000® Value Index during any period shown below is not an indication that the value of the Russell 1000® Value Index is more or less likely to increase or decrease at any time during the term of the securities. The historical levels of the Russell 1000® Value Index do not give an indication of future performance of the Russell 1000® Value Index. Wachovia cannot make any assurance that the future performance of the Russell 1000® Value Index will result in holders of the securities receiving a positive total return on their investment.

We obtained the closing levels of the Russell 1000® Value Index listed below from Bloomberg Financial Markets, without independent verification. The actual level of the Russell 1000® Value Index at any exchange valuation date for the securities may bear little relation to the historical levels shown below.

The following table sets forth the published closing high, low and quarter-end levels of the Russell 1000® Value Index. The information given below is for the four calendar quarters in 2004, 2005 and 2006, and the first three calendar quarters in 2007. Partial data is provided for the fourth calendar quarter in 2007. On December 24, 2007, the closing level of the Russell 1000® Value Index was 810.33. Past movements of the Russell 1000® Value Index are not indicative of future levels of the Russell 1000® Value Index.

Quarterly High, Low and Closing Level of the Russell 1000® Value Index

Quarter-Start Date	Quarter- End Date	High Closing	Low Closing	Quarter End
		Level of the Russell 1000®	Level of the Russell 1000®	Closing Level of the Russell 1000®
		Value Index	Value Index	Value Index
01/01/2004	03/31/2004	606.63	573.40	591.78
04/01/2004	06/30/2004	600.45	559.13	593.47
07/01/2004	09/30/2004	605.28	567.23	598.96
10/01/2004	12/31/2004	657.48	590.81	656.83
01/01/2005	03/31/2005	676.09	635.39	653.52
04/01/2005	06/30/2005	674.05	629.27	660.46

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		High Closing	Low Closing	Quarter End
		Level of	Level of	Closing Level
		the Russell 1000®	the Russell 1000®	of the Russell 1000®
Quarter-Start Date	Quarter-End Date	Value Index	Value Index	Value Index
07/01/2005	09/30/2005	687.44	662.95	681.97
10/01/2005	12/31/2005	696.99	642.47	685.95
01/01/2006	03/31/2006	728.97	697.65	722.25
04/01/2006	06/30/2006	748.49	691.97	722.04
07/01/2006	09/30/2006	763.45	708.44	762.18
10/01/2006	12/31/2006	823.18	760.61	817.76
01/01/2007	03/31/2007	841.75	791.24	823.02
04/01/2007	06/30/2007	885.03	824.57	858.51
07/01/2007	09/30/2007	883.01	787.02	851.00
10/01/2007	12/24/2007	872.75	762.17	810.33

The S&P MidCap 400® Index

We have obtained all information regarding the S&P MidCap 400® Index contained in this pricing supplement, including its make-up, method of calculation and changes in its components, from publicly available information. That information reflects the policies of, and is subject to change by, Standard & Poor's. Standard & Poor's has no obligation to continue to publish, and may discontinue publication of, the S&P MidCap 400® Index. We do not assume any responsibility for the accuracy or completeness of such information.

The S&P MidCap 400® Index is determined, comprised and calculated by Standard & Poor's without regard to the securities. The S&P MidCap 400® Index is intended to provide a benchmark for performance measurement of the medium capitalization segment of the United States equity markets. It tracks the stock price movement of 400 companies with mid-sized market capitalizations, primarily ranging from \$1 billion to \$5.5 billion. Beginning on March 18, 2005, Standard & Poor's shifted from a market capitalization-weighted formula to a half float-adjusted formula, and as of September 16, 2005, Standard & Poor's shifted to a full float-adjusted formula, as described in further detail below. With a float-adjusted index, the share counts used in calculating the S&P MidCap 400® Index will reflect only those shares that are available to investors, not all of a company's outstanding shares. Float adjustment excludes shares that are closely held by other publicly traded companies, control groups or government agencies. Moreover, treasury stock, stock options, restricted shares, equity participation units, warrants, preferred stock, convertible stock, and rights are not part of the float.

