

UNITED STATES OF AMERICA
DEPARTMENT OF THE TREASURY
COMPTROLLER OF THE CURRENCY

In the Matter of:

Wells Fargo Bank, N.A.
Sioux Falls, South Dakota

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AA-EC-2016-66

CONSENT ORDER

The Comptroller of the Currency of the United States of America (“Comptroller”), through his national bank examiners, has examined the affairs of Wells Fargo Bank, N.A., Sioux Falls, South Dakota (“Wells Fargo” or “Bank”), and has identified (1) deficiencies and unsafe or unsound practices in the Bank’s risk management and oversight of the Bank’s sales practices, and (2) unsafe or unsound sales practices by the Bank. The OCC has informed the Bank of the findings resulting from the examinations.

The Bank, by and through its duly elected and acting Board of Directors (“Board”), has executed a Stipulation and Consent to the Issuance of a Consent Order, dated September 6, 2016, that is accepted by the Comptroller (“Stipulation”). By the Stipulation, which is incorporated herein by reference, the Bank has consented to the issuance of this Consent Cease and Desist Order (“Order”) by the Comptroller.

ARTICLE I

COMPTROLLER’S FINDINGS

The Comptroller finds, and the Bank neither admits nor denies, the following:

(1) The Bank’s business model emphasized sales of the Bank’s products and services to Bank customers. As part of this model, the Bank set sales goals and established an incentive

compensation structure that emphasized sales of Bank products and services to customers by Bank employees.

(2) In the course of its ongoing supervision of the Bank, the OCC has identified the following deficiencies and unsafe or unsound practices in the Bank's risk management and oversight of the Bank's sales practices:

- (a) The incentive compensation program and plans within the Community Bank Group were not aligned properly with local branch traffic, staff turnover, or customer demand, and they fostered the unsafe or unsound sales practices described in Paragraph (3) of this Article and pressured Bank employees to sell Bank products not authorized by the customer.
- (b) The Bank lacked an Enterprise-Wide Sales Practices Oversight Program and thus failed to provide sufficient oversight to prevent and detect the unsafe or unsound sales practices described in Paragraph (3) of this Article and failed to mitigate the risks that resulted from such sales practices.
- (c) The Bank lacked a comprehensive customer complaint monitoring process that impeded the Bank's ability to:
 - (1) assess customer complaint activity across the Bank;
 - (2) adequately monitor, manage, and report on customer complaints;
 - and
 - (3) analyze and understand the potential sales practices risk.
- (d) The Bank's Community Bank Group failed to adequately oversee sales practices and failed to adequately test and monitor branch employee sales practices.

- (e) The Bank's audit coverage was inadequate because it failed to include in its scope an enterprise-wide view of the Bank's sales practices.

(3) In the course of its ongoing supervision, the OCC has identified the following unsafe or unsound sales practices in the Bank's Community Bank Group (referred to as "unsafe or unsound sales practices" within this Order):

- (a) The selling of unwanted deposit or credit card accounts.
- (b) The unauthorized opening of deposit or credit card accounts.
- (c) The transfer of funds from authorized, existing accounts to unauthorized accounts ("simulated funding").
- (d) Unauthorized credit inquiries for purposes of the conduct described in subparagraphs (a) and (b) of this paragraph.

(4) By reason of the conduct set forth in Paragraphs (2) and (3) above, the Bank engaged in reckless unsafe or unsound banking practices that were part of a pattern of misconduct.

(5) By reason of the conduct set forth in Paragraph (3) above, the Bank was unjustly enriched.

Pursuant to the authority vested in him by the Federal Deposit Insurance Act, as amended, 12 U.S.C. § 1818(b), the Comptroller hereby ORDERS that:

ARTICLE II

COMPLIANCE COMMITTEE

(1) The Board shall appoint and maintain a Compliance Committee of at least three (3) members, of which a majority shall be directors who are not employees or officers of the Bank or any of its subsidiaries or affiliates. The Compliance Committee shall be responsible

for monitoring and overseeing the Bank's compliance with the provisions of this Order. The Compliance Committee shall meet quarterly and maintain minutes of its meetings at which compliance with this Order is discussed.

(2) Within ninety (90) days of the effective date of this Order, and thereafter within thirty (30) days after the end of each quarter, the Compliance Committee shall submit a written progress report to the Board setting forth in detail the actions taken to comply with each Article of this Order, and the results and status of those actions. The progress report shall include information sufficient to validate compliance with this Order.

