

WELLS FARGO & COMPANY/MN
 Form 10-K
 February 25, 2015

UNITED STATES
 SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

Form 10-K
 Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
 For the fiscal year ended December 31, 2014 Commission File Number 001 2979

WELLS FARGO & COMPANY

(Exact name of registrant as specified in its charter)

Delaware No. 41-0449260
 (State of incorporation) (I.R.S. Employer Identification No.)

420 Montgomery Street, San Francisco, California 94163

(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: 1-866-878-5865

Securities registered pursuant to Section 12(b) of the Act:

| Title of Each Class | Name of Each Exchange on Which Registered |
|--|--|
| Common Stock, par value \$1-2/3 | New York Stock Exchange |
| Warrants to purchase shares of Common Stock (expiring October 28, 2018) | (NYSE) NYSE |
| Depository Shares, each representing a 1/40th interest in a share of 8.00% Non-Cumulative Perpetual Class A Preferred Stock, Series J | NYSE |
| 7.5% Non-Cumulative Perpetual Convertible Class A Preferred Stock, Series L | NYSE |
| Depository Shares, each representing a 1/1000th interest in a share of Non-Cumulative Perpetual Class A Preferred Stock, Series N | NYSE |
| Depository Shares, each representing a 1/1000th interest in a share of Non-Cumulative Perpetual Class A Preferred Stock, Series O | NYSE |
| Depository Shares, each representing a 1/1000th interest in a share of Non-Cumulative Perpetual Class A Preferred Stock, Series P | NYSE |
| Depository Shares, each representing a 1/1000th interest in a share of 5.85% Fixed-to-Floating Rate Non-Cumulative Perpetual Class A Preferred Stock, Series Q | NYSE |
| Depository Shares, each representing a 1/1000th interest in a share of 6.625% Fixed-to-Floating Rate Non-Cumulative Perpetual Class A Preferred Stock, Series R | NYSE |
| Depository Shares, each representing a 1/1000th interest in a share of Non-Cumulative Perpetual Class A Preferred Stock, Series T | NYSE |
| Guarantee of 5.80% Fixed-to-Floating Rate Normal Wachovia Income Trust Securities of Wachovia Capital Trust III | NYSE |

Securities registered pursuant to Section 12(g) of the Act:

Dividend Equalization Preferred Shares, no par value

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days.

Yes No

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Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell Company (as defined in Rule 12b-2 of the Act).

Yes No

At June 30, 2014, the aggregate market value of common stock held by non-affiliates was approximately \$274.8 billion, based on a closing price of \$52.56. At January 30, 2015, 5,152,280,886 shares of common stock were outstanding.

Documents Incorporated by Reference in Form 10-K

Incorporated Documents

Where incorporated in Form 10-K

1. Portions of the Company's Annual Report to Stockholders for the year ended December 31, 2014 ("2014 Annual Report to Stockholders")

Part I – Items 1, 1A, 2 and 3; Part II – Items 5, 6, 7, 7A, 8 and 9A; and Part IV– Item 15.

2. Portions of the Company's Proxy Statement for the Annual Meeting of Stockholders to be held April 28, 2015 ("2015 Proxy Statement")

Part III – Items 10, 11, 12, 13 and 14

PART I.

ITEM 1.

BUSINESS

Wells Fargo & Company is a corporation organized under the laws of Delaware and a financial holding company and a bank holding company registered under the Bank Holding Company Act of 1956, as amended (BHC Act). Its principal business is to act as a holding company for its subsidiaries. References in this report to “the Parent” mean the holding company. References to “we,” “our,” “us” or “the Company” mean the holding company and its subsidiaries that are consolidated for financial reporting purposes.

At December 31, 2014, we had assets of \$1.7 trillion, loans of \$863 billion, deposits of \$1.2 trillion and stockholders’ equity of \$184 billion. Based on assets, we were the fourth largest bank holding company in the United States. At December 31, 2014, Wells Fargo Bank, N.A. was the Company’s principal subsidiary with assets of \$1.5 trillion, or 91% of the Company’s assets.

At December 31, 2014, we had 264,500 active, full-time equivalent team members.

Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports, are available for free at www.wellsfargo.com/invest_relations/filings as soon as reasonably practicable after they are electronically filed with or furnished to the Securities and Exchange Commission (SEC). They are also available for free on the SEC’s website at www.sec.gov.

DESCRIPTION OF BUSINESS

General

We are a diversified financial services company. We provide retail, commercial and corporate banking services through banking stores and offices, the internet and other distribution channels to individuals, businesses and institutions in all 50 states, the District of Columbia and in other countries. We provide other financial services through subsidiaries engaged in various businesses, principally: wholesale banking, mortgage banking, consumer finance, equipment leasing, agricultural finance, commercial finance, securities brokerage and investment banking, insurance agency and brokerage services, computer and data processing services, trust services, investment advisory services, mortgage-backed securities servicing and venture capital investment.

We have three operating segments for management reporting purposes: Community Banking; Wholesale Banking; and Wealth, Brokerage and Retirement. The 2014 Annual Report to Stockholders includes financial information and descriptions of these operating segments.

Competition

The financial services industry is highly competitive. Our subsidiaries compete with financial services providers such as banks, savings and loan associations, credit unions, finance companies, mortgage banking companies, insurance companies, investment banks and mutual fund companies. They also face increased competition from nonbank institutions such as brokerage houses, as well as from financial services subsidiaries of commercial and manufacturing companies. Many of these competitors enjoy fewer regulatory constraints and some may have lower cost structures. Securities firms and insurance companies that elect to become financial holding companies may acquire banks and other financial institutions. Combinations of this type could significantly change the competitive environment in which we conduct business. The financial services industry is also likely to become more competitive as further technological advances enable more companies to provide financial services. These technological advances may diminish the importance of depository institutions and other financial intermediaries in the transfer of funds between parties.

REGULATION AND SUPERVISION

We describe below, and in Note 3 (Cash, Loan and Dividend Restrictions) and Note 26 (Regulatory and Agency Capital Requirements) to Financial Statements included in the 2014 Annual Report to Stockholders, the material elements of the regulatory framework applicable to us. Banking statutes, regulations and policies are continually under review by Congress and state legislatures and federal and state regulatory agencies, as well as foreign governments and financial regulators, and a change in them, including changes in how they are interpreted or implemented, could have a material effect on our business. The regulatory framework applicable to bank holding companies is intended to protect depositors, federal deposit insurance funds, consumers and the banking system as a whole, and not necessarily investors in bank holding companies such as the Company.

Statutes, regulations and policies could restrict our ability to diversify into other areas of financial services, acquire depository institutions, and pay dividends on our capital stock. They may also require us to provide financial support to one or more of our subsidiary banks, maintain capital balances in excess of amounts desired by management, and pay higher deposit insurance premiums as a result of a general deterioration in the financial condition of depository institutions. See the "Regulatory Reform" and "Risk Factors" sections in the 2014 Annual Report to Stockholders for additional information.

General

Parent Bank Holding Company. As a bank holding company, the Parent is subject to regulation under the BHC Act and to inspection, examination and supervision by its primary regulator, the Board of Governors of the Federal Reserve System (Federal Reserve Board or FRB). The Parent is also subject to the disclosure and regulatory requirements of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, both as administered by the SEC. As a company with securities listed on the New York Stock Exchange (NYSE), the Parent is subject to the rules of the NYSE for listed companies.

Subsidiary Banks. Our subsidiary national banks, and their subsidiaries, are subject to regulation and examination primarily by the Office of the Comptroller of the Currency (OCC) and also by the Federal Deposit Insurance Corporation (FDIC), the FRB, the Consumer Financial Protection Bureau (CFPB), the SEC and the Commodities Futures Trading Commission (CFTC). The foreign branches and representative offices of our subsidiary national banks are subject to regulation and examination by their respective foreign financial regulators as well as by the OCC and the FRB. Foreign subsidiaries of our national bank subsidiaries may be subject to the laws and regulations of the foreign countries in which they conduct business. Our state-chartered bank is subject to primary federal regulation and examination by the FDIC and, in addition, is regulated and examined by its state banking department.

Nonbank Subsidiaries. Many of our nonbank subsidiaries are also subject to regulation by the FRB and other applicable federal and state agencies. Our insurance subsidiaries are subject to regulation by applicable state insurance regulatory agencies, as well as the FRB. Our brokerage subsidiaries are

regulated by the SEC, the Financial Industry Regulatory Authority (FINRA) and, in some cases, the CFTC and the Municipal Securities Rulemaking Board, and state securities regulators. Our other nonbank subsidiaries may be subject to the laws and regulations of the federal government and/or the various states as well as foreign countries in which they conduct business.

