

08-13-2002 01:43pm From-

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One Wachovia Center
301 South College Street
Charlotte, NC 28288-0013

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Senior Executive Vice President
General Counsel & Secretary

Tel 704 374-6375
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0806



WACHOVIA

August 13, 2002

Via Facsimile and UPS

Jonathan G. Katz
Secretary
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549-0609

RECEIVED
OFFICE OF THE SECRETARY

AUG 13 2002

Re: Wachovia Corporation
Securities and Exchange Commission Order No. 4-460

Dear Mr. Katz:

Pursuant to the above-referenced order, enclosed are the Statements Under Oath Regarding Facts and Circumstances Relating to Exchange Act Filings of G. Kennedy Thompson, Principal Executive Officer, and Robert P. Kelly, Principal Financial Officer, of Wachovia Corporation.

To acknowledge receipt of this letter and the enclosed statements, please file stamp the enclosed copy of this letter and return it to me in the enclosed self-addressed, stamped envelope.

Very truly yours,

Mark C. Treanor

Enclosures

cc: G. Kennedy Thompson
Robert P. Kelly

0806

**Statement Under Oath of Principal Executive Officer and Principal Financial Officer
Regarding Facts and Circumstances Relating to Exchange Act Filings**

I, Robert P. Kelly, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Wachovia Corporation, and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- Annual Report on Form 10-K for the fiscal year ended December 31, 2001 of Wachovia Corporation;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Wachovia Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

Robert P Kelly
Robert P. Kelly
August 13, 2002

Subscribed and sworn to
before me this 13th day of
August 2002.

Lisa Fitzmaurice
Notary Public

My Commission Expires: 9/9/2003

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OFFICE OF THE SECRETARY

AUG 13 2002

LISA FITZMAURICE NOTARY PUBLIC
MECKLENBURG COUNTY NORTH CAROLINA
My Commission Expires September 9, 2003