As of November 30, 2007, 289 companies or 75.0% of the S&P MidCap 400® Index traded on the New York Stock Exchange, 109 companies or 24.2% of the S&P MidCap 400® Index traded on The Nasdaq Stock Market and two companies or 0.8% of the S&P MidCap 400® Index traded on the American Stock Exchange. As of November 30, 2007, the aggregate market value of the 400 companies included in the S&P MidCap 400® Index represented approximately 7% of the aggregate market value of stocks included in the Standard & Poor's Stock Guide Database of domestic common stocks traded in the United States, excluding American depositary receipts and shares of real estate investment trusts, limited partnerships and mutual funds. Standard & Poor's chooses companies for inclusion in the S&P MidCap 400® Index with the aim of achieving a distribution by broad industry groupings that approximates the distribution of these groupings in the common stock population of the medium capitalization segment of the United States equity market. Relevant criteria employed by Standard & Poor's include U.S. company status, a market cap range between \$1 billion and \$5.5 billion, financial viability, adequate liquidity and reasonable price, a public float of at least 50%, sector representation, and status as an operating company. Ten main groups of companies comprise the S&P MidCap 400® Index with the number of companies as of November 30, 2007 included in each group indicated in parentheses: consumer discretionary (77), consumer staples (15), energy (22), financials (62), health care (43), industrials (60), information technology (65), materials (27), telecommunication services (3) and utilities (26). Standard & Poor's may from time to time, in its sole discretion, add companies to, or delete companies from, the S&P MidCap 400® Index to achieve the objectives stated above.

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The level of the S&P MidCap 400® Index at any time does not reflect the payment of dividends on the stocks included in the S&P MidCap 400® Index (each, a component stock). Because of this factor, the return on the securities will not be the same as the return you would receive if you were to purchase these stocks and hold them for a period equal to the term of the offered securities.

Computation of the S&P MidCap 400® Index

Standard & Poor's currently uses a full float-adjusted formula to compute the S&P MidCap 400® Index as of a particular time. Specifically, the float-adjusted index is equal to the quotient of (i) the sum of the products of (x) the price of each component stock, (y) the total shares outstanding of each component stock and (z) the investable weight factor and (ii) the index divisor. The investable weight factor equals the quotient of the available float shares of a component stock and the total shares outstanding of that component stock. In turn, the available float shares equals the total shares outstanding less shares that are closely held by other publicly traded companies, control groups or government agencies, where the shares held by the individuals in those aforementioned groups exceeds 10% of the outstanding shares. No assurance can be given that Standard & Poor's will not modify or change this methodology in a manner that may affect the payment amount for the securities upon maturity or otherwise.

To prevent the level of the S&P MidCap 400® Index from changing due to corporate actions, all corporate actions which affect the total market value of the S&P MidCap 400® Index, which is defined as the sum of the products of the market price for each component stock and the number of outstanding shares of that component stock, require an adjustment to the index divisor. All index divisor adjustments are made after the closing of trading and after the calculation of the closing level of the S&P MidCap 400® Index. Some corporate actions, like stock splits and stock dividends, require simple changes in the common shares outstanding and the stock prices of the companies in the S&P MidCap 400® Index and do not require adjustments to the index divisor.

The table below summarizes the types of corporate actions that require maintenance adjustments and indicates whether an adjustment to the index divisor is necessary.

Type of Corporate Action	Adjustment Factor	Divisor Adjustment Required
Stock Split (e.g., 2-for-1)	shares outstanding multiplied by 2; stock price divided by 2	No
Share Issuance (i.e., change = 5%)	shares outstanding plus newly issued shares	Yes
Share Repurchase (i.e., change = 5%)	shares outstanding minus repurchased shares	Yes
Special Cash Dividends	share price minus special dividend	Yes
Company Change	add new company market value minus old company market value	Yes
Rights Offering	price of parent company minus	Yes

$$\left(\frac{\text{price of rights}}{\text{right ratio}} \right)$$

Spinoffs	price of parent company minus	Yes
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$$\left(\frac{\text{price of spinoff co.}}{\text{share exchange ratio}} \right)$$

Table of Contents**Historical Closing Levels of the S&P MidCap 400® Index**

Since its inception, the S&P MidCap 400® Index has experienced significant fluctuations. Any historical upward or downward trend in the value of the S&P MidCap 400® Index during any period shown below is not an indication that the value of the S&P MidCap 400® Index is more or less likely to increase or decrease at any time during the term of the securities. The historical levels of the S&P MidCap 400® Index do not give an indication of future performance of the S&P MidCap 400® Index. Wachovia cannot make any assurance that the future performance of the S&P MidCap 400® Index will result in holders of the securities receiving a positive total return on their investment.