Parent Bank Holding Company Activities

"Financial in Nature" Requirement. We became a financial holding company effective March 13, 2000. We continue to maintain our status as a bank holding company for purposes of other FRB regulations. As a bank holding company that has elected to become a financial holding company pursuant to the BHC Act, we may affiliate with securities

firms and insurance companies and engage in other activities that are financial in nature or incidental or complementary to activities that are financial in nature. "Financial in nature" activities include securities underwriting, dealing and market making; sponsoring mutual funds and investment companies; insurance underwriting and agency; merchant banking; and activities that the FRB, in consultation with the Secretary of the U.S. Treasury, determines to be financial in nature or incidental to such financial activity. "Complementary activities" are activities that the FRB determines upon application to be complementary to a financial activity and do not pose a safety and soundness risk. FRB approval is generally not required for us to acquire a company (other than a bank holding company, bank or savings association) engaged in activities that are financial in nature or incidental to activities that are financial in nature, as determined by the FRB. Prior notice to the FRB may be required, however, if the company to be acquired has total consolidated assets of \$10 billion or more. Prior FRB approval is required before we may acquire the beneficial ownership or control of more than 5% of the voting shares or substantially all of the assets of a bank holding company, bank or savings association. In addition, the FRB has implemented a final rule under the Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank Act) that also prohibits our ability to merge, acquire all or substantially all of the assets of, or acquire control of another company if our total resulting consolidated liabilities would exceed 10% of the aggregate consolidated liabilities of all financial companies. Because we are a financial holding company, if any of our subsidiary banks receives a rating under the Community Reinvestment Act of 1977, as amended (CRA), of less than satisfactory, we will be prohibited, until the rating is raised to satisfactory or better, from engaging in new activities or acquiring companies other than bank holding companies, banks or savings associations, except that we could engage in new activities, or acquire companies engaged in activities, that are closely related to banking under the BHC Act. In addition, if the FRB finds that the Company or any one of our subsidiary banks is not well capitalized or well managed, we would be required to enter into an agreement with the FRB to comply with all applicable capital and management requirements and which may contain additional limitations or conditions. Until corrected, we could be prohibited from engaging in any new activity or acquiring companies engaged in activities that are not closely related to banking under the BHC Act without prior FRB approval. If we fail to correct any such condition within a prescribed period, the FRB could order us to divest our banking subsidiaries or, in the alternative, to cease engaging in

activities other than those closely related to banking under the BHC Act.

Interstate Banking. Under the Riegle-Neal Interstate Banking and Branching Act (Riegle-Neal Act), a bank holding company may acquire banks in states other than its home state, subject to any state requirement that the bank has been organized and operating for a minimum period of time, not to exceed five years, and the requirement that the bank holding company not control, prior to or following the proposed acquisition, more than 10% of the total amount of deposits of insured depository institutions nationwide or, unless the acquisition is the bank holding company's initial entry into the state, more than 30% of such deposits in the state (or such lesser or greater amount set by the state). The Riegle-Neal Act also authorizes banks to merge across state lines, subject to the same deposit limits noted above, thereby creating interstate branches. Banks are also permitted to acquire and to establish new branches in other states.

Regulatory Approval. In determining whether to approve a proposed bank acquisition, federal banking regulators will consider, among other factors, the effect of the acquisition on competition, financial condition, and future prospects including current and projected capital ratios and levels, the competence, experience, and integrity of management and record of compliance with laws and regulations, the convenience and needs of the communities to be served, including the acquiring institution's record of compliance under the CRA, the effectiveness of the acquiring institution in combating money laundering activities and the risk to the stability of the United States banking system.

Dividend Restrictions

The Parent is a legal entity separate and distinct from its subsidiary banks and other subsidiaries. A significant source of funds to pay dividends on our common and preferred stock and principal and interest on our debt is dividends from the Parent's subsidiaries. Various federal and state statutory provisions and regulations limit the amount of dividends the Parent's subsidiary banks and certain other subsidiaries may pay without regulatory approval. Federal banking regulators have the authority to prohibit the Parent's subsidiary banks from engaging in unsafe or unsound practices in conducting their businesses. The payment of dividends, depending on the financial condition of the bank in question, could be deemed an unsafe or unsound practice. The ability of the Parent's subsidiary banks to pay dividends in the future is currently, and could be further, influenced by bank regulatory policies and capital guidelines. For information about the restrictions applicable to the Parent's subsidiary banks, see Note 3 (Cash, Loan and Dividend Restrictions) to Financial Statements included in the 2014 Annual Report to Stockholders.

In addition to these restrictions on the ability of our subsidiary banks to pay dividends to us, the FRB requires large bank holding companies (BHCs), including Wells Fargo, to submit annual capital plans and to obtain regulatory approval before making capital distributions, such as the payment of dividends. The FRB also finalized rules in July 2013 implementing in the United States the Basel Committee on Banking Supervision's regulatory capital guidelines, including the reforms known as Basel III. These rules introduce new capital conservation buffer requirements. Moreover, federal banking regulators have finalized a rule that enhances the

supplementary leverage ratio requirements for large BHCs, like Wells Fargo, and their insured depository institutions. The rule, which becomes effective on January 1, 2018, will require a covered BHC to maintain a supplementary leverage ratio of at least 5% to avoid restrictions on capital distributions and discretionary bonus payments. The rule will also require that all of our insured depository institutions maintain a supplementary leverage ratio of 6% in order to be considered well capitalized. In December 2014, the FRB also proposed rules to implement an additional capital surcharge on those U.S. banking organizations, such as the Company, that are designated as global systemically important banks. The failure to maintain any of these minimum capital ratios and capital buffers could result in limitations or restrictions on our ability to make capital distributions.

In addition, the FRB's enhanced supervision regulations for large BHCs, like Wells Fargo, impose capital distribution restrictions, including on the payment of dividends, upon the occurrence of capital, stress test, risk management, or liquidity risk management triggers.

Holding Company Structure

Transfer of Funds from Subsidiary Banks. The Parent's subsidiary banks are subject to restrictions under federal law that limit the transfer of funds or other items of value from such subsidiaries to the Parent and its nonbank subsidiaries (including affiliates) in so-called "covered transactions." In general, covered transactions include loans and other extensions of credit, investments and asset purchases, as well as certain other transactions involving the transfer of value from a subsidiary bank to an affiliate or for the benefit of an affiliate. Unless an exemption applies, covered transactions by a subsidiary bank with a single affiliate are limited to 10% of the subsidiary bank's capital and surplus and, with respect to all covered transactions with affiliates in the aggregate, to 20% of the subsidiary bank's capital and surplus. Also, loans and extensions of credit to affiliates generally are required to be secured by qualifying collateral. A bank's transactions with its nonbank affiliates are also generally required to be on arm's length terms.

Source of Strength. The FRB has a policy that a BHC is expected to act as a source of financial and managerial strength to each of its subsidiary banks and, under appropriate circumstances, to commit resources to support each such subsidiary bank. This support may be required at times when the BHC may not have the resources to provide the support.

The OCC may order an assessment of the Parent if the capital of one of its national bank subsidiaries were to become impaired. If the Parent failed to pay the assessment within three months, the OCC could order the sale of the Parent's stock in the national bank to cover the deficiency.

Depositor Preference. In the event of the "liquidation or other resolution" of an insured depository institution, the claims of deposits payable in the United States (including the claims of the FDIC as subrogee of insured depositors) and certain claims for administrative expenses of the FDIC as a receiver will have priority over other general unsecured claims against the institution. If an insured depository institution fails, claims of insured and uninsured U.S. depositors, along with claims of the FDIC, will have priority in payment ahead of unsecured creditors, including the Parent, and depositors whose deposits

are solely payable at such insured depository institution's non-U.S. offices.

Liability of Commonly Controlled Institutions. All of the Company's subsidiary banks are insured by the FDIC. FDIC-insured depository institutions can be held liable for any loss incurred, or reasonably expected to be incurred, by the FDIC due to the default of an FDIC-insured depository institution controlled by the same bank holding company, and for any assistance provided by the FDIC to an FDIC-insured depository institution that is in danger of default and that is controlled by the same bank holding company. "Default" means generally the appointment of a conservator or receiver. "In danger of default" means generally the existence of certain conditions indicating that a default is likely to occur in the absence of regulatory assistance.

Dodd-Frank Act

The Dodd-Frank Act, enacted on July 21, 2010, has resulted in broad changes to the U.S. financial system and is the most significant financial reform legislation since the 1930s. Federal regulatory agencies have issued numerous rulemakings to implement its provisions, but a number of the provisions of the Dodd-Frank Act still require final rulemaking or additional guidance and interpretation by these agencies. As a result, the ultimate impact of the Dodd-Frank Act is not yet known, but it has affected, and we expect it will continue to affect most of our businesses in some way, either directly through regulation of specific activities or indirectly through regulation of concentration risks, capital or liquidity. At the enterprise level, the FRB has finalized a number of regulations designed to prevent or mitigate the risks that may arise from the material distress or failure of a large BHC. These rules implement enhanced prudential requirements for large BHCs like Wells Fargo regarding risk-based capital and leverage, risk and liquidity management, and stress testing and would impose debt-to-equity limits on any BHC that regulators determine poses a grave threat to the financial stability of the United States. The FRB has also proposed, but not yet finalized, additional enhanced prudential standards that would implement single counterparty credit limits and establish remediation requirements for large BHCs experiencing financial distress. The OCC, under separate authority, has also finalized guidelines establishing heightened governance and risk management standards for large national banks such as Wells Fargo Bank, N.A.

