

**UNITED STATES DISTRICT COURT SOUTHERN DISTRICT OF NEW YORK**

IN RE WACHOVIA EQUITY SECURITIES LITIGATION

No. 08 Civ. 6171 (RJS) ECF Case

**PROOF OF CLAIM AND RELEASE**

**YOU MUST COMPLETE THIS CLAIM FORM AND SUBMIT IT BY JUNE 27, 2012 TO BE ELIGIBLE TO SHARE IN THE SETTLEMENT.**

If you purchased or otherwise acquired common stock issued by Wachovia Corporation (“Wachovia”) between May 8, 2006 and September 29, 2008, inclusive (the “Settlement Class Period”), including any purchase or acquisition of Wachovia common stock in connection with Wachovia’s (a) acquisitions of Golden West Financial Corp., and/or A.G. Edwards, Inc., and/or (b) April 14, 2008 common stock offering, then you may be a class member entitled to share in the settlement proceeds (“Settlement Class Member,” as further defined in the Notice) in *In re Wachovia Equity Securities Litigation*, No. 08 Civ. 6171 (the “Action”), pending in the United States District Court for the Southern District of New York (the “Court”).

To be eligible for any settlement benefits as a Settlement Class Member, you must provide the information requested in this Proof of Claim and Release form or you can complete and submit a valid online Proof of Claim and Release form by visiting the Claims Administrator’s website at [www.wachoviaequitysettlement.com](http://www.wachoviaequitysettlement.com). If submitted by mail, you must complete and sign this Proof of Claim and Release form and submit it to the Claims Administrator at the following address by first class mail, postmarked no later than June 27, 2012:

*In re Wachovia Equity Securities Litigation*  
c/o Rust Consulting, Inc.  
Claims Administrator  
PO Box 8027  
Faribault, MN 55021-9427

If you do not submit your Proof of Claim and Release form by the deadline set forth above, your claim will be rejected, and you will not receive any money in connection with the settlement of this Action. If you are a Settlement Class Member and you do not timely and validly request exclusion in connection with the settlement, you will be bound by the terms of any judgment entered in the Action, including the releases provided therein, regardless of whether you submit a Proof of Claim and Release form.

Do not mail or deliver your Proof of Claim and Release form to the Court or to any of the parties or their counsel as any such claim will be deemed not to have been submitted. Submit your Proof of Claim and Release form only to the Claims Administrator.

In completing the schedules of transactions requested in this Proof of Claim and Release form, separately list each purchase or acquisition and sale of Wachovia common stock, as applicable. Photocopy the relevant pages if more space is needed. Be sure to include and sign your name and the last four digits of your social security number or tax ID number on any additional sheets.

All purchases or acquisitions and sales of Wachovia common stock requested in this Proof of Claim and Release form must be documented by brokerage statements, confirmations or similar documents. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

For further information on the proposed settlement in this Action, please review the Notice of (I) Pendency of Class Action; (II) Proposed Settlement and Plan of Allocation; (III) Settlement Fairness Hearing; and (IV) Motion for an Award of Attorneys’ Fees and Reimbursement of Litigation Expenses.

**NOTICE REGARDING ELECTRONIC FILES:** Certain claimants with large numbers of transactions may request to, or may be requested to, submit information regarding their transactions in electronic files. To obtain the mandatory electronic filing requirements and file layout, you may visit the website at [www.wachoviaequitysettlement.com](http://www.wachoviaequitysettlement.com) or you may e-mail the Claims Administrator at [info@wachoviaequitysettlement.com](mailto:info@wachoviaequitysettlement.com). Any file not in accordance with the required electronic filing format will be subject to rejection. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues a report after processing your file with your claim numbers and respective account information. Do not assume that your file has been received or processed until you receive this report. If you do not receive this report, you should contact the electronic filing department at [info@wachoviaequitysettlement.com](mailto:info@wachoviaequitysettlement.com) to inquire about your file and confirm it was received and acceptable.