We obtained the closing levels of the S&P MidCap 400® Index listed below from Bloomberg Financial Markets, without independent verification. The actual level of the S&P MidCap 400® Index at any exchange valuation date for the securities may bear little relation to the historical levels shown below.

The following table sets forth the published closing high, low and quarter-end levels of the S&P MidCap 400® Index. The information given below is for the four calendar quarters in 2004, 2005 and 2006, and the first three calendar quarters in 2007. Partial data is provided for the fourth calendar quarter in 2007. On December 24, 2007, the closing level of the S&P MidCap 400® Index was 879.31. Past movements of the S&P MidCap 400® Index are not indicative of future levels of the S&P MidCap 400® Index.

Quarterly High, Low and Closing Level of the S&P MidCap 400® Index

Quarter-Start Date	Quarter-End Date	High Closing	Low Closing	Quarter-End
		Level of the S&P MidCap 400®	Level of the S&P Mid Cap 400®	Closing Level of the S&P MidCap 400®
		Index	Index	Index
01/01/2004	03/31/2004	615.92	575.91	603.56
04/01/2004	06/30/2004	616.70	561.57	607.69
07/01/2004	09/30/2004	600.09	549.51	593.20
10/01/2004	12/31/2004	664.50	583.00	663.31
01/01/2005	03/31/2005	682.42	629.91	658.87
04/01/2005	06/30/2005	693.28	627.38	684.94
07/01/2005	09/30/2005	725.02	689.88	716.33
10/01/2005	12/31/2005	749.61	672.12	738.05
01/01/2006	03/31/2006	792.11	749.02	792.11
04/01/2006	06/30/2006	817.95	716.62	764.87
07/01/2006	09/30/2006	770.44	712.86	754.25
10/01/2006	12/31/2006	820.37	748.13	804.37
01/01/2007	03/31/2007	867.61	800.40	848.47
04/01/2007	06/30/2007	925.90	852.41	895.51
07/01/2007	09/30/2007	926.23	819.97	885.06
10/01/2007	12/24/2007	917.18	821.32	879.31

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The Russell 2000® Index

We have obtained all information regarding the Russell 2000® Index contained in this pricing supplement, including its make-up, method of calculation and changes in its components, from publicly available information. That information reflects the policies of, and is subject to change by, the Index Sponsor. The Index Sponsor has no obligation to continue to publish, and may discontinue publication of the Russell 2000® Index at any time. We make no representation or warranty as to the accuracy or completeness of such information.

The Russell 2000® Index is calculated, published and disseminated by Frank Russell Company, and measures the composite price performance of stocks of 2,000 companies (each a component stock and collectively the component stocks) domiciled in the United States and its territories or certain other countries/regions (as discussed below). All component stocks are traded on either the New York Stock Exchange or the American Stock Exchange or in the over-the-counter (OTC) market and are the 2,000 smallest securities that form the Russell 3000® Index, representing approximately 8.8% of the total market capitalization of the Russell 3000® Index. The Russell 3000® Index is composed of the 3,000 largest U.S. companies as determined by market capitalization and represents approximately 98% of the U.S. equity market.

The Russell 2000® Index is designed to track the performance of the small capitalization segment of the U.S. equity market.

Selection of Component Stocks Included in the Russell 2000® Index

As described above, the Russell 2000® Index is a sub-group of the Russell 3000® Index. To be eligible for inclusion in the Russell 3000® Index, and, consequently, the Russell 2000® Index, a company's stocks must be listed on May 31 of a given year and Frank Russell Company must have access to documentation verifying the company's eligibility for inclusion. Common stocks belonging to corporations incorporated in the United States and its territories are eligible for inclusion in the Russell 3000® Index and, consequently, the Russell 2000® Index. Additionally, common stocks belonging to corporations incorporated in Bahamas, Belize, Bermuda, British Virgin Islands, Cayman Islands, Channel Islands, Cook Islands, Gibraltar, Isle of Man, Liberia, Marshall Islands, Netherlands Antilles and Panama (each a BDI Country) may be reviewed for eligibility for inclusion within the Russell 3000® Index and, consequently, the Russell 2000® Index, provided that either (i) the corporation's headquarters is located in the United States or (ii) the corporation's headquarters is located in the corporation's jurisdiction of incorporation and the primary exchange for the corporation's shares is in the United States. The following securities are specifically excluded from the Russell 2000® Index: (i) stocks traded on U.S. exchanges