In addition to rules for the enhanced supervision and regulation of large BHCs and other systemically important firms, the FDIC and FRB have implemented rules under the Dodd-Frank Act requiring large BHCs like Wells Fargo to prepare and submit resolution plans, known as "living wills," to facilitate the rapid and orderly resolution of the Company in the event of material distress or its failure. The FDIC also released a notice regarding a proposed resolution strategy, known as "single point of entry," designed to resolve a large financial institution in a manner that holds management responsible for its failure, maintains market stability, and imposes losses on shareholders and creditors in accordance with statutory priorities, without imposing a cost on U.S. taxpayers.

Federal regulatory agencies have also finalized rules to implement the provisions of the Dodd-Frank Act known as the "Volcker Rule." The Volcker Rule substantially restricts banking entities from engaging in proprietary trading or

owning any interest in or sponsoring or having certain relationships with a hedge fund, a private equity fund or certain structured transactions that are deemed covered funds.

With respect to consumer protection matters, the Dodd-Frank Act established the CFPB to ensure consumers receive clear and accurate disclosures regarding financial products and to protect consumers from hidden fees and unfair or abusive practices. The CFPB concentrated much of its initial rulemaking efforts on a variety of mortgage-related topics required under the Dodd-Frank Act, including ability-to-repay and qualified mortgage standards, mortgage servicing standards, loan originator compensation standards, high-cost mortgage requirements, appraisal and escrow standards and requirements for higher-priced mortgages. The CFPB also recently finalized rules integrating disclosures required of lenders and settlement agents under the Truth in Lending Act and the Real Estate Settlement Procedures Act. In addition to the exercise of its rulemaking authority, the CFPB is continuing its on-going examination activities with respect to a number of consumer businesses and products, including mortgage lending and servicing, fair lending requirements, student lending activities, and auto finance.

Federal regulatory agencies issued numerous other rules and proposals to implement various other requirements of the Dodd-Frank Act. For example, federal regulatory agencies have adopted rules establishing a comprehensive framework for regulating over-the-counter derivatives. In addition, federal regulatory agencies have issued rules to implement the Dodd-Frank Act's requirement that sponsors of asset-backed securities (ABS) retain at least a 5% ownership stake in the ABS. The SEC has also adopted a rule governing money market mutual funds that, among other things, requires significant structural changes to these funds, including requiring institutional prime money market funds to maintain a variable net asset value and providing for the imposition of liquidity fees and redemption gates for all non-governmental money market funds during periods in which they experience liquidity impairments of a certain magnitude.

For more information about the Dodd-Frank Act and its effect on our business, see the "Regulatory Reform" section of the 2014 Annual Report to Stockholders.

Capital Requirements and Planning

The Company and each of our insured depository institutions are subject to various regulatory capital adequacy requirements administered by federal banking regulators. These capital rules, among other things, establish required minimum ratios relating capital to different categories of assets and exposures. Federal banking regulators have also finalized rules to impose a supplementary leverage ratio on large BHCs like Wells Fargo and our insured depository institutions and to implement a liquidity coverage ratio. The FRB has also indicated that it is in the process of considering new rules to address the amount of equity and unsecured debt a company must hold to facilitate its orderly liquidation, often referred to as total loss absorbing capacity.

From time to time, the FRB and the Federal Financial Institutions Examination Council (FFIEC) propose changes and amendments to, and issue interpretations of, risk-based capital guidelines and related reporting instructions. In addition, the FRB closely monitors capital levels of the institutions it supervises and may require such institutions to modify capital levels based on FRB determinations. Such determinations, proposals or interpretations could, if

implemented in the future, affect our reported capital ratios and net risk-adjusted assets.

As an additional means to identify problems in the financial management of depository institutions, the Federal Deposit Insurance Act (FDI Act) requires federal banking regulators to establish certain non-capital safety and soundness standards for institutions for which they are the primary federal regulator. The standards relate generally to operations and management, asset quality, interest rate exposure, executive compensation and risk management. The agencies are authorized to take action against institutions that fail to meet such standards.

The FDI Act requires federal banking regulators to take “prompt corrective action” with respect to FDIC-insured depository institutions that do not meet minimum capital requirements. A depository institution’s treatment for purposes of the prompt corrective action provisions will depend upon how its capital levels compare to various capital measures and certain other factors, as established by regulation.

In addition, the FRB's capital plan rule requires large BHCs to submit capital plans annually for review to determine if the FRB has any objections before making any capital distributions. The rule requires updates to capital plans in the event of material changes in a BHC’s risk profile, including as a result of any significant acquisitions. Federal banking regulators also require stress tests to evaluate whether an institution has sufficient capital to continue to operate during periods of adverse economic and financial conditions.

For more information on our capital requirements and planning, see the “Capital Management” section of the 2014 Annual Report to Stockholders.

Deposit Insurance Assessments

Our bank subsidiaries, including Wells Fargo Bank, N.A., are members of the Deposit Insurance Fund (DIF) maintained by the FDIC. Through the DIF, the FDIC insures the deposits of our banks up to prescribed limits for each depositor and funds the DIF through assessments on member banks.

The Dodd-Frank Act gave the FDIC greater discretion to manage the DIF, changed the assessment base from domestic deposits to consolidated average assets less average tangible equity, and mandated a minimum Designated Reserve Ratio (reserve ratio or DRR) of 1.35%. In October 2010, the FDIC Board adopted a Restoration Plan to ensure that the DIF reserve ratio reaches 1.35% by September 30, 2020, as required by the Dodd-Frank Act. The FDIC Board has also finalized a comprehensive, long-range plan for DIF management, whereby the FDIC Board set the DRR at 2%.

In February 2011, the FDIC Board approved a final rule on assessments, dividends, assessment base and large bank pricing. To maintain the DIF, member institutions are assessed an insurance premium based on an assessment base and an assessment rate. For large and highly complex institutions (those that are very large and are structurally and operationally complex or that pose unique challenges and risks in the case of failure), the assessment rate is determined by combining supervisory ratings and certain financial measures into scorecards. The score received by an institution is converted into an assessment rate for the institution. The FDIC retains the ability to adjust the total score of large and highly complex institutions based upon quantitative or qualitative measures not adequately captured in the scorecards.

All FDIC-insured depository institutions must also pay a quarterly assessment towards interest payments on bonds

issued by the Financing Corporation, a federal corporation chartered under the authority of the Federal Housing Finance Board. The bonds (commonly referred to as FICO bonds) were used to capitalize the former Federal Savings and Loan Insurance Corporation. This assessment was 0.62% of the assessable deposit base during 2014, and is 0.60% of the assessable deposit base for first quarter 2015. For the year ended December 31, 2014, the Company’s FDIC deposit insurance assessments, including FICO assessments, totaled \$928 million.

The FDIC may terminate a depository institution’s deposit insurance upon a finding that the institution’s financial condition is unsafe or unsound or that the institution has engaged in unsafe or unsound practices or has violated any applicable rule, regulation, order or condition enacted or imposed by the institution’s regulatory agency. The termination of deposit insurance for one or more of our bank subsidiaries could have a material adverse effect on our earnings, depending on the collective size of the particular banks involved.

Fiscal and Monetary Policies

Our business and earnings are affected significantly by the fiscal and monetary policies of the federal government and its agencies. We are particularly affected by the policies of the FRB, which regulates the supply of money and credit in the United States. Among the instruments of monetary policy available to the FRB are (a) conducting open market operations in United States government securities, (b) changing the discount rates of borrowings of depository institutions, (c) imposing or changing reserve requirements against depository institutions' deposits, and (d) imposing or changing reserve requirements against certain borrowings by banks and their affiliates. These methods are used in varying degrees and combinations to directly affect the availability of bank loans and deposits, as well as the interest rates charged on loans and paid on deposits. The policies of the FRB may have a material effect on our business, results of operations and financial condition.

Privacy Provisions of the Gramm-Leach-Bliley Act and Restrictions on Cross-Selling

Federal banking regulators, as required under the Gramm-Leach-Bliley Act (the GLB Act), have adopted rules limiting the ability of banks and other financial institutions to disclose nonpublic information about consumers to nonaffiliated third parties. The rules require disclosure of privacy policies to consumers and, in some circumstances, allow consumers to prevent disclosure of certain personal information to nonaffiliated third parties. The privacy provisions of the GLB Act affect how consumer information is transmitted through diversified financial services companies and conveyed to outside vendors. Federal financial regulators have issued regulations under the Fair and Accurate Credit Transactions Act that have the effect of increasing the length of the waiting period, after privacy disclosures are provided to new customers, before information can be shared among different affiliated companies for the purpose of cross-selling products and services between those affiliated companies.

Sarbanes-Oxley Act of 2002

The Sarbanes-Oxley Act of 2002 (Sarbanes-Oxley) implemented a broad range of corporate governance and accounting measures to increase corporate responsibility, to provide for enhanced penalties for accounting and auditing improprieties at publicly traded companies, and to protect investors by improving the accuracy and reliability of disclosures under federal securities laws. We are subject to Sarbanes-Oxley because we are required to file periodic reports with the SEC under the Securities Exchange Act of 1934. Among other things, Sarbanes-Oxley and/or its implementing regulations established membership requirements and additional responsibilities for our audit committee, imposed restrictions on the relationship between us and our outside auditors (including restrictions on the types of non-audit services our auditors may provide to us), imposed additional responsibilities for our external financial statements on our chief executive officer and chief financial officer, expanded the disclosure requirements for our corporate insiders, required our management to evaluate our disclosure controls and procedures and our internal control over financial reporting, and required our independent registered public accounting firm to issue a report on our internal control over financial reporting.