(3) Upon receiving the Compliance Committee's report, the Board shall forward a copy of the report, with any additional comments by the Board, to the Examiner-in-Charge within ten (10) days of the first Board meeting following receipt of such report, unless additional time is granted by the Examiner-in-Charge through a written determination of no supervisory objection.

ARTICLE III

COMPREHENSIVE ACTION PLAN

(1) Within sixty (60) days of the effective date of this Order, the Bank shall submit to the Examiner-in-Charge, for review and written determination of no supervisory objection by the Deputy Comptroller, a plan, which has been reviewed and approved by the Board, that contains a complete description of the actions that are necessary and appropriate to achieve compliance with Articles IV through IX of this Order ("Action Plan"). In the event the Deputy Comptroller asks the Bank to revise the Action Plan, the Bank shall promptly make necessary and appropriate revisions and resubmit the Action Plan to the Examiner-in-Charge for review and determination of no supervisory objection by the Deputy Comptroller.

(2) The Action Plan shall specify timelines for completion of each of the requirements of Articles IV through IX of this Order. The timelines in the Action Plan shall be consistent with any deadlines set forth in this Order, unless modified by written agreement with the Deputy Comptroller.

(3) Upon receiving written notice of no supervisory objection from the Deputy Comptroller, the Board shall ensure that the Bank implements and thereafter adheres to the Action Plan. Following implementation of the Action Plan, the Bank shall not take any action that will cause a significant deviation from, or material change to the Action Plan, unless and until the Bank has received a prior written determination of no supervisory objection from the Deputy Comptroller.

(4) The Board shall ensure that the Bank achieves and thereafter maintains compliance with this Order, including, without limitation, successful implementation of the Action Plan. The Board shall further ensure that, upon implementation of the Action Plan, the Bank achieves and maintains an enterprise-wide risk management program designed to prevent and detect unsafe or unsound sales practices. In each instance in this Order in which the Board is required to ensure adherence to or undertake to perform certain obligations of the Bank, it is intended to mean that the Board shall:

- (a) require the timely reporting by Bank management of such actions directed by the Board to be taken under this Order;
- (b) follow-up on any non-compliance with such actions in a timely and appropriate manner; and
- (c) require corrective action be taken in a timely manner for any non-compliance with such actions.

(5) Any independent consultant or auditor engaged by the Bank or the Board to assist in the assessment of the Action Plan or other compliance with this Order must have demonstrated and specialized experience with sales practices and incentive compensation, and must not be subject to any conflict of interest affecting the consultant's or auditor's independence.

ARTICLE IV

ENTERPRISE-WIDE RISK REVIEW OF SALES PRACTICES RISK

(1) Within forty-five (45) days of this Order, the Bank shall retain an independent consultant to conduct an independent review of the Bank's enterprise-wide governance and risk management of sales practices related to deposit accounts, credit card accounts, unsecured lines of credit, and related services ("Sales Practices Risk Review") and prepare a written report of findings and recommendations ("Sales Practices Risk Report") within one hundred and eighty (180) days of retention of the independent consultant. The purpose of the Sales Practices Risk Review shall be to conduct a comprehensive review of the following (including, as appropriate, systems and controls to ensure the effectiveness of policies and procedures):

- (a) mission statements and corporate strategy relating to the Bank's sales goals and product sales strategy;
- (b) whether employee performance rating and incentive plans relating to product sales undergo an appropriate and regular risk review;
- (c) the governance structure of risk management in each line of business, including, but not limited to the Community Bank Group, and the policies and procedures for monitoring the sales practices of employees in each line of business, including the Community Bank Group;

- (d) policies and procedures for identifying and monitoring indicators that unsafe or unsound sales practices are occurring; and
- (e) policies, procedures, and controls for obtaining customer consent and retaining evidence of that consent prior to the sale or issuance of a product to a consumer.

(2) In addition, the independent consultant shall conduct an independent analysis of the unsafe or unsound sales practices (“Sales Practices Analysis”) to determine the root cause of these issues and shall prepare a written report of the analysis, findings, and conclusions (“Sales Practices Analysis Report”) within one-hundred and eighty (180) days of the retention of the independent consultant. Within ten (10) days of its completion, the Sales Practices Analysis Report shall be submitted to the Examiner-in-Charge.