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but incorporated in a country other than the United States or a BDI Country; (ii) stocks traded on U.S. exchanges and incorporated in a BDI Country but headquartered in a country other than the United States or the applicable BDI Country, (iii) preferred and convertible preferred stock, redeemable shares, participating preferred stock, warrants and rights; and (iv) trust receipts, royalty trusts, limited liability companies, OTC Bulletin Board companies, pink-sheets, closed-end mutual funds and limited partnerships that are traded on U.S. exchanges. In addition, Berkshire Hathaway is excluded as a special exception.

The primary criteria used to determine the initial list of securities eligible for the Russell 3000® Index is total market capitalization, which is defined as the price of the shares times the total number of available shares. All common stock share classes are combined in determining market capitalization. If multiple share classes have been combined, the price of the primary vehicle (usually the most liquid) is used in the calculations. In cases where the common stock share classes act independently of each other (e.g., tracking stocks), each class is considered for inclusion separately. Stocks must trade at or above \$1.00 on May 31 of each year to be eligible for inclusion in the Russell 2000® Index. However, if a stock falls below \$1.00 intra-year, it will not be removed until the next reconstitution if it is still trading below \$1.00.

The Russell 2000® Index is reconstituted annually to reflect changes in the marketplace. The list of companies is ranked based on May 31 total market capitalization, with the actual reconstitution effective on the first trading day following the final Friday of June each year. Changes in the constituent stocks are preannounced and subject to change if any corporate activity occurs or if any new information is received prior to release.

The level of the Russell 2000® Index at any time does not reflect the payment of dividends on the component stocks included in the Russell 2000® Index. Because of this factor, the return on the securities will not be the same as the return you would receive if you were to purchase these stocks and hold them for a period equal to the term of the offered securities.

Computation of the Russell 2000® Index

As a capitalization-weighted index, the Russell 2000® Index reflects changes in the capitalization, or market value, of the component stocks relative to their capitalization on a base date. The current Russell 2000® Index value is calculated by adding the market values of the Russell 2000® Index's component stocks, which are derived by multiplying the price of each stock by the number of available shares, to arrive at the total market capitalization of the 2,000 stocks. The total market capitalization is then divided by a divisor, which represents the adjusted capitalization of the Russell 2000® Index on the base date of December 31, 1986. To calculate the Russell 2000® Index, last sale prices will be used for exchange-traded and Nasdaq Global Market stocks. If a component stock is not open for trading, the most recently traded price for that security will be used in calculating the Russell 2000® Index. In order to provide continuity for the Russell 2000® Index's value, the divisor is adjusted periodically to reflect events including changes in the number of common shares outstanding for component stocks, company additions or deletions, corporate restructurings and other capitalization changes.

Available shares are assumed to be shares available for trading. Exclusion of capitalization held by other listed companies and large holdings of private investors (10% or more) is based on information recorded in SEC corporate filings. Other sources are used in cases of missing or questionable data.

The following types of shares are considered unavailable for the purposes of capitalization determinations:

ESOP or LESOP shares – corporations that have Employee Stock Ownership Plans that comprise 10% or more of the shares outstanding are adjusted;

Corporate cross-owned shares – when shares of a corporation included in the Russell 2000® Index are held by another corporation also included in the Russell 2000® Index, this is considered corporate cross-ownership. Any percentage held in this class will be adjusted;

Large private and corporate shares – large private and corporate holdings are defined as those shares held by an individual, a group of individuals acting together or a corporation not included

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the Russell 2000® Index that own 10% or more of the shares outstanding. However, not to be included in this class are institutional holdings, which are: investment companies, partnerships, insurance companies, mutual funds, banks or venture capitals;

Unlisted share classes classes of common stock that are not traded on a U.S. securities exchange; and

Initial public offering lock-ups shares locked-up during an initial public offering are not available to the public and will be excluded from the market value at the time the initial public offering enters the Russell 2000® Index.