Patriot Act

The Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (Patriot Act) is intended to strengthen the ability of U.S. law enforcement agencies and intelligence communities to work together to combat terrorism on a variety of fronts. The Patriot Act has significant implications for depository institutions, brokers, dealers and other businesses involved in the transfer of money. The Patriot Act required us to implement new or revised policies and procedures relating to anti money laundering, compliance, suspicious activities, and currency transaction reporting and due diligence on customers. The Patriot Act also requires federal banking regulators to evaluate the effectiveness of an applicant in combating money laundering in determining whether to approve a proposed bank acquisition.

Future Legislation or Regulation

In light of recent conditions in the U.S. and global financial markets and the U.S. and global economy, legislators, the presidential administration and regulators have continued their increased focus on regulation of the financial services industry. Proposals that further increase regulation of the financial services industry have been and are expected to continue to be introduced in the U.S. Congress, in state legislatures and abroad. In addition, not all regulations authorized or required under the Dodd-Frank Act have been proposed or finalized by federal regulators. Further legislative changes and additional regulations may change our operating environment in substantial and unpredictable ways. Such legislation and regulations could increase our cost of doing business, affect our compensation structure, restrict or expand the activities in which we may engage or affect the competitive balance among banks, savings associations, credit unions, and other financial institutions. We cannot predict whether future legislative proposals will be enacted and, if enacted, the effect that they, or any implementing regulations, would have on our

business, results of operations or financial condition. The same uncertainty exists with respect to regulations authorized or required under the Dodd-Frank Act but that have not yet been proposed or finalized.

ADDITIONAL INFORMATION

Additional information in response to this Item 1 can be found in the 2014 Annual Report to Stockholders under “Financial Review” and under “Financial Statements.” That information is incorporated into this item by reference.

ITEM 1A.

RISK FACTORS

Information in response to this Item 1A can be found in this report on pages 2-6 and in the 2014 Annual Report to Stockholders under “Financial Review – Risk Factors.” That information is incorporated into this item by reference.

ITEM 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

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| ITEM 2. | PROPERTIES | | | | |
|--|-------------------|----------------|---|----------------|----------------|
| | City | State | | State | |
| We own our corporate headquarters building in: | San Francisco | California | We lease office space for various administrative departments in major locations in: | Alabama | New Mexico |
| | | | | Arizona | New Jersey |
| We own administrative facilities in: | Anchorage | Alaska | | California | New York |
| | Chandler | Arizona | | Colorado | North Carolina |
| | Glendale | Arizona | | Delaware | Ohio |
| | Mesa | Arizona | | Florida | Oregon |
| | Phoenix | Arizona | | Georgia | Pennsylvania |
| | Tempe | Arizona | | Idaho | South Carolina |
| | Tucson | Arizona | | Illinois | South Dakota |
| | Irvine | California | | Indiana | Tennessee |
| | Millbrae | California | | Iowa | Texas |
| | Sacramento | California | | Maryland | Utah |
| | San Francisco | California | | Massachusetts | Virginia |
| | San Jose | California | | Minnesota | Washington |
| | Santa Clara | California | | Nebraska | Wisconsin |
| | Walnut Creek | California | | Nevada | Washington, DC |
| | Greenwood Village | Colorado | | | Puerto Rico |
| | Littleton | Colorado | We lease office space for various operations/ servicing centers in: | | |
| | Coeur D'Alene | Idaho | | Arizona | North Dakota |
| | West Des Moines | Iowa | | California | Nevada |
| | Marquette | Michigan | | Colorado | New York |
| | Anoka | Minnesota | | Florida | Oregon |
| | Maplewood | Minnesota | | Georgia | Pennsylvania |
| | Minnetonka | Minnesota | | Iowa | South Carolina |
| | Rochester | Minnesota | | Maryland | South Dakota |
| | St. Louis | Missouri | | Minnesota | Texas |
| | Omaha | Nebraska | | Missouri | Virginia |
| | Summit | New Jersey | | North Carolina | Washington |
| | Las Vegas | Nevada | | | |
| | Charlotte | North Carolina | | | |
| | Fargo | North Dakota | | | Wisconsin |
| | Eugene | Oregon | | | |
| | Portland | Oregon | | | |
| | Austin | Texas | | City | State |

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| | | | | |
|-----------------|------------|-----------------------|-------------|-----------|
| Houston | Texas | We are also a joint | | |
| Round Rock | Texas | venture partner | | |
| San Antonio | Texas | in an office building | Minneapolis | Minnesota |
| | | in: | | |
| Clearfield | Utah | | | |
| Salt Lake City | Utah | | | |
| Tukwila | Washington | | | |
| Menomonee Falls | Wisconsin | | | |

(continued on next page)

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(continued from prior page)

| | City | State | | Country |
|---|-----------------|----------------|--|----------------------|
| We own operations/servicing centers in: | Anchorage | Alaska | We lease office space for international operations in: | Argentina |
| | Birmingham | Alabama | | Australia |
| | Homewood | Alabama | | Japan |
| | Chandler | Arizona | | Malaysia |
| | Phoenix | Arizona | | Mexico |
| | Tempe | Arizona | | Netherlands |
| | Tucson | Arizona | | Philippines |
| | El Monte | California | | Russia |
| | Fremont | California | | Singapore |
| | Fresno | California | | South Africa |
| | Irvine | California | | South Korea |
| | Pleasant Hill | California | | Spain |
| | Sacramento | California | | Taiwan |
| | San Diego | California | | Thailand |
| | San Francisco | California | | Turkey |
| | San Leandro | California | | United Arab Emirates |
| | Walnut Creek | California | | United Kingdom |
| | Denver | Colorado | | Vietnam |
| | Orlando | Florida | | |
| | Riviera Beach | Florida | | |
| | Boise | Idaho | | |
| | Springfield | Illinois | | |
| | Clive | Iowa | | |
| | Des Moines | Iowa | | |
| | West Des Moines | Iowa | | |
| | Columbia | Maryland | | |
| | Minneapolis | Minnesota | | |
| | Shoreview | Minnesota | | |
| | Billings | Montana | | |
| | Omaha | Nebraska | | |
| | Albuquerque | New Mexico | | |
| | Las Vegas | Nevada | | |
| | Reno | Nevada | | |
| | Charlotte | North Carolina | | |
| | Winston-Salem | North Carolina | | |
| | Winterville | North Carolina | | |
| | Portland | Oregon | | |
| | Salem | Oregon | | |

| | |
|----------------|-----------------|
| Sioux Falls | South Dakota |
| Irving | Texas |
| Lubbock | Texas |
| San Antonio | Texas |
| Salt Lake City | Utah |
| Glen Allen | Virginia |
| Tukwila | Washington |

As of December 31, 2014, we provided banking, insurance, investments, mortgage and consumer and commercial finance from more than 8,700 domestic stores under ownership and lease agreements.

ADDITIONAL INFORMATION

Additional information in response to this Item 2 can be found in the 2014 Annual Report to Stockholders under “Financial Statements – Notes to Financial Statements – Note 7 (Premises, Equipment, Lease Commitments and Other Assets).” That information is incorporated into this item by reference.

ITEM 3. LEGAL PROCEEDINGS

Information in response to this Item 3 can be found in the 2014 Annual Report to Stockholders under “Financial Statements – Notes to Financial Statements – Note 15 (Legal Actions).” That information is incorporated into this item by reference.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

MARKET INFORMATION

The Company’s common stock is listed on the NYSE (symbol “WFC”). The Quarterly Financial Data table of the 2014 Annual Report to Stockholders provides the quarterly prices of, and quarterly dividends paid on, the Company’s common stock for the two-year period ended December 31, 2014, and is incorporated herein by reference. Prices shown represent the daily high and low, and the quarter-end sale prices of the Company’s common stock as reported on the NYSE Composite Transaction Reporting System for the periods indicated. The “Stock Performance” section of the 2014 Annual Report to Stockholders provides stockholder return comparisons and is incorporated herein by reference. At January 31, 2015, there were 187,008 holders of record of the Company’s common stock.

DIVIDENDS

The dividend restrictions discussions on page 3 of this report and in the 2014 Annual Report to Stockholders under “Financial Statements – Notes to Financial Statements – Note 3 (Cash, Loan and Dividend Restrictions)” are incorporated into this item by reference.

REPURCHASES OF EQUITY SECURITIES

In October 2012, our Board of Directors authorized the repurchase of 200 million shares of our common stock, and we used all remaining repurchase authority under this authorization in 2014. In March 2014, our Board of Directors authorized the repurchase of an additional 350 million shares of our common stock. The authorizations cover shares repurchased to meet team member benefit plan requirements. The Company maintains a variety of retirement plans for its team members and typically is a net issuer of shares of common stock to these plans. From time to time, it also purchases shares of common stock from these plans to accommodate team member preferences. Share repurchases are subtracted from the Company’s repurchase authority without offset for share issuances. Shares may be repurchased as part of employee stock option exercises, from the different benefit plans or in the open market, subject to regulatory approval.