(3) The Bank shall submit to the Examiner-in-Charge a copy of the engagement letter or agreement establishing the terms of the engagement for the independent consultant required by Paragraph (1) of this Article. If the Examiner-in-Charge recommends changes to the engagement letter or agreement, the Bank shall modify the engagement letter or agreement to incorporate those changes, or suggest alternative changes that are acceptable to the Examiner-in-Charge.

(4) The supporting materials associated with the Sales Practices Risk Review and Sales Practices Analysis shall be made available to the OCC upon request.

(5) The Board shall revise the Action Plan described in Article III of this Order to address the findings from the Sales Practices Risk Review Report and Sales Practices Analysis Report.

ARTICLE V

ENTERPRISE-WIDE SALES PRACTICES RISK MANAGEMENT AND OVERSIGHT PROGRAM

(1) Within one hundred twenty (120) days of this Order, the Bank shall develop an enterprise-wide sales practices risk management and oversight program. The Board or Compliance Committee shall approve and cause the Bank to submit this Risk Management and Oversight Program to the Examiner-in-Charge for prior review and determination of no supervisory objection. At a minimum, this Risk Management and Oversight Program shall require:

- (a) a written corporate values statement regarding compliance, which shall be communicated across the Bank;
- (b) the integration and implementation of policies and procedures for reporting and escalating sales practices information to the Board, Board-level committees, and executive management in a timely manner;
- (c) the establishment of key risk indicator metrics at both the enterprise and line of business, or group, levels, which at a minimum shall include the use of certain information to monitor for unsafe or unsound sales practices. This information shall include, at a minimum, customer surveys, customer complaints, Bank employee ethics allegations or complaints, and Corporate Investigation metrics;
- (d) a comprehensive written assessment of any new or materially revised incentive structure, to be conducted prior to the implementation of each new incentive structure and each material revision to the existing incentive structure, for personnel involved in sales practices enterprise-wide to

ensure that the risks from the new or revised incentive compensation structure are controlled;

- (e) policies and procedures to ensure that complaints received in the customer complaint system and employee ethics line system are reviewed, evaluated, and escalated as appropriate, and that such review, evaluation, and escalation is timely;
- (f) policies and procedures to ensure that employee terminations involving unsafe or unsound sales practices include an assessment of customer harm and appropriate remediation for any resulting customer harm;
- (g) the education and training of all appropriate Bank personnel to ensure their awareness of applicable laws, rules, regulations, regulatory guidance and Bank policies and procedures;
- (h) comprehensive written policies and procedures for identifying and reporting any unsafe or unsound sales practices by Bank employees in a timely manner to a specified executive risk manager at the Bank. The manager to whom such reports are made shall be independent of the unit in which the alleged unsafe or unsound sales practices occurred; and
- (i) written policies and procedures to ensure that risk management, legal, internal audit, and corporate compliance programs have the requisite authority and status within the Bank so that appropriate review of sales practices may occur and deficiencies are identified and properly remedied.

(2) Upon receipt of a determination of no supervisory objection to the Risk Management and Oversight Program submitted pursuant to Paragraph (1) of this Article, the

Board or Compliance Committee shall adopt, and thereafter ensure that the Bank implements and adheres to, the Risk Management and Oversight Program. Any material proposed changes or deviations from the approved Risk Management and Oversight Program shall be submitted in writing to the Examiner-in-Charge for prior supervisory review and non-objection.

(3) The Compliance Committee shall ensure that there is oversight of the Risk Management and Oversight Program required by this Article by the Bank's senior risk managers, senior management, and the Compliance Committee.

ARTICLE VI

ENTERPRISE COMPLAINTS MANAGEMENT POLICY

(1) Within ninety (90) days of the Order, the Board or Compliance Committee shall approve and cause the Bank to submit enterprise-wide policies and procedures for tracking, managing, and reporting customer complaints to the Examiner-in-Charge for a determination of no supervisory objection.

(2) Upon receipt of a determination of no supervisory objection to the policies and procedures submitted pursuant to Paragraph (1) of this Article, the Board or Compliance Committee shall adopt, and thereafter ensure that the Bank implements and adheres to, these policies and procedures. Any proposed changes or deviations from the approved policies and procedures required by Paragraph (1) of this Article shall be submitted in writing to the Examiner-in-Charge for prior supervisory review and non-objection.