**QUESTIONS? PLEASE CONTACT THE CLAIMS ADMINISTRATOR AT (888) 773-8390**

**[INFO@WACHOVIAEQUITYSETTLEMENT.COM](mailto:INFO@WACHOVIAEQUITYSETTLEMENT.COM) OR VISIT**

**[WWW.WACHOVIAEQUITYSETTLEMENT.COM](http://WWW.WACHOVIAEQUITYSETTLEMENT.COM)**

**MUST BE POSTMARKED  
NO LATER THAN  
JUNE 27, 2012**

*In re Wachovia Equity Securities Litigation*  
**No. 08 Civ. 6171 (RJS)**  
**PROOF OF CLAIM AND RELEASE**

For Official Use Only

01

Use Blue or Black Ink Only

**PART I. CLAIMANT IDENTIFICATION**

Page 1 of 4

Section A. Complete this Section ONLY if the Claimant is an individual, joint, or IRA account

Last Name (Claimant)	First Name (Claimant)
<input type="text"/>	<input type="text"/>
Last Name (Joint Claimant, if applicable)	First Name (Joint Claimant, if applicable)
<input type="text"/>	<input type="text"/>
Name of Custodian/Representative, if applicable	
<input type="text"/>	
If the account is an IRA, please include "IRA" in the "Last Name" box above (e.g., Jones IRA)	

Section B. Complete this Section ONLY if the Claimant is an entity; i.e., corporation, trust, etc.

Entity Name
<input type="text"/>
Name of Representative, if applicable (Administrator, trustee, c/o, etc.)
<input type="text"/>

Section C. Identity of Claimant (check only one)

<input type="checkbox"/> Individual/Sole Proprietor	<input type="checkbox"/> Joint Owners	<input type="checkbox"/> Corporation	<input type="checkbox"/> IRA	<input type="checkbox"/> Partnership
<input type="checkbox"/> Estate	<input type="checkbox"/> Trust	<input type="checkbox"/> UGMA Custodian	<input type="checkbox"/> Pension Plan	<input type="checkbox"/> Other: _____

Section D. Contact Information

Number and Street or P.O. Box		
<input type="text"/>		
City	State	Zip Code
<input type="text"/>	<input type="text"/>	<input type="text"/>
Foreign Province and Postal Code	Foreign Country	
<input type="text"/>	<input type="text"/>	
Telephone Number (Day)	Telephone Number (Evening)	
<input type="text"/>	<input type="text"/>	
E-mail Address	Account Number	
<input type="text"/>	<input type="text"/>	
Social Security Number (for individuals)	or	Employer Identification Number (for entities)
<input type="text"/>		<input type="text"/>



**PART II: SCHEDULE OF TRANSACTIONS IN WACHOVIA COMMON STOCK**

**COMMON STOCK BEGINNING HOLDINGS**

A. Number of shares of Wachovia common stock held at the beginning of trading on **May 8, 2006**. (If none, write "zero" or "0"; if other than zero, must be documented)

**COMMON STOCK PURCHASES**

B. Purchases or acquisitions of Wachovia common stock during the period **May 8, 2006 – December 26, 2008**, inclusive, including shares (if any) acquired in connection with Wachovia's April 14, 2008 common stock offering, but **excluding** shares (if any) received pursuant to Wachovia's acquisitions of Golden West Financial Corp., and/or A.G. Edwards, Inc.

Trade Date Month/Day/Year (List Chronologically)	Number of Shares Purchased or Acquired	Purchase or Acquisition Price Per Share	Net Purchase or Acquisition Price (less commissions and fees)
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**COMMON STOCK ACQUISITIONS**

C. Number of shares of Wachovia common stock acquired in connection with Wachovia's acquisition of Golden West Financial Corp. on or about October 2, 2006 (if any).

D. Number of shares of Wachovia common stock acquired in connection with Wachovia's acquisition of A.G. Edwards, Inc. on or about October 1, 2007 (if any).

**COMMON STOCK SALES**

E. Sales of Wachovia common stock during the period **May 8, 2006 - December 26, 2008**, inclusive.

Trade Date Month/Day/Year (List Chronologically)	Number of Shares Sold	Sale Price Per Share	Net Sale Price (less commissions and fees)
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**COMMON STOCK ENDING HOLDINGS**

F. Number of shares of Wachovia common stock held at the close of trading on **December 26, 2008**: (If none, write "zero" or "0"; if other than zero, must be documented)

If you require additional space to list your transactions, you must photocopy this page and check this box   
 If you do not check this box, these additional pages will not be reviewed.