The amount and timing of stock repurchases will be based on various factors, including our capital requirements, the number of shares we expect to issue for employee benefit plans and acquisitions, market conditions (including the trading price of our stock), and regulatory and legal considerations. In June 2010, our Board of Directors also authorized the repurchase of up to \$1 billion of warrants to purchase our common stock. The warrants are listed on the NYSE under the symbol “WFCWS.” The amount and timing of warrant repurchases will be based on various factors including market conditions. See the “Capital Management” section in the 2014 Annual Report to Stockholders for additional information about our common stock and warrant repurchases.

The following table shows Company repurchases of its common stock for each calendar month in the quarter ended December 31, 2014.

| Calendar month | Total number of shares repurchased (1) | Weighted-average price paid per share | Maximum number of shares that may yet be repurchased under the authorization |
|----------------|--|---------------------------------------|--|
| October (2) | 31,116,572 | \$ 49.81 | 270,843,385 |
| November | 10,760,726 | 53.46 | 260,082,659 |
| December | 19,702,495 | 54.30 | 240,380,164 |
| Total | 61,579,793 | | |

- All shares were repurchased under an authorization covering up to 350 million shares of common stock approved
- (1) by the Board of Directors and publicly announced by the Company on March 26, 2014. Unless modified or revoked by the Board, this authorization does not expire.
 - (2) Includes 19,846,349 shares at a weighted-average price paid per share of \$50.39 repurchased in a private transaction.

The following table shows Company repurchases of the warrants for each calendar month in the quarter ended December 31, 2014.

| Calendar month | Total number of warrants repurchased (1) | Average price paid per warrant | Maximum dollar value of warrants that may yet be purchased |
|----------------|--|--------------------------------|--|
| October | — | \$— | 451,944,402 |
| November | — | — | 451,944,402 |
| December | — | — | 451,944,402 |
| Total | — | | |

- Warrants are purchased under the authorization covering up to \$1 billion in warrants approved by the Board of
- (1) Directors (ratified and approved on June 22, 2010). Unless modified or revoked by the Board, this authorization does not expire.

ITEM 6. SELECTED FINANCIAL DATA

Information in response to this Item 6 can be found in the 2014 Annual Report to Stockholders under “Financial Review” in Table 1. That information is incorporated into this item by reference.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS

Information in response to this Item 7 can be found in the 2014 Annual Report to Stockholders under "Financial Review." That information is incorporated into this item by reference.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Information in response to this Item 7A can be found in the 2014 Annual Report to Stockholders under "Financial Review – Risk Management – Asset/Liability Management." That information is incorporated into this item by reference.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Information in response to this Item 8 can be found in the 2014 Annual Report to Stockholders under "Financial Statements," under "Notes to Financial Statements" and under "Quarterly Financial Data." That information is incorporated into this item by reference.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON
ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable.

ITEM 9A. CONTROLS AND PROCEDURES

Information in response to this Item 9A can be found in the
2014 Annual Report to Stockholders under “Controls and
Procedures.” That information is incorporated into this item by reference.

ITEM 9B. OTHER INFORMATION

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

EXECUTIVE OFFICERS OF THE REGISTRANT

Patricia R. Callahan (age 61)

Senior Executive Vice President and Chief Administrative Officer since February 2011;

Executive Vice President (Office of Transition) from January 2009 to February 2011.

Ms. Callahan has served with the Company or its predecessors for 37 years.

David M. Carroll (age 57)

Senior Executive Vice President (Wealth, Brokerage and Retirement) since January 2009.

Mr. Carroll has served with the Company or its predecessors for 33 years.

Hope A. Hardison (age 50)

Executive Vice President (Human Resources) since September 2010;

Senior Vice President (Human Resources) from April 2008 to September 2010.

Ms. Hardison has served with the Company or its predecessors for 22 years.

Michael J. Heid (age 57)

Executive Vice President (Home Lending) since July 2011;

Co-President of Wells Fargo Home Mortgage from May 2004 to July 2011.

Mr. Heid has served with the Company or its predecessors for 27 years.

Richard D. Levy (age 57)

Executive Vice President and Controller since February 2007.

Mr. Levy has served with the Company for 12 years.

Michael J. Loughlin (age 59)

Senior Executive Vice President and Chief Risk Officer since July 2011;

Executive Vice President and Chief Risk Officer from November 2010 to July 2011;

Executive Vice President and Chief Credit and Risk Officer from April 2006 to November 2010.

Mr. Loughlin has served with the Company or its predecessors for 33 years.

Avid Modjtabai (age 53)

Senior Executive Vice President (Consumer Lending) since July 2011;

Executive Vice President and Chief Information Officer from April 2007 to July 2011.

Ms. Modjtabai has served with the Company or its predecessors for 21 years.

Kevin A. Rhein (age 61)

Senior Executive Vice President and Chief Information Officer since July 2011;

Executive Vice President (Card Services and Consumer Lending) from January 2009 to July 2011.

Mr. Rhein has served with the Company or its predecessors for 36 years.

John R. Shrewsberry (age 49)

Senior Executive Vice President and Chief Financial Officer since May 2014;

President and Chief Executive Officer of Wells Fargo Securities, LLC from November 2009 to May 2014.

Mr. Shrewsberry has served with the Company or its predecessors for 16 years.

Timothy J. Sloan (age 54)

Senior Executive Vice President (Wholesale Banking) since May 2014;

Senior Executive Vice President and Chief Financial Officer from February 2011 to May 2014;

Senior Executive Vice President and Chief Administrative Officer from September 2010 to February 2011;

Executive Vice President (Commercial Banking, Real Estate and Specialized Financial Services) of Wells Fargo Bank, N.A. from June 2006 to September 2010.

Mr. Sloan has served with the Company or its predecessors for 27 years.

James M. Strother (age 63)

Senior Executive Vice President and General Counsel since July 2011;

Executive Vice President and General Counsel from January 2004 to July 2011.

Mr. Strother has served with the Company or its predecessors for 28 years.

John G. Stumpf (age 61)

Chairman, President and Chief Executive Officer since January 2010;

President and Chief Executive Officer from June 2007 to January 2010.

Mr. Stumpf has served with the Company or its predecessors for 33 years.

Carrie L. Tolstedt (age 55)

Senior Executive Vice President (Community Banking) since June 2007.

Ms. Tolstedt has served with the Company or its predecessors for 25 years.

There is no family relationship between any of the Company's executive officers or directors. All executive officers serve at the pleasure of the Board of Directors.

AUDIT COMMITTEE INFORMATION

The Audit and Examination Committee is a standing audit committee of the Board of Directors established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934. The Committee has six members: John D. Baker II, Enrique Hernandez, Jr., Federico F. Peña, James H. Quigley (Chair), Susan G. Swenson, and Suzanne M. Vautrinot. Each member is independent, as independence for audit committee members is defined by NYSE rules. The Board of Directors has determined, in its business judgment, that each member of the Audit and Examination Committee is financially literate, as required by NYSE rules, and that each of Messrs. Baker, Hernandez, Peña, and Quigley and Ms. Swenson qualifies as an "audit committee financial expert" as defined by SEC regulations.

CODE OF ETHICS AND BUSINESS CONDUCT

The Company's Code of Ethics and Business Conduct for team members (including executive officers), Director Code of Ethics, the Company's corporate governance guidelines, and the charters for the Audit and Examination, Governance and Nominating, Human Resources, Corporate Responsibility, Credit, Finance, and Risk Committees are available at www.wellsfargo.com/about/corporate/corporate_governance. This information is also available in print to any stockholder upon written request to the Office of the Corporate Secretary, Wells Fargo & Company, MAC N9305-173, Wells Fargo Center, Sixth and Marquette, Minneapolis, Minnesota 55479.

ADDITIONAL INFORMATION

Additional information in response to this Item 10 can be found in the Company's 2015 Proxy Statement under "Ownership of Our Common Stock – Section 16(a) Beneficial Ownership Reporting Compliance," "Item 1 – Election of Directors – Director Nominees for Election" and "– Other Matters Relating to Directors" and "Corporate Governance – Director Nomination Process." That information is incorporated into this item by reference.

ITEM 11. EXECUTIVE COMPENSATION

Information in response to this Item 11 can be found in the Company's 2015 Proxy Statement under "Item 1– Election of Directors – Compensation Committee Interlocks and Insider Participation," under "Corporate Governance – Director Compensation," under "Corporate Governance – Risk Management and Compensation Practices," under "Information About Related Persons – Related Person Transactions," and under "Item 2 – Executive Compensation and Advisory Resolution to Approve Executive Compensation (Say on Pay)" excluding "– Advisory Resolution to Approve Executive Compensation (Say on Pay)." That information is incorporated into this item by reference.

ITEM 12.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND
MANAGEMENT AND RELATED STOCKHOLDER MATTERS

EQUITY COMPENSATION PLAN INFORMATION

The following table provides information about our equity compensation plans in effect on December 31, 2014, separately aggregated for plans approved by stockholders and for plans not approved by stockholders. A description of the material features of each equity compensation plan not approved by stockholders follows the table. All outstanding awards relate to shares of our common stock. Information is as of December 31, 2014, unless otherwise indicated.