ARTICLE VII

INTERNAL AUDIT

(1) Within ninety (90) days of the Order, the Bank shall review and revise, in writing, the existing monitoring and testing program of Wells Fargo Audit Services ("WFAS"). The

Board or Compliance Committee shall oversee the revision of the WFAS program, and thereafter ensure Bank adherence to the revised program. The revised program shall include, at a minimum:

- (a) written policies and procedures to ensure that there is an enterprise view of sales practices; and
- (b) written policies and procedures to ensure that Corporate Investigations, Corporate customer complaints, and Ethics Line processes are included in the monitoring and testing program and that a written audit opinion for each of these areas is provided.

(2) The Bank shall provide copies of the revised program required by Paragraph (1) of this Article to the Examiner-in-Charge.

ARTICLE VIII

REIMBURSEMENT

(1) Within ninety (90) days of this Order, the Bank shall provide a reimbursement plan (“Reimbursement Plan”), approved by its Board or the Compliance Committee, and submit it to the Examiner-in-Charge for review and prior determination of no supervisory objection by the Deputy Comptroller. The Reimbursement Plan shall include the following:

- (a) A description of the methods used and the time necessary to compile a list of potential harmed customers.
- (b) A description of the methods used to calculate the amount of reimbursement to be paid to each harmed customer.
- (c) A description of the procedures for the issuance and tracking of reimbursement.

(d) A description of the procedures for monitoring compliance with the Reimbursement Plan.

(e) Assurance that internal audit will validate the implementation of this plan.

(2) The Bank represents that it has initiated a plan to reimburse deposit customers who were identified as having incurred fees in connection with potential simulated funding, and credit card customers for reasons outlined in Article I of this Order. This plan shall be documented as part of the Reimbursement Plan required by this Article, shall be subject to the requirements of this Article, and shall include an accounting of amounts the Bank has already reimbursed to such customers.

(3) Upon receipt of a determination of no supervisory objection to the Reimbursement Plan, the Board or Compliance Committee shall ensure that the Bank implements and adheres to the Reimbursement Plan. Any proposed changes to or deviations from the approved Reimbursement Plan shall be submitted in writing to the Examiner-in-Charge for prior supervisory review and non-objection.

ARTICLE IX

ASSESSMENT OF REIMBURSEMENT

(1) Within one hundred twenty (120) days from the completion of reimbursement under the Reimbursement Plan, as detailed in Article VIII, Bank Internal Audit shall review and assess compliance with the terms of the Reimbursement Plan (“Reimbursement Review”).

(2) The Reimbursement Review shall include an assessment of the Reimbursement Plan and the methodology used to determine the population of harmed customers, the amount of reimbursement for each harmed customer, and the procedures used to issue and track reimbursement payments.

(3) The Reimbursement Review shall be completed and summarized in a written report (the “Reimbursement Review Report”), which shall be completed within thirty (30) days of completion of the Reimbursement Review. Within ten (10) days of its completion, the Reimbursement Review Report shall be submitted to the Examiner-in-Charge and the Compliance Committee.

(4) Any (including all draft and finalized) communications, workpapers, or work product related to the Reimbursement Review shall be made available to the OCC immediately upon request of the Deputy Comptroller or Examiner-in-Charge.

ARTICLE X

APPROVAL, IMPLEMENTATION, AND REPORTS

(1) The Bank shall submit the written plans, programs, policies, and procedures required by this Order for review and determination of no supervisory objection to the Examiner-in-Charge within the applicable time periods set forth in Articles IV through IX. The Board shall ensure that the Bank submits the plans, programs, policies, and procedures to the Examiner-in-Charge for prior written determination of no supervisory objection. In the event the Examiner-in-Charge or Deputy Comptroller asks the Bank to revise the plans, programs, policies, or procedures, the Bank shall promptly make necessary and appropriate revisions and resubmit the materials to the Examiner-in-Charge for review and determination of no supervisory objection. Upon receiving written notice of no supervisory objection from the Examiner-in-Charge or Deputy Comptroller, the Board shall ensure that the Bank implements and thereafter adheres to the plans, programs, policies, and procedures.

(2) During the term of this Order, the required plans, programs, policies, and procedures shall not be amended or rescinded in any material respect without a prior written determination of no supervisory objection from the Deputy Comptroller.

(3) During the term of this Order, the Bank shall revise the required plans, programs, policies, and procedures as necessary to incorporate new, or changes to, applicable legal requirements and supervisory guidelines.