**PART III: RELEASE**

I/We request payment from the Wachovia Defendants as provided for in the Settlement, and I/we agree to the terms set out below:

I/We hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever compromise, settle, release, resolve, relinquish, waive, discharge and dismiss each and every Released Equity Claim (as defined below) as against all of the Released Defendant Persons (as defined below), and that I/we shall forever be enjoined from prosecuting any or all of the Released Equity Claims against any of the Released Defendant Persons.



“Released Equity Claims” means any and all claims, rights, demands, liabilities, or causes of action of every nature and description whatsoever (including, but not limited to, any claims for damages, interest, attorneys’ fees, expert or consulting fees, and any other costs, expenses, or liabilities whatsoever), to the fullest extent that the law permits their release in this Action, by or on behalf of the Lead Equity Plaintiffs or any other Settlement Class Members against any of the Released Defendant Persons that have been alleged or could have been alleged in the Action (or in any forum or proceeding or otherwise), whether based on federal, state, local, statutory, or common law or any other law, rule, or regulation, whether known claims or Unknown Claims, whether class, representative, or individual in nature, whether fixed or contingent, accrued or unaccrued, liquidated or unliquidated, whether at law or in equity, matured or unmatured, and that (i) are based on, related to, or arise out of the allegations, transactions, facts, matters, events, disclosures, statements, occurrences, circumstances, representations, conduct, acts or omissions or failures to act that have been or could have been alleged or asserted in the Action (or in any forum or proceeding or otherwise), and/or (ii) related to or arising out of Lead Equity Plaintiffs’ or any other Settlement Class Member’s purchase, acquisition, holding or sale or other disposition of Wachovia common stock during the Settlement Class Period; provided, however, that the Released Equity Claims shall not include claims relating to the enforcement of the Settlement contemplated by the Stipulation and Agreement of Settlement dated January 20, 2012 (the “Stipulation”).<sup>1</sup>

“Unknown Claims” means any Released Equity Claims which Lead Equity Plaintiffs or any other Settlement Class Member does not know or suspect to exist in his, her or its favor at the time of the release of the Released Defendant Persons, and any Released Defendant Persons’ Claims which any Released Defendant Person does not know or suspect to exist in his, her, or its favor at the time of the release of the Equity Plaintiff-Related Releasees, which, if known by him, her or it, might have affected his, her or its decision(s) with respect to this Settlement. With respect to any and all Released Claims, the Settling Parties stipulate and agree that, upon the Effective Date, Lead Equity Plaintiffs and each of the Wachovia Defendants shall expressly waive, and each of the other Settlement Class Members and each of the other Released Defendant Persons shall be deemed to have waived, and by operation of the Judgment shall have expressly waived, any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States, or principle of common law or foreign law, which is similar, comparable, or equivalent to California Civil Code § 1542, which provides:

A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor.

Lead Equity Plaintiffs and each of the Wachovia Defendants acknowledge, and each of the other Settlement Class Members and each of the other Released Defendant Persons shall be deemed by operation of law to have acknowledged, that the foregoing waiver was separately bargained for and a key element of the Settlement.

“Released Defendant Persons” means the Defendants, their respective present and former direct and/or indirect parents, subsidiaries, divisions and affiliates and their respective present and former employees, members, partners, principals, officers, directors, attorneys, advisors, administrators, representatives, accountants, auditors, insurers and agents; the predecessors, successors, estates, heirs, executors, trusts, trustees, administrators, and assigns of each of them, in their capacity as such; and any firm, trust, corporation or other entity in which any Defendant has or had a controlling interest; and the Immediate Family members of the Individual Defendants.

Any capitalized terms not otherwise defined in this Proof of Claim and Release form shall have the meaning set forth in the Stipulation, a copy of which (with exhibits) may be obtained as explained in the Notice.

**PART IV: SUBSTITUTE FORM W-9 AND SIGNATURE**

**A. Request for Taxpayer Identification Number (“TIN”)**

Claimant Name:

Check appropriate box:

Individual    Joint Owners    Corporation    Estate    Trust    IRA    Other:

Enter TIN on appropriate line. For individuals, this is your social security number (“SSN”). For sole proprietors, you must show your individual name, but you may also enter your business or “doing business as” name. You may enter either your SSN or your Employer Identification Number.