Equity Compensation Plan Information (1)

| | (a) | (b) | (c) | |
|--|---|--|---|-----|
| | # of shares to be issued upon exercise of outstanding options, warrants and rights | Weighted-average exercise price of outstanding options, warrants and rights (2) | # of shares remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) | |
| Plan category | | | | |
| Equity compensation plans approved by security holders | 156,371,459 | (3) \$28.15 | 248,063,702 | (4) |
| Equity compensation plans not approved by security holders | 17,714,435 | (5) 152.12 | 2,887,788 | (6) |
| Total | 174,085,894 | 42.99 | 250,951,490 | |

The table above does not include information about equity compensation plans assumed in mergers that we froze at the time of the merger. Under these assumed plans a total of 349,567 shares of common stock were issuable upon exercise of options. The weighted average exercise price per share of our common stock of the outstanding options was \$146.73. We assumed the amended and restated Wachovia

- (1) Corporation 2003 Stock Incentive Plan (2003 SIP) in the Wachovia merger and in February 2009 used substantially all remaining available shares for stock option grants to legacy Wachovia team members. Information for the 2003 SIP is included in the table above under the plan category for equity compensation plans not approved by security holders. No awards have been granted since February 2009, and no future awards will be granted under the 2003 SIP.
- (2) Does not reflect restricted share rights (RSRs), restricted share units (RSUs), or restricted share awards (RSAs) or deferred compensation benefits because they have no exercise price. For the Long-Term Incentive Compensation Plan (LTICP), consists of 85,622,040 shares subject to options, 53,572,150 shares subject to unvested RSRs, and a maximum of 12,773,217 performance shares.
- (3) For the Supplemental 401(k) Plan, consists of 3,322,131 shares issuable upon distribution of benefits. For the Directors Stock Compensation and Deferral Plan (Directors Plan), consists of 391,547 shares subject to options, 302,578 shares issuable upon distribution of vested but deferred stock awards, and 387,796 shares issuable upon distribution of deferred compensation benefits.

- (4) We could have issued the number of shares of our common stock indicated in the following table pursuant to any of the award types listed for the plan or, if indicated for the plan, pursuant to distributions of deferred compensation benefits. Each share of common stock issued under the LTICP pursuant to awards other than options or SARs counts as two shares.

| Plan | # of shares | Award types |
|--------------------------|-------------|---|
| LTICP | 245,444,104 | Stock options, stock, SARs, restricted stock, RSRs, performance shares, performance units |
| Supplemental 401(k) Plan | 2,068,430 | Deferral distribution |
| Directors Plan | 551,168 | Stock options, deferral distribution |

- (5) For the 2003 SIP, consists of 11,691,593 shares subject to options. For the other plans, consists of 6,022,842 shares of common stock issuable upon distribution of deferred compensation benefits. We could have issued the number of shares of our common stock indicated in the following table pursuant to distributions of deferred compensation benefits. No information is provided for the 2003 SIP, the
- (6) Norwest Corporation Directors' Formula Stock Award Plan or the Norwest Corporation Directors' Stock Deferral Plan because no future awards or deferrals will be made under these plans and because column (a) reflects all shares issuable under those plans upon exercise or distribution of outstanding awards or deferred compensation benefits.

| Plan | # of shares | Award types |
|--|-------------|-----------------------|
| Deferred Compensation Plan | 2,631,609 | Deferral distribution |
| Non-Qualified Deferred Compensation Plan for Independent Contractors | 256,179 | Deferral distribution |

Material Features of Equity Compensation Plans Not Approved by Stockholders

The 2003 SIP. The amended and restated Wachovia Corporation 2003 Stock Incentive Plan (2003 SIP) was originally approved by Wachovia's shareholders in 2003 and prior to the merger had been used for equity awards to Wachovia's executive officers and other key employees. We assumed the 2003 SIP in the merger and in February 2009 used substantially all remaining available shares for stock option grants to legacy Wachovia team members. No awards have been granted since then, and no future awards will be granted under the 2003 SIP.

At December 31, 2014, only options were outstanding under the 2003 SIP. The options generally expire on the tenth anniversary of the grant date and vest ratably over a three-year period from the grant date. The option price is payable to us in full by methods the Board's Human Resources Committee (HRC) designates, including, but not limited to, in cash or its equivalent, by tendering or withholding shares of our common stock having a fair market value at the time of exercise equal to the total option price, or by a combination of the foregoing. Unless the HRC determines otherwise or except as prohibited by applicable law, options may also be exercised by a "cashless exercise" where the participant gives irrevocable instructions to a broker to promptly deliver to us the amount of sale proceeds from the shares covered by the option exercised, together with any withholding taxes due to the Company. The proceeds from any cash payments upon option exercise are added to our general funds and used for general corporate purposes.

Deferred Compensation Plan. Under the Deferred Compensation Plan eligible team members may defer receipt of salary, bonuses and certain other compensation subject to the terms of the plan. Deferral elections are irrevocable once made except for limited re-deferral opportunities. We treat amounts deferred by a participant as if invested in the earnings options selected by the participant, and determine the deferred compensation benefit payable to the participant based on the performance of those earnings options. The plan offers a number of earnings options, including one based on our common stock with dividends reinvested. We generally distribute amounts allocated to the common stock option in shares of common stock. Participants have no direct interest in any of the earnings options and are general unsecured creditors of the Company with respect to their deferred compensation benefits under the plan.

Non-Qualified Deferred Compensation Plan for Independent Contractors. Under the Non-Qualified Deferred Compensation Plan for Independent Contractors participants who performed qualifying investment or other financial services for participating affiliates as independent contractors were able to defer all or part of their eligible compensation payable to them by the affiliate subject to the terms of the plan. Deferral elections were irrevocable once made. Amounts deferred by a participant were treated as if invested in the earnings options selected by the participant, which determine the deferred compensation benefit payable to the participant. The plan offered a number of earnings options, including one based on our common stock with dividends reinvested. We generally distribute amounts allocated to the common stock option in shares of common stock. No future deferrals may be made under this plan and participants may no longer reallocate their existing account balances under the plan among different

investment options. Shares remaining available for issuance under the plan consist of shares issuable as a result of amounts credited to participant accounts denominated in our common stock to reflect cash dividends paid on the common stock. The plan is sponsored by a wholly owned subsidiary, WF Deferred Compensation Holdings, Inc. We have guaranteed its obligations under the plan. Participants have no direct interest in any of the earnings options and are general unsecured creditors of the plan sponsor and the Company with respect to their deferred compensation benefits under the plan.

Norwest Corporation Directors' Formula Stock Award Plan. Under the Norwest Corporation Directors' Formula Stock Award Plan we awarded shares of common stock to non-employee directors. The plan allowed participants to defer receipt of all or a portion of their awards, with dividends reinvested, until a future year or years as selected by the participants subject to the terms of the plan. Participants can elect one time to defer commencement of distribution of their deferral accounts if the election is made sufficiently in advance of the original distribution commencement date

and the new distribution commencement date is sufficiently beyond the original distribution commencement date. Participants have no direct interest in the shares deferred under the plan and are general unsecured creditors of the Company with respect to payment of their deferred stock awards under the plan. No future stock awards or deferrals may be made under this plan.

Norwest Corporation Directors' Stock Deferral Plan. Under the Norwest Corporation Directors' Stock Deferral Plan a participating director could defer receipt of all or part of the annual cash retainer and meeting fees payable to the director until a future year or years as selected by the director subject to the terms of the plan. A participating director could elect distribution of his or her deferral account in a lump sum in either cash or whole shares of common stock, or a combination of both. Alternatively, the director could elect to receive the distribution in up to ten annual installments of cash. A participant can elect one time to defer commencement of distribution of his or her deferral account if the election is made sufficiently in advance of the original distribution commencement date and the new distribution commencement date is sufficiently beyond the original distribution commencement date. No future deferrals may be made under this plan.

ADDITIONAL INFORMATION

Additional information in response to this Item 12 can be found in the Company's 2015 Proxy Statement under "Ownership of Our Common Stock – Directors and Executive Officers" and "– Principal Stockholders." That information is incorporated into this item by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND
DIRECTOR INDEPENDENCE

Information in response to this Item 13 can be found in the Company's 2015 Proxy Statement under "Corporate Governance – Director Independence" and under "Information About Related Persons." That information is incorporated into this item by reference.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Information in response to this Item 14 can be found in the Company's 2015 Proxy Statement under "Item 3 – Appointment of Independent Registered Public Accounting Firm for 2015 – KPMG Fees" and "– Audit and Examination Committee Pre-Approval Policies and Procedures." That information is incorporated into this item by reference.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

1. FINANCIAL STATEMENTS

The Company's consolidated financial statements, including the notes thereto, and the report of the independent registered public accounting firm thereon, are set forth in the 2014 Annual Report to Stockholders, and are incorporated into this item by reference.

2. FINANCIAL STATEMENT SCHEDULES

All financial statement schedules for the Company have been included in the consolidated financial statements or the related footnotes, or are either inapplicable or not required.

3. EXHIBITS

A list of exhibits to this Form 10-K is set forth on the Exhibit Index immediately preceding such exhibits and is incorporated into this item by reference.