Corporate Actions Affecting the Russell 2000® Index.

The following summarizes the types of Russell 2000® Index maintenance adjustments and indicates whether or not an adjustment to the Russell 2000® Index is required.

No Replacement Rule Securities that leave the Russell 2000 Index, between reconstitution dates, for any reason (e.g., mergers, acquisitions or other similar corporate activity) are not replaced. Thus, the number of securities in the Russell 2000® Index over the past year will fluctuate according to corporate activity.

Deleted Stocks Effective on January 1, 2002, when deleting stocks from the Russell 2000 Index as a result of exchange de-listing or reconstitution, the price used will be the market price on the day of deletion, including potentially the OTC Bulletin Board price. Previously, prices used to reflect de-listed stocks were the last traded price on the primary exchange.

Exceptions There may be corporate events, like mergers or acquisitions, that result in the lack of current market price for the deleted security and in such an instance the latest primary exchange closing price available will be used.

Rule for Additions The only additions between reconstitution dates are as a result of spin-offs. Spin-off companies are added to the parent company's index and capitalization tier of membership, if the spin-off is large enough. To be eligible, the spun-off company's total market capitalization must be greater than the market-adjusted total market capitalization of the smallest security in the Russell 3000E® Index at the latest reconstitution.

Rule for Corporate Action-Driven Changes Beginning April 1, 2003 changes resulting from corporate actions will generally be applied at the open of the ex-date using the previous day's closing prices. For reclassification of shares, mergers and acquisitions, spin-offs or reorganizations, adjustments will be made at the open of the ex-date using previous day closing prices. For re-incorporations and exchange de-listing, deleted entities will be removed at the open on the day following re-incorporation or delisting using previous day closing prices (including OTC prices for de-listed stocks).

Quarterly IPO Additions Beginning in September 2004, eligible companies that have recently completed an initial public offering (IPO) are added to the Russell 2000 Index at the end of each calendar quarter based on total market capitalization ranking within the market-adjusted capitalization breaks established during the most recent reconstitution. Market adjustments will be made using the returns of the Russell 3000E® Index. Eligible companies will be added to the Russell 2000® Index using their industry's average style probability established at the latest constitution.

Each month, the Russell 2000® Index is updated for changes to shares outstanding as companies report changes in share capital to the Commission. Effective April 30, 2002 only cumulative changes to shares outstanding greater than 5% will be reflected in the Russell 2000® Index. This does not affect treatment of major corporate events, which are effective on the ex-date.

Table of Contents**Historical Closing Levels of the Russell 2000® Index**

Since its inception, the Russell 2000® Index has experienced significant fluctuations. Any historical upward or downward trend in the value of the Russell 2000® Index during any period shown below is not an indication that the value of the Russell 2000® Index is more or less likely to increase or decrease at any time during the term of the securities. The historical levels of the Russell 2000® Index do not give an indication of future performance of the Russell 2000® Index. Wachovia cannot make any assurance that the future performance of the Russell 2000® Index will result in holders of the securities receiving a positive total return on their investment.

We obtained the closing levels of the Russell 2000® Index listed below from Bloomberg Financial Markets, without independent verification. The actual level of the Russell 2000® Index at any exchange valuation date for the securities may bear little relation to the historical levels shown below.

The following table sets forth the published closing high, low and quarter-end levels of the Russell 2000® Index. The information given below is for the four calendar quarters in 2004, 2005 and 2006, and the first three calendar quarters in 2007. Partial data is provided for the fourth calendar quarter in 2007. On December 24, 2007, the closing level of the Russell 2000® Index was 794.39. Past movements of the Russell 2000® Index are not indicative of future levels of the Russell 2000® Index.