(4) The Board shall ensure that the Bank has processes, personnel, and control systems to ensure implementation of and adherence to the plans, programs, policies, and procedures required by this Order.

(5) All communication regarding this Order shall be sent to:

(a) Bradley Linskens
Examiner-in-Charge
OCC National Bank Examiners
343 Sansome Street, Suite 1150
San Francisco, CA 94104

or such other individuals or addresses as directed by the OCC.

ARTICLE XI

OTHER PROVISIONS

(1) Although this Order requires the Bank to submit certain actions, plans, programs, and policies for the review or prior written determination of no supervisory objection by the Deputy Comptroller or Examiner-in-Charge, the Board has the ultimate responsibility for proper and sound management of the Bank.

(2) If, at any time, the Comptroller deems it appropriate in fulfilling the responsibilities placed upon him by the several laws of the United States to undertake any action

affecting the Bank, nothing in this Order shall in any way inhibit, estop, bar, or otherwise prevent the Comptroller from so doing.

(3) This Order constitutes a settlement of the cease and desist proceeding against the Bank contemplated by the Comptroller, based on the practices described in the Comptroller's Findings set forth in Article I of this Order. The Comptroller releases and discharges the Bank from all potential liability for a cease and desist order that has been or might have been asserted by the Comptroller based on the practices described in Article I of this Order, to the extent known to the Comptroller as of the effective date of the Order. Nothing in the Stipulation or the Order, however, shall prevent the Comptroller from:

- (a) instituting enforcement actions, other than a cease and desist order, against the Bank based on the findings set forth in Article I of this Order;
- (b) instituting enforcement actions against the Bank based on any other findings;
- (c) instituting enforcement actions against the Bank's institution-affiliated parties based on the findings set forth in Article I of this Order, or any other findings; or
- (d) utilizing the findings set forth in Article I of this Order in future enforcement actions against the Bank or its institution-affiliated parties to establish a pattern or the continuation of a pattern.

Further, nothing in the Stipulation or this Order shall affect any right of the Comptroller to determine and ensure compliance with the terms and provisions of the Stipulation or this Order.

(4) This Order is and shall become effective upon its execution by the Comptroller, through his authorized representative whose hand appears below. The Order shall remain

effective and enforceable, except to the extent that, and until such time as, any provision of this Order shall be amended, suspended, waived, or terminated in writing by the Comptroller or his authorized representative.

(5) Any time limitations imposed by this Order shall begin to run from the effective date of this Order, as shown below, unless the Order specifies otherwise. The time limitations may be extended in writing by the Deputy Comptroller for good cause upon written application by the Board or the Compliance Committee. Any request to extend any time limitation shall include a statement setting forth in detail the special circumstances that prevent the Bank from complying with the time limitation, and shall be accompanied by relevant supporting documentation. The Deputy Comptroller's decision regarding the request is final and not subject to further review.

(6) The terms and provisions of this Order apply to the Bank and its subsidiaries, even though those subsidiaries are not named as parties to this Order. The Bank shall integrate any activities done by a subsidiary into its plans, policies, programs, and processes required by this Order. The Bank shall ensure that its subsidiaries comply with all terms and provisions of this Order.

(7) This Order is intended to be, and shall be construed to be, a final order issued pursuant to 12 U.S.C. § 1818(b), and expressly does not form, and may not be construed to form, a contract binding the Comptroller or the United States. Without limiting the foregoing, nothing in this Order shall affect any action against the Bank or its institution-affiliated parties by a bank regulatory agency, the United States Department of Justice, or any other law enforcement agency.

(8) The terms of this Order, including this paragraph, are not subject to amendment or modification by any extraneous expression, prior agreements, or prior arrangements between the parties, whether oral or written.

IT IS SO ORDERED, this 6 day of September, 2016.