Stockholders may obtain a copy of any of the following exhibits, upon payment of a reasonable fee, by writing to Wells Fargo & Company, Office of the Corporate Secretary, Wells Fargo Center, N9305 173, Sixth and Marquette, Minneapolis, Minnesota 55479.

The Company's SEC file number is 001-2979. On and before November 2, 1998, the Company filed documents with the SEC under the name Norwest Corporation. The former Wells Fargo & Company filed documents under SEC file number 001-6214. The former Wachovia Corporation filed documents under SEC file number 001-10000.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on February 25, 2015.

WELLS FARGO & COMPANY

By: /s/ JOHN G. STUMPF
John G. Stumpf
Chairman, President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ JOHN G. STUMPF
John G. Stumpf
Chairman, President and Chief Executive Officer
(Principal Executive Officer)
February 25, 2015

By: /s/ JOHN R. SHREWSBERRY
John R. Shrewsberry
Senior Executive Vice President and Chief Financial Officer
(Principal Financial Officer)
February 25, 2015

By: /s/ RICHARD D. LEVY
Richard D. Levy
Executive Vice President and Controller
(Principal Accounting Officer)
February 25, 2015

The Directors of Wells Fargo & Company listed below have duly executed powers of attorney empowering James H. Quigley to sign this document on their behalf.

| | | | |
|------------------|------------------------|---------------------|-------------------|
| John D. Baker II | Elizabeth A. Duke | Cynthia H. Milligan | Stephen W. Sanger |
| Elaine L. Chao | Susan E. Engel | Federico F. Peña | John G. Stumpf |
| John S. Chen | Enrique Hernandez, Jr. | James H. Quigley | Susan G. Swenson |
| Lloyd H. Dean | Donald M. James | Judith M. Runstad | |

By: /s/ JAMES H. QUIGLEY
James H. Quigley
Director and Attorney-in-fact

February 25, 2015

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EXHIBIT INDEX

| Exhibit Number | Description | Location |
|----------------|---|--|
| 3(a) | Restated Certificate of Incorporation, as amended and in effect on the date hereof. | Filed herewith. |
| 3(b) | By-Laws. | Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed January 28, 2011. |
| 4(a) | See Exhibits 3(a) and 3(b). | |
| 4(b) | The Company agrees to furnish upon request to the Commission a copy of each instrument defining the rights of holders of senior and subordinated debt of the Company. | |
| 10(a)* | Long-Term Incentive Compensation Plan (as amended and restated on April 23, 2013), which includes Performance-Based Compensation Policy. | Incorporated by reference to Exhibit 10(b) to the Company's Current Report on Form 8-K filed April 26, 2013. |
| | Long-Term Incentive Compensation Plan. | Incorporated by reference to Exhibit 10(a) to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2009. |
| | Forms of Performance Share Award Agreement: For grants on or after February 24, 2015; | Filed herewith. |
| | For grants on or after February 26, 2013; | Incorporated by reference to Exhibit 10(a) to the Company's Annual Report on Form 10-K for the year ended December 31, 2012. |
| | For grants on February 28, 2012; | Incorporated by reference to Exhibit 10(a) to the Company's Annual Report on Form 10-K for the year ended December 31, 2011. |
| | For grants on February 22, 2011; and | Incorporated by reference to Exhibit 10(a) to the Company's Annual Report on Form 10-K for the year ended December 31, 2010. |
| | For grants to John G. Stumpf, David M. Carroll, David A. Hoyt, and Carrie L. Tolstedt on June 22, 2010. | Incorporated by reference to Exhibit 10(a) to the Company's Current Report on Form 8-K filed June 25, 2010. |
| | Forms of Award Agreement for grants of stock awards to John G. Stumpf and David A. Hoyt. | Incorporated by reference to Exhibits 10(a) and 10(c) to the Company's Current Report on Form 8-K filed August 6, 2009. |
| | Forms of Restricted Share Rights Award Agreement: For grants on or after February 24, 2015, including grants to John G. Stumpf, John R. Shrewsberry, David M. Carroll, Avid Modjtabai, Timothy J. Sloan, and Carrie L. Tolstedt; | Filed herewith. |
| | For grants on or after February 26, 2013, including grants to John G. Stumpf, Timothy J. Sloan, David M. Carroll, David A. Hoyt, and Carrie L. Tolstedt; | Incorporated by reference to Exhibit 10(a) to the Company's Annual Report on Form 10-K for the year ended December 31, 2012. |
| | For grants on February 28, 2012, including grants to John G. Stumpf, Timothy J. Sloan, David M. Carroll, David A. Hoyt, and Carrie L. Tolstedt; | Incorporated by reference to Exhibit 10(a) to the Company's Annual Report on Form 10-K for the year ended December 31, 2011. |
| | For grants on February 22, 2011, including grants to John G. Stumpf, David M. Carroll, David A. Hoyt, Timothy J. Sloan, and | Incorporated by reference to Exhibit 10(a) to the Company's Annual Report on Form 10-K |

Carrie L. Tolstedt;

For grants prior to February 22, 2011, including grants to John G. Stumpf, David M. Carroll, David A. Hoyt, Timothy J. Sloan, and Carrie L. Tolstedt; and

For grants to David A. Hoyt and Carrie L. Tolstedt on February 24, 2009, as amended on November 16, 2010.

for the year ended December 31, 2010.

Incorporated by reference to Exhibit 10(a) to the Company's Annual Report on Form 10-K for the year ended December 31, 2009.

Incorporated by reference to Exhibit 10(a) to the Company's Current Report on Form 8-K filed February 27, 2009, and Exhibit 10(a) to the Company's Annual Report on Form 10-K for the year ended December 31, 2010.

* Management contract or compensatory plan or arrangement.

| Exhibit Number | Description | Location |
|----------------|--|---|
| | Form of Non-Qualified Stock Option Agreement, including grants to John G. Stumpf, David M. Carroll, David A. Hoyt, Timothy J. Sloan, and Carrie L. Tolstedt. | Incorporated by reference to Exhibit 10(b) to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2013. |
| 10(b)* | Long-Term Incentive Plan. | Incorporated by reference to Exhibit A to the former Wells Fargo's Proxy Statement filed March 14, 1994. |
| 10(c)* | Wells Fargo Bonus Plan, as amended effective January 1, 2011. | Incorporated by reference to Exhibit 10(c) to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2011. |
| 10(d)* | Performance-Based Compensation Policy. | Incorporated by reference to Exhibit 10(b) to the Company's Current Report on Form 8-K filed May 5, 2008. |
| 10(e)* | Deferred Compensation Plan, as amended effective January 1, 2008. | Incorporated by reference to Exhibit 10(f) to the Company's Annual Report on Form 10-K for the year ended December 31, 2009. |
| | Amendment to Deferred Compensation Plan, effective January 1, 2015. | Incorporated by reference to Exhibit 10(a) to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014. |
| | Amendment to Deferred Compensation Plan, effective January 1, 2013. | Incorporated by reference to Exhibit 10(e) to the Company's Annual Report on Form 10-K for the year ended December 31, 2012. |
| | Amendment to Deferred Compensation Plan, effective January 1, 2011. | Incorporated by reference to Exhibit 10(a) to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011. |
| | Amendment to Deferred Compensation Plan, effective December 1, 2009. | Incorporated by reference to Exhibit 10(f) to the Company's Annual Report on Form 10-K for the year ended December 31, 2009. |
| 10(f)* | Directors Stock Compensation and Deferral Plan. | Incorporated by reference to Exhibit 10(f) to the Company's Annual Report on Form 10-K for the year ended December 31, 2007. |
| | Amendment to Directors Stock Compensation and Deferral Plan, effective April 1, 2013. | Incorporated by reference to Exhibit 10(a) to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2013. |
| | Amendment to Directors Stock Compensation and Deferral Plan, effective January 1, 2013. | Incorporated by reference to Exhibit 10(a) to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013. |
| | Amendment to Directors Stock Compensation and Deferral Plan, effective January 24, 2012. | Incorporated by reference to Exhibit 10(f) to the Company's Annual Report on Form 10-K for the year ended December 31, 2011. |
| | Amendment to Directors Stock Compensation and Deferral Plan, effective January 25, 2011. | Incorporated by reference to Exhibit 10(d) to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2011. |
| | Amendment to Directors Stock Compensation and Deferral Plan, effective February 24, 2009. | Incorporated by reference to Exhibit 10(a) to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009. |
| | Amendments to Directors Stock Compensation and Deferral Plan, effective September 23, 2008. | Incorporated by reference to Exhibit 10(a) to the Company's Quarterly Report on Form |

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|---|--|
| Amendment to Directors Stock Compensation and Deferral Plan, effective January 22, 2008. | 10-Q for the quarter ended September 30, 2008. Incorporated by reference to Exhibit 10(f) to the Company's Annual Report on Form 10-K for the year ended December 31, 2007. |
| Action of Governance and Nominating Committee Increasing Amount of Formula Stock and Option Awards Under Directors Stock Compensation and Deferral Plan, effective January 1, 2007. | Incorporated by reference to Exhibit 10(f) to the Company's Annual Report on Form 10-K for the year ended December 31, 2006. |