Social Security Number

or

Employer Identification Number

\_ \_ \_ - \_ \_ - \_ \_ \_ \_ \_

\_ \_ - \_ \_ \_ \_ \_ \_ \_ \_

<sup>1</sup> Released Equity Claims do not include, release, bar, waive, impair or otherwise impact any of the claims which were asserted in the actions styled *In re Wachovia Preferred Securities and Bond/Notes Litigation*, Master File No. 09 Civ. 6351 (S.D.N.Y.) (RJS), *Stichting Pensioenfonds ABP v. Wachovia Corp., et al.*, Master File No. 09 Civ. 4473 (S.D.N.Y.) (RJS), and *FC Holdings AB, et al. v. Wells Fargo & Co., et al.*, No. 09 Civ. 5466 (S.D.N.Y.) (RJS).



UNDER THE PENALTIES OF PERJURY, I (WE) CERTIFY THAT:

The number shown on this form is my/our correct Taxpayer Identification Number; and I (we) certify that I am (we are) NOT subject to backup withholding under the provisions of Section 3406 (a)(1)(C) of the Internal Revenue Code because: (a) I am (we are) exempt from backup withholding; or (b) I (we) have not been notified by the Internal Revenue Service that I am (we are) subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me (us) that I am (we are) no longer subject to backup withholding.

**NOTE: If you have been notified by the IRS that you are subject to backup withholding, you must cross out the word "NOT" above and check here.**

The Internal Revenue Service does not require your consent to any provision of this document other than the certification required to avoid backup withholding.

NOTE: If you require the instructions for Completing Substitute Form W-9, please make a written request to us at: *In re Wachovia Equity Sec. Litig.*, c/o Rust Consulting, Inc., PO Box 8027, Faribault, MN 55021-9427. Please note that your accountant should also be able to provide you with these instructions.

**PART V: SIGNATURE**

**UNDER THE PENALTY OF PERJURY, I (WE) CERTIFY THAT ALL OF THE INFORMATION I (WE) PROVIDED ON THIS PROOF OF CLAIM AND RELEASE FORM IS TRUE, CORRECT AND COMPLETE.**

**Signature of Claimant (if this claim is being made on behalf of Joint Claimants, then each must sign.)**

Executed this \_\_\_\_ day of \_\_\_\_\_, 2012 in \_\_\_\_\_, \_\_\_\_\_.  
(City) (State/Country)

[Signature box]

Signature of Claimant

[Name box]

(Type/print Name of Claimant)

[Signature box]

Signature of Joint Claimant, if any

[Name box]

(Type/print Name of Joint Claimant, if any)

**If Claimant is other than an individual, or is not the person completing this form, the following also must be provided:**

[Signature box]

Signature of Person Completing Form

[Name box]

(Type/print Name of Person Completing Form)

[Capacity box]

Capacity of Person(s) Signing, e.g., Beneficial Purchaser or Acquirer, Executor or Administrator, etc.)

NOTE: Separate Proof of Claim and Release forms should be submitted for each separate legal entity (e.g., a claim from Joint Owners should not include separate transactions of just one of the Joint Owners, an Individual should not combine his or her IRA transactions with transactions made solely in the Individual's name). Conversely, a single Proof of Claim and Release form should be submitted on behalf of one legal entity including all transactions made by that entity no matter how many separate accounts that entity has (e.g., a corporation with multiple brokerage accounts should include all transactions in Wachovia common stock) during the Class Period on one Proof of Claim and Release form, no matter how many accounts the transactions were made in.

**ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME. - THANK YOU FOR YOUR PATIENCE.**

**REMINDER CHECKLIST**

1. Please sign the Signature Section of the Proof of Claim and Release form.
2. If this Proof of Claim and Release form is being made on behalf of Joint Claimants, then both must sign.
3. For an overview of what constitutes adequate supporting documentation, visit [www.wachoviaequitysettlement.com](http://www.wachoviaequitysettlement.com).
4. Remember to attach supporting documentation, if available.
5. **DO NOT SEND ORIGINALS OF ANY SUPPORTING DOCUMENTS.**
6. Keep a copy of your Proof of Claim and Release form and all documentation submitted for your records.
7. If you desire an acknowledgment of receipt of your Proof of Claim and Release form, please send it Certified Mail, Return Receipt Requested.
8. If you move, please send your new address to the Claims Administrator at the address below:  
*In re Wachovia Equity Securities Litigation*  
c/o Rust Consulting, Inc.  
Claims Administrator  
P.O. Box 8027  
Faribault, MN 55021-9427
9. **Do not use highlighter on the Proof of Claim and Release form or supporting documentation.**