Quarterly High, Low and Closing Level of the Russell 2000® Index

Quarter-Start Date	Quarter-End Date	High Closing	Low Closing	Quarter-End
		Level of	Level of	Closing Level of
		the Russell 2000®	the Russell 2000®	the Russell 2000®
		Index	Index	Index
01/01/2004	03/31/2004	601.50	557.63	590.31
04/01/2004	06/30/2004	606.39	535.34	591.52
07/01/2004	09/30/2004	582.72	517.10	572.94
10/01/2004	12/31/2004	654.57	564.88	651.57
01/01/2005	03/31/2005	644.95	604.53	615.07
04/01/2005	06/30/2005	644.19	575.02	639.66
07/01/2005	09/30/2005	688.51	643.04	667.80
10/01/2005	12/31/2005	690.57	621.57	673.22
01/01/2006	03/31/2006	765.14	684.05	765.14
04/01/2006	06/30/2006	781.83	672.72	724.67
07/01/2006	09/30/2006	734.48	671.94	725.59
10/01/2006	12/31/2006	797.73	718.35	787.66
01/01/2007	03/31/2007	829.44	760.06	800.71
04/01/2007	06/30/2007	855.09	803.22	833.70
07/01/2007	09/30/2007	855.77	751.54	805.45
10/01/2007	12/24/2007	845.72	735.07	794.39

The MSCI EAFE® Index

We have derived all information regarding the MSCI EAFE® Index contained in this pricing supplement, including its make-up, method of calculation and changes in its components, from publicly available information. That information reflects the policies of, and is subject to change by MSCI. MSCI has no obligation to continue to publish the MSCI EAFE® Index, and may discontinue publication of the MSCI EAFE® Index at any time. We do not assume any responsibility for the accuracy or completeness of such information.

The MSCI EAFE® Index is a free float-adjusted market capitalization index that is designed to measure developed market equity performance in Europe, Asia, Australia and the Far East. The MSCI EAFE® Index

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consists of the following 21 developed country indices: Australia, Austria, Belgium, Denmark, Finland, France, Germany, Greece, Hong Kong, Ireland, Italy, Japan, the Netherlands, New Zealand, Norway, Portugal, Singapore, Spain, Sweden, Switzerland and the United Kingdom. The MSCI EAFE® Index is a part of a series of indices sponsored by MSCI called the MSCI Standard Index series .

Calculation of the MSCI EAFE® Index

Prices of the component securities constituting the MSCI EAFE® Index are the official exchange closing prices or prices accepted as such in the relevant market. In general, all prices are taken from the main stock exchange in each market. Closing prices are converted into U.S. dollars using the closing exchange rates calculated by the WM Company at 5 p.m. Central Europe Time. The U.S. dollar value of the MSCI EAFE® Index is calculated based on the free float-adjusted market capitalization in U.S. dollars of the component securities. The MSCI EAFE® index is published daily by MSCI through multiple vendors and in real time every 60 seconds through Reuters and Bloomberg.

The level of the MSCI EAFE® Index at any time does not reflect the payment of dividends on the stocks included in the MSCI EAFE® Index (each, a component stock). Because of this factor, the return on the securities will not be the same as the return you would receive if you were to purchase these stocks and hold them for a period equal to the term of the offered securities.

Composition and Maintenance of the MSCI EAFE® Index.

In order to ensure a broad and fair representation in the indices of the diversity of business activities in the universe, MSCI follows a bottom-up approach to index construction, building indices from the industry group level up. The bottom-up approach to index construction requires a thorough analysis and understanding of the characteristics of the equity universe. This analysis drives the individual security selection decisions and aims to reflect the overall features of the equity universe in the country index.

MSCI targets an 85% free float-adjusted market representation level within each industry group within each country. The security selection process within each industry group is based on a careful analysis of:

Each company's business activities and the diversification that its securities would bring to the MSCI EAFE® Index.

The size (based on free float-adjusted market capitalization) and liquidity of securities. All other things being equal, MSCI targets for inclusion the most sizable and liquid securities in an industry group. In addition, securities that do not meet the minimum size guidelines discussed below and/or securities with inadequate liquidity are not considered for inclusion.

The estimated free float for the company and its individual share classes. Only securities of companies with an estimated overall and/or security free float greater than 15% are, in general, considered for inclusion.

Overall, index maintenance can be described by three broad categories of implementation of changes:

Annual full country index reviews that systematically re-assess the various dimensions of the equity universe for all countries and are conducted on a fixed annual timetable.