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| Exhibit Number | Description | Location |
|----------------|---|---|
| | Form of Non-Qualified Stock Option Agreement for grants to directors on or before April 29, 2008. | Incorporated by reference to Exhibit 10(b) to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2013. |
| 10(g)* | Deferred Compensation Plan for Non-Employee Directors of the former Norwest. | Incorporated by reference to Exhibit 10(c) to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1999. |
| | Amendment to Deferred Compensation Plan for Non-Employee Directors, effective November 1, 2000. | Filed as paragraph (4) of Exhibit 10(ff) to the Company's Annual Report on Form 10 K for the year ended December 31, 2000. |
| | Amendment to Deferred Compensation Plan for Non-Employee Directors, effective January 1, 2004. | Incorporated by reference to Exhibit 10(a) to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2003. |
| 10(h)* | Directors' Stock Deferral Plan for directors of the former Norwest. | Incorporated by reference to Exhibit 10(d) to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1999. |
| | Amendment to Directors' Stock Deferral Plan, effective November 1, 2000. | Filed as paragraph (5) of Exhibit 10(ff) to the Company's Annual Report on Form 10 K for the year ended December 31, 2000. |
| | Amendment to Directors' Stock Deferral Plan, effective January 1, 2004. | Incorporated by reference to Exhibit 10(c) to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2003. |
| 10(i)* | Directors' Formula Stock Award Plan for directors of the former Norwest. | Incorporated by reference to Exhibit 10(e) to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1999. |
| | Amendment to Directors' Formula Stock Award Plan, effective November 1, 2000. | Filed as paragraph (6) of Exhibit 10(ff) to the Company's Annual Report on Form 10 K for the year ended December 31, 2000. |
| | Amendment to Directors' Formula Stock Award Plan, effective January 1, 2004. | Incorporated by reference to Exhibit 10(b) to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2003. |
| 10(j)* | Deferral Plan for Directors of the former Wells Fargo. | Incorporated by reference to Exhibit 10(b) to the former Wells Fargo's Annual Report on Form 10-K for the year ended December 31, 1997. |
| | Amendment to Deferral Plan, effective January 1, 2004. | Incorporated by reference to Exhibit 10(d) to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2003. |
| 10(k)* | Supplemental 401(k) Plan. | Incorporated by reference to Exhibit 10(c) to the Company's Current Report on Form 8-K filed May 4, 2009. |

Amendment to Supplemental 401(k) Plan, effective
January 1, 2015.

Incorporated by reference to Exhibit 10(b) to
the Company's Quarterly Report on Form
10-Q for the quarter ended June 30, 2014.

10(l)* Supplemental Cash Balance Plan.

Incorporated by reference to Exhibit 10(b) to
the Company's Current Report on Form 8-K
filed May 4, 2009.

10(m)*Supplemental Long-Term Disability Plan.

Incorporated by reference to Exhibit 10(f) to
the Company's Annual Report on Form 10-K
for the year ended December 31, 1990.

Amendment to Supplemental Long-Term Disability Plan.

Incorporated by reference to Exhibit 10(g) to
the Company's Annual Report on Form 10-K
for the year ended December 31, 1992.

| Exhibit Number | Description | Location |
|-------------------|---|---|
| 10(n)* | Description of Relocation Program. | Incorporated by reference to Exhibit 10(y) to the Company's Annual Report on Form 10-K for the year ended December 31, 2003. |
| 10(o) | Non-Qualified Deferred Compensation Plan for Independent Contractors. | Incorporated by reference to Exhibit 10(x) to the Company's Annual Report on Form 10-K for the year ended December 31, 2007. |
| | Amendment to Non-Qualified Deferred Compensation Plan for Independent Contractors, effective January 1, 2014. | Filed herewith. |
| | Amendment to Non-Qualified Deferred Compensation Plan for Independent Contractors, effective January 1, 2009. | Incorporated by reference to Exhibit 10(w) to the Company's Annual Report on Form 10-K for the year ended December 31, 2009. Incorporated by reference to Exhibit 10(w) to the Company's Annual Report on Form 10-K for the year ended December 31, 2008. |
| 10(p)* | Description of Chairman/CEO Post-Retirement Policy. | |
| 10(q)* | Description of the Company's Non-Employee Director Equity Compensation Program, effective January 1, 2015. | Filed herewith. |
| 10(r)* | Description of the Company's Non-Employee Director Equity Compensation Program, effective January 1, 2014. | Incorporated by reference to Exhibit 10(q) to the Company's Annual Report on Form 10-K for the year ended December 31, 2013. |
| 10(s)* | Description of Wells Fargo Bank, N.A. Director Compensation Program, effective January 1, 2015. | Filed herewith. |
| 10(t)* | Amended and Restated Wachovia Corporation Deferred Compensation Plan for Non-Employee Directors. | Incorporated by reference to Exhibit (10)(f) to Wachovia Corporation's Current Report on Form 8-K filed December 29, 2008. |
| | Amendment to Amended and Restated Wachovia Corporation Deferred Compensation Plan for Non-Employee Directors, effective June 1, 2009. | Incorporated by reference to Exhibit 10(aa) to the Company's Annual Report on Form 10-K for the year ended December 31, 2009. Incorporated by reference to Exhibit (10)(d) to Wachovia Corporation's Annual Report on Form 10-K for the year ended |
| 10(u)* | Wachovia Corporation Executive Deferred Compensation Plan. | December 31, 1997. |
| 10(v)* | Wachovia Corporation Supplemental Executive Long-Term Disability Plan, as amended and restated. | Incorporated by reference to Exhibit (99) to Wachovia Corporation's Current Report on Form 8-K filed January 5, 2005. |
| 10(w)* | Wachovia Corporation Savings Restoration Plan. | Incorporated by reference to Exhibit (10)(gg) to Wachovia Corporation's Annual Report on Form 10-K for the year ended December 31, 2002. |
| 10(x)* | Amendment 2007-1 to Wachovia Corporation Savings Restoration Plan. | Incorporated by reference to Exhibit (10)(b) to Wachovia Corporation's Current Report on Form 8-K filed December 20, 2007. |
| | Amendment 2008-1 to Wachovia Corporation Savings Restoration Plan. | Incorporated by reference to Exhibit (10)(c) to Wachovia Corporation's Current Report on Form 8-K filed December 29, 2008. |
| 10(y)* | Amended and Restated Wachovia Corporation Savings Restoration Plan. | Incorporated by reference to Exhibit (10)(b) to Wachovia Corporation's Current Report on Form 8-K filed December 29, 2008. |

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| 10(z)* Form of stock award agreement for Executive Officers of Wachovia Corporation, including David M. Carroll. | Incorporated by reference to Exhibit (10)(ss) to Wachovia Corporation's Annual Report on Form 10-K for the year ended December 31, 2004. |
| 10(aa)* Amended and Restated Wachovia Corporation 2003 Stock Incentive Plan. | Incorporated by reference to Appendix E to Wachovia Corporation's Registration Statement on Form S-4 (Reg. No. 333-134656) filed on July 24, 2006. |
| Amendment to Amended and Restated Wachovia Corporation 2003 Stock Incentive Plan, effective February 24, 2009. | Incorporated by reference to Exhibit 10(b) to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009. |

| Exhibit Number | Description | Location |
|----------------|--|---|
| 10(bb)* | Amended and Restated SouthTrust Corporation Additional Retirement Benefit Plan (Pension) effective July 15, 1992, Addendum thereto dated April 20, 1994, and Amendment 2008-1 thereto dated December 29, 2008. | Filed herewith. |
| 12(a) | Computation of Ratios of Earnings to Fixed Charges: Year ended December 31, 2014 2013 2012 2011 2010 Including interest on deposits 8.56 7.91 6.08 4.32 3.21 Excluding interest on deposits 11.05 10.68 8.40 5.92 4.32 | Filed herewith. |
| 12(b) | Computation of Ratios of Earnings to Fixed Charges and Preferred Dividends: Year ended December 31, 2014 2013 2012 2011 2010 Including interest on deposits 6.27 5.99 4.90 3.67 2.84 Excluding interest on deposits 7.44 7.36 6.21 4.69 3.61 | Filed herewith. |
| 13 | 2014 Annual Report to Stockholders. | Filed herewith. |
| 21 | Subsidiaries of the Company. | Filed herewith. |
| 23 | Consent of Independent Registered Public Accounting Firm. | Filed herewith. |
| 24 | Powers of Attorney. | Filed herewith. |
| 31(a) | Certification of principal executive officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. | Filed herewith. |
| 31(b) | Certification of principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. | Filed herewith. |
| 32(a) | Certification of Periodic Financial Report by Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and 18 U.S.C. § 1350. | Furnished herewith. |
| 32(b) | Certification of Periodic Financial Report by Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and 18 U.S.C. § 1350. | Furnished herewith. |
| 99 | Description of Replacement Capital Covenants of Wells Fargo and Wachovia. | Incorporated by reference to Exhibit 99 to the Company's Annual Report on Form 10-K for the year ended December 31, 2013. |
| 101.INS | XBRL Instance Document. | Filed herewith. |
| 101.SCH | XBRL Taxonomy Extension Schema Document. | Filed herewith. |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document. | Filed herewith. |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document. | Filed herewith. |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document. | Filed herewith. |
| 101.DEF | XBRL Taxonomy Extension Definitions Linkbase Document. | Filed herewith. |