//S//Greg Coleman

Greg Coleman
Deputy Comptroller
Large Bank Supervision

UNITED STATES OF AMERICA
DEPARTMENT OF THE TREASURY
OFFICE OF THE COMPTROLLER OF THE CURRENCY

In the Matter of:

Wells Fargo Bank, N.A.
Sioux Falls, South Dakota

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AA-EC-2016-66

**STIPULATION AND CONSENT TO THE ISSUANCE
OF A CONSENT ORDER**

WHEREAS, the Office of the Comptroller of the Currency (“OCC”), based upon information derived from the exercise of its regulatory and supervisory responsibilities, intends to issue a cease and desist order to Wells Fargo Bank, N.A., Sioux Falls, South Dakota (“Bank”), pursuant to 12 U.S.C. § 1818(b), for the Bank’s unsafe or unsound practices in its risk management and oversight of its sales practices, and the Bank’s unsafe or unsound sales practices;

WHEREAS, in the interest of cooperation and to avoid additional costs associated with administrative and judicial proceedings with respect to the above matter, the Bank, through its duly elected and acting Board of Directors, has agreed to execute this Stipulation and Consent to the Issuance of a Consent Order (“Stipulation”), that is accepted by the OCC, through the duly authorized representative of the Comptroller of the Currency (“Comptroller”);

NOW, THEREFORE, in consideration of the above premises, it is stipulated by the Bank that:

ARTICLE I

JURISDICTION

(1) The Bank is an “insured depository institution” as that term is defined in 12 U.S.C. § 1813(c)(2).

(2) The Bank is a “national banking association” within the meaning of 12 U.S.C. § 1813(q)(1)(A), and is chartered and examined by the OCC. *See* 12 U.S.C. § 1 *et seq.*

(3) The OCC is the “appropriate Federal banking agency” as that term is defined in 12 U.S.C. § 1813(q) and is therefore authorized to initiate and maintain this cease and desist action against the Bank pursuant to 12 U.S.C. § 1818(b).

ARTICLE II

CONSENT

(1) The Bank, without admitting or denying any wrongdoing, consents and agrees to issuance of the accompanying Consent Order by the OCC.

(2) The terms and provisions of the Consent Order apply to the Bank and all of its subsidiaries, even though those subsidiaries are not named as parties to the Consent Order.

(3) The Bank consents and agrees that the Consent Order shall be deemed an “order issued with the consent of the depository institution” pursuant to 12 U.S.C. § 1818(h)(2), and consents and agrees that the Consent Order shall become effective upon its execution by the OCC through the Comptroller’s duly authorized representative, and shall be fully enforceable by the Comptroller pursuant to 12 U.S.C. § 1818(i).

(4) Notwithstanding the absence of mutuality of obligation, or of consideration, or of a contract, the OCC may enforce any of the commitments or obligations herein undertaken by the Bank under its supervisory powers, including 12 U.S.C. § 1818(b), and not as a matter of

contract law. The Bank expressly acknowledges that neither the Bank nor the OCC has any intention to enter into a contract.

(5) The Bank declares that no separate promise or inducement of any kind has been made by the OCC, or by its officers, employees, or agents, to cause or induce the Bank to consent to the issuance of the Consent Order and/or execute this Stipulation.

(6) The Bank expressly acknowledges that no officer, employee, or agent of the OCC has statutory or other authority to bind the United States, the United States Treasury Department, the OCC, or any other federal bank regulatory agency or entity, or any officer, employee, or agent of any of those entities to a contract affecting the OCC's exercise of its supervisory responsibilities.

(7) The Consent Order constitutes a settlement of the cease and desist proceeding against the Bank contemplated by the OCC, based on the practices described in the Comptroller's Findings set forth in Article I of the Consent Order. The OCC releases and discharges the Bank from all potential liability for a cease and desist order that has been or might have been asserted by the OCC based on the practices described in Article I of the Consent Order, to the extent known to the OCC as of the effective date of the Consent Order. Nothing in this Stipulation or the Consent Order, however, shall prevent the OCC from:

- (a) Instituting enforcement actions, other than a cease and desist order, against the Bank based on the findings set forth in Article I of the Consent Order;
- (b) Instituting enforcement actions against the Bank based on any other findings;

- (c) Instituting enforcement actions against the Bank's institution-affiliated parties based on the findings set forth in Article I of the Consent Order, or any other findings; or
- (d) Utilizing the findings set forth in Article I of the Consent Order in future enforcement actions against the Bank or its institution-affiliated parties to establish a pattern or the continuation of a pattern.

Further, nothing in this Stipulation or the Consent Order shall affect any right of the OCC to determine and ensure compliance with the terms and provisions of this Stipulation or the Consent Order.