Quarterly index reviews, aimed at promptly reflecting other significant market events.

Ongoing event-related changes, such as mergers and acquisitions, which are generally implemented in the indices as rapidly as they occur.

Potential changes in the status of countries (stand-alone, emerging, developed) follow their own separate timetables. These changes are normally implemented in one or more phases at the regular annual full country index review and quarterly index review dates.

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The objective of the annual full country review, which is carried out every May, is to systematically re-assess the various dimensions of the equity universe for all countries on a fixed annual timetable. This includes a re-appraisal of the free float-adjusted industry group representation within a country, a detailed review of the shareholder information used to estimate free float for constituent and nonconstituent securities, an update of minimum size guidelines for new and existing constituents, as well as changes typically considered for a quarterly index review as discussed below.

The quarterly index review process is designed to ensure that the indices continue to be an accurate reflection of the evolving equity marketplace. This is achieved by rapidly reflecting significant market driven changes that were not captured in the index at the time of their actual occurrence and that should not wait until the annual full country index review due to their importance.

During a quarterly index review, securities may be added to or deleted from a country index for a variety of reasons including the following:

Additions or deletions of securities, due to one or more industry groups having become significantly over- or under-represented as a result of mergers, acquisitions, restructuring and other major market events affecting that industry group.

Additions or deletions resulting from changes in industry classification, significant increases or decreases in free float, and removal or decreases of foreign ownership limitations not implemented immediately.

Replacement of companies, which are no longer suitable industry representatives.

Deletion of securities whose company and/or security free float has fallen to less than 15%.

Deletion of securities that have become very small or illiquid.

Replacement of securities (additions or deletions) resulting from the review of price sources for constituents with both domestic and foreign board quotations.

Additions or deletions of securities as a result of other market events. All ongoing event-related changes resulting from corporate events are announced prior to their implementations.

Ongoing event-related changes to the indices are the result of mergers, acquisitions, spin-offs, bankruptcies, reorganizations and other similar corporate events. Ongoing event-related changes can also result from capital reorganizations in the form of rights issues, bonus issues, public issuances and other similar corporate actions that take place on a continuing basis. These changes are reflected in the indices at the time of the event.

Historical Closing Levels of the MSCI EAFE® Index

Since its inception, the MSCI EAFE® Index has experienced significant fluctuations. Any historical upward or downward trend in the value of the MSCI EAFE® Index during any period shown below is not an indication that the value of the MSCI EAFE® Index is more or less likely to increase or decrease at any time during the term of the securities. The historical levels of the MSCI EAFE® Index do not give an indication of future performance of the MSCI EAFE® Index. Wachovia cannot make any assurance that the future performance of the MSCI EAFE® Index will result in holders of the securities receiving a positive total return on their investment.

We obtained the closing levels of the MSCI EAFE® Index listed below from Bloomberg Financial Markets, without independent verification. The actual level of the MSCI EAFE® Index at or any exchange valuation date for the securities may bear little relation to the historical levels shown below.

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The following table sets forth the published closing high, low and quarter-end levels of the MSCI EAFE[®] Index. The information given below is for the four calendar quarters in 2004, 2005 and 2006, and the first three calendar quarters in 2007. Partial data is provided for the fourth calendar quarter in 2007. On December 24, 2007, the closing level of the MSCI EAFE[®] Index was 2215.73. Past movements of the MSCI EAFE[®] Index are not indicative of future levels of the MSCI EAFE[®] Index.

Quarterly High, Low and Closing Level of the MSCI EAFE[®] Index

		High Closing	Low Closing	Quarter-End
		Level of	Level of	Closing Level
		the MSCI EAFE[®]	the MSCI EAFE[®]	of the MSCI EAFE[®]
Quarter-Start Date	Quarter-End Date	Index	Index	Index
01/01/2004	03/31/2004	1,365.62	1,286.25	1,337.07
04/01/2004	06/30/2004	1,360.32	1,226.65	1,327.97
07/01/2004	09/30/2004	1,328.19	1,258.55	1,318.03
10/01/2004	12/31/2004	1,515.48	1,329.37	1,515.48
01/01/2005	03/31/2005	1,568.18	1,462.16	1,503.85