ARTICLE III

WAIVERS

- (1) The Bank, by executing this Stipulation and consenting to the Consent Order, waives:
 - (a) Any and all rights to the issuance of a Notice of Charges pursuant to 12 U.S.C. § 1818(b);
 - (b) Any and all procedural rights available in connection with the issuance of the Consent Order;
 - (c) Any and all rights to a hearing and a final agency decision pursuant to 12 U.S.C. § 1818(b) and (h), and 12 C.F.R. Part 19;
 - (d) Any and all rights to seek any type of administrative or judicial review of the Consent Order;
 - (e) Any and all claims for fees, costs, or expenses against the OCC, or any officer, employee, or agent of the OCC, related in any way to this

enforcement matter or the Consent Order, whether arising under common law or under the terms of any statute, including, but not limited to, the Equal Access to Justice Act, 5 U.S.C. § 504 and 28 U.S.C. § 2412;

- (f) Any and all rights to assert this proceeding, this Stipulation, consent to the issuance of the Consent Order, and/or the issuance of the Consent Order, as the basis for a claim of double jeopardy in any pending or future proceeding brought by the United States Department of Justice or any other governmental entity; and
- (g) Any and all rights to challenge or contest the validity of the Consent Order.

ARTICLE IV

ELIGIBLE BANK – OTHER PROVISIONS

- (1) As a result of the Consent Order:
 - (a) The Bank is an “eligible bank” pursuant to 12 C.F.R. § 5.3(g)(4) for the purposes of 12 C.F.R. Part 5 regarding rules, policies, and procedures for corporate activities, unless otherwise informed in writing by the OCC;
 - (b) The Bank is not subject to the limitation of 12 C.F.R. § 5.51(c)(6)(ii) for the purposes of 12 C.F.R. § 5.51 requiring OCC approval of a change in directors and senior executive officers, unless otherwise informed in writing by the OCC;
 - (c) The Bank is not subject to the limitation on golden parachute and indemnification payments provided by 12 C.F.R. § 359.1(f)(1)(ii)(C) and

12 C.F.R. § 5.51(c)(6)(ii), unless otherwise informed in writing by the OCC;

- (d) The Bank's status as an "eligible bank" remains unchanged pursuant to 12 C.F.R. § 24.2(e)(4) for the purposes of 12 C.F.R. Part 24 regarding community and economic development, unless otherwise informed in writing by the OCC; and
- (e) The Consent Order shall not be construed to be a "written agreement, order, or capital directive" within the meaning of 12 C.F.R. § 6.4, unless the OCC informs the Bank otherwise in writing.

ARTICLE V

CLOSING

(1) The provisions of this Stipulation and the Consent Order shall not inhibit, estop, bar, or otherwise prevent the OCC from taking any other action affecting the Bank if, at any time, the OCC deems it appropriate to do so to fulfill the responsibilities placed upon it by the several laws of the United States of America.

(2) Nothing in this Stipulation or the Consent Order shall preclude any proceedings brought by the OCC to enforce the terms of the Consent Order, and nothing in this Stipulation or the Consent Order constitutes, nor shall the Bank contend that it constitutes, a release, discharge, compromise, settlement, dismissal, or resolution of any actions, or in any way affects any actions that may be or have been brought by any other representative of the United States or an agency thereof, including, without limitation, the United States Department of Justice.

(3) The terms of this Stipulation, including this paragraph, and of the Consent Order are not subject to amendment or modification by any extraneous expression, prior agreements or prior arrangements between the parties, whether oral or written.

IN TESTIMONY WHEREOF, the undersigned, authorized by the Comptroller as his representative, has hereunto set his hand on behalf of the Comptroller.

By: //S//Greg Coleman
Greg Coleman
Deputy Comptroller
Large Bank Supervision

9/6/16
Date

IN TESTIMONY WHEREOF, the undersigned, as the duly elected and acting Board of Directors of Wells Fargo Bank, N.A., Sioux Falls, South Dakota, have hereunto set their hands on behalf of the Bank.

//S//John G. Stumpf

John G. Stumpf

Sept. 1, 2016
Date

//S//Lloyd H. Dean

Lloyd H. Dean

Sept. 1, 2016
Date

//S//Enrique Hernandez, Jr.

Enrique Hernandez, Jr.

Sept. 1, 2016
Date

//S//Cynthia H. Milligan

Cynthia H. Milligan

Sept. 1, 2016
Date

//S//Federico F. Pena

Federico F. Peña

Sept. 1, 2016
Date

//S//James H. Quigley

James H. Quigley

Sept. 1, 2016
Date

//S//Stephen W. Sanger

Stephen W. Sanger

Sept. 1, 2016
